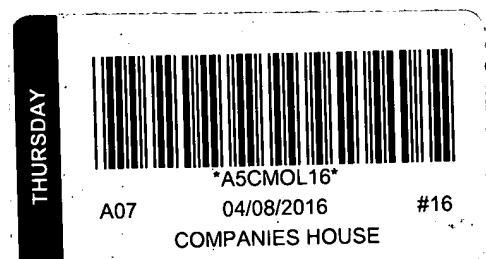


Registration number: 6259258

Semperian Leicester PSP Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2016



Semperian Leicester PSP Limited

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Semperian Leicester PSP Limited

Company Information

Directors	C Burlton D Hardingham
Company secretary	Semperian Secretariat Services Limited
Registered office	Third Floor Broad Quay House Prince Street Bristol BS1 4DJ
Independent Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 31 Great George Street Bristol BS1 5QD

Semperian Leicester PSP Limited

Strategic Report for the Year Ended 31 March 2016

The Directors present their strategic report for the year ended 31 March 2016.

Principal activity

The principal activity of the company is investing in partnerships and companies that are involved in infrastructure projects, which predominantly comprise the development, construction and management of service premises.

Results and review of business

The result for the financial year is set out in the profit and loss account on page 7. The company has continued to received income from its subsidiaries and the directors are satisfied that the company's investments are performing in line with the directors' long term expectations. Accordingly, the carrying value of investments, as shown in the balance sheet, remains supportable, and the prospects for the future are considered to be satisfactory.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties and financial risk management policies are integrated with the principal risks of the Semperian PPP Investment Partners Holdings Limited group of companies ("the group") and are not managed separately. Accordingly, the principal risks and uncertainties of Semperian PPP Investment Partners Holdings Limited, which include those of the company, are discussed in the Semperian PPP Investment Partners Holdings Limited consolidated report and financial statements which does not form part of this report.

Key performance indicators ('KPIs')


Given the nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014.

The adoption of FRS 102 had no material impact on the financial statements.

Approved by the Board on **22 JUL 2016** and signed by order of the board:


.....
Semperian Secretariat Services Limited
Company secretary

22 JUL 2016

Semperian Leicester PSP Limited

Directors' Report for the Year Ended 31 March 2016

Registration number: 6259258

The Directors present their report and the audited financial statements for the year ended 31 March 2016.

Future developments

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

Dividends

No dividend was paid during the year (2015: £nil)

Financial risk management

Disclosures relating to these areas are included in the Strategic Report.

Directors of the Company

The directors who held office during the year were as follows:

D Hardingham appointed 19.10.2015

C Burlton appointed 01.04.2016

P Dodd resigned 19.10.2015

H Pownall resigned 01.04.2016

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (FRS 102).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Semperian Leicester PSP Limited

Directors' Report for the Year Ended 31 March 2016 (continued)

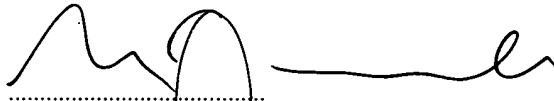
Disclosure of information to the auditors

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of auditors

The auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

Approved by the Board on **22 JUL 2016** and signed by order of the board:


.....
Semperian Secretariat Services Limited
Company secretary

22 JUL 2016

Semperian Leicester PSP Limited

Independent Auditors' Report to the members of Semperian Leicester PSP Limited

Report on the financial statements

Our opinion

In our opinion, Semperian Leicester PSP Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2016 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 March 2016;
- the Profit and Loss Account for the year then ended; and
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Semperian Leicester PSP Limited

Independent Auditors' Report to the members of Semperian Leicester PSP Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

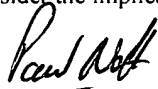
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Paul Nott (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

Date: 27 July 2016

Semperian Leicester PSP Limited

Profit and Loss Account for the Year Ended 31 March 2016

	Note	2016 £	2015 £
Interest receivable and similar income	5	862,316	862,103
Interest payable and similar charges	6	<u>(862,316)</u>	<u>(862,103)</u>
Result on ordinary activities before taxation		-	-
Taxation on result on ordinary activities	7	<u>-</u>	<u>-</u>
Result for the financial year		<u>-</u>	<u>-</u>

The above results were derived from continuing operations.

The company has no other Comprehensive Income for the year other than the profit for the financial year stated above.

The notes on pages 10 to 17 form an integral part of these financial statements.

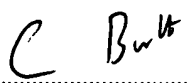
Semperian Leicester PSP Limited

Balance Sheet as at 31 March 2016

	Note	2016 £	2015 £
Fixed assets			
Investments	8	6,728,733	6,748,715
Current assets			
Debtors:	9	-	429,686
Creditors: Amounts falling due within one year	10	<u>-</u>	<u>(429,686)</u>
Net current assets		<u>-</u>	<u>-</u>
Total assets less current liabilities		6,728,733	6,748,715
Creditors: Amounts falling due after more than one year	10	<u>(6,608,733)</u>	<u>(6,628,715)</u>
Net assets		<u>120,000</u>	<u>120,000</u>
Capital and reserves			
Called up share capital	12	<u>120,000</u>	<u>120,000</u>
Total equity		<u>120,000</u>	<u>120,000</u>

22 JUL 2016

Approved and authorised by the Board on and signed on its behalf by:



 C Burlton
 Director

The notes on pages 10 to 17 form an integral part of these financial statements.

Semperian Leicester PSP Limited

Statement of Changes in Equity for the Year Ended 31 March 2016

	Share capital £	Total Equity £
At 1 April 2014	<u>120,000</u>	<u>120,000</u>
At 31 March 2015	<u>120,000</u>	<u>120,000</u>

	Share capital £	Total Equity £
At 1 April 2015	<u>120,000</u>	<u>120,000</u>
At 31 March 2016	<u>120,000</u>	<u>120,000</u>

The notes on pages 10 to 17 form an integral part of these financial statements.

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016

1 General information

The principal activity of the company is investing in partnerships and companies that are involved in infrastructure projects, which predominantly comprise the development, construction and management of service premises.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is:

Third Floor
Broad Quay House
Prince Street
Bristol
BS1 4DJ

The company's functional and presentation currency is the pound sterling.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through profit or loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

Group accounts not prepared

The financial statements contain information about Semperian Leicester PSP Limited as an individual company and do not contain consolidated financial information. The company is exempt from the requirement to prepare consolidated financial information, under section 401 of the Company Act 2006, as its results are included in the consolidated financial statements of Semperian PPP Investment Holdings Limited.

Investment income

Investment income may include dividends and interest receivable. Dividends are included, as 'Income from shares in group undertakings', when declared by the paying company. Interest receivable is included, as 'Interest receivable and similar income', on an accruals basis. This heading may also include the amortisation of any premium or discount on the purchase of the loan which has been spread over the life of the loan to determine a effective interest rate.

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

2 Accounting policies (continued)

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Financial Instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables, finance debtors, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

2 Accounting policies (continued)

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. These exemptions are:

- (i) the requirement to prepare a statement of cash flows;
- (ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;
- (iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned;
- (iv) the requirement to provide consolidated financial statements.

3 Critical accounting judgements and estimation uncertainty

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may subsequently differ from these estimates.

The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates made are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Certain critical accounting judgements, adopted by management, in applying the company's accounting policies are described below:

Impairment of investments

Management makes an estimate of the likely recoverable value of investments by considering factors including the historic, and future forecasts of, performance of the respective investment. See note 8 for the carrying value of the investments.

4 Operating profit

The company had no employees, other than the directors, during the year (2015: none). The emoluments of the directors are paid by the controlling parties. The directors services to this company and to a number of fellow group companies are primarily of a non executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £nil (2015: £nil) to the company in respect of these services.

The audit fee has been borne on the company's behalf by a related party company, Semperian Capital Management Limited, for which no recharge has been made during the current or previous year.

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

5 Interest receivable and similar income

	2016 £	2015 £
Interest income on subordinated debt	<u>862,316</u>	<u>862,103</u>

6 Interest payable and similar charges

	2016 £	2015 £
Interest payable on loans from group undertakings	<u>862,316</u>	<u>862,103</u>

7 Taxation

(a) Tax expense included in profit or loss

(b) Tax relating to items recognised in other comprehensive income or equity

2016
£

Deferred tax

(c) Reconciliation of tax charge

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2015: the same as the standard rate of corporation tax in the UK) of 20% (2015: 21%).

The differences are reconciled below:

	2016 £
Profit/(loss) before tax	<u>-</u>
Corporation tax at standard rate	<u>-</u>
Total tax charge/(credit)	<u>-</u>

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

7 Taxation (continued)

(d) Tax rate changes

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015.

As the change to 17% had not been substantively enacted at the balance sheet date its effects are not included in these financial statements. The overall effect of that change, if it had applied to the deferred tax balance at the balance sheet date, would be to reduce the deferred tax [liability/asset] by an additional £X.

In the March 2016 Budget the Government announced that from 1 April 2017 the amount of taxable profits that can be offset with carried forward tax losses will be restricted to 50% of those profits. As the proposed changes had not been substantively enacted at the balance sheet date their effects are not included in these financial statements. It is not possible to accurately quantify what the effect of those proposed changes would be on these financial statements as no detailed rules have yet been published by the Government.

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

8 Investments

	Equity	Subordinated debt	Total
Cost and net book value:	£	£	£
At 1 April 2015	120,000	6,628,715	6,748,715
Debt repayments	-	(19,982)	(19,982)
At 31 March 2016	120,000	6,608,733	6,728,733

As at 31st March 2016, the closing balance of the interest bearing facility advanced by Semperian Leicester BSF Limited was £6,608,733 (2015: £6,628,715). Interest on the loan is charged at 5.5% with £3,322,600 (2015: £3,322,600) of the loan due for repayment on 31st May 2034 and £3,286,133 (2015: 3,306,115) due for repayment on 31st October 2038

A full list of subsidiaries and related undertakings is shown in note 15.

9 Debtors: Amounts falling due within one year

	2016 £	2015 £
Prepayments and accrued income	-	429,686

10 Creditors

	Note	2016 £	2015 £
Amounts falling due within one year			
Amounts owed to group undertakings	13	-	429,686
Amounts falling due after more than one year			
Subordinated debt	11	6,608,733	6,628,715

Interest on the Subordinated loan is charged at 5.5% per annum and final repayment is due on 31st October 2038

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

11 Loans and borrowings

	2016 £	2015 £
Loans and borrowings falling due after more than five years		
Subordinated debt	<u>6,608,733</u>	<u>6,628,715</u>

12 Share capital

Allotted, called up and fully paid shares

	2016		2015	
	No.	£	No.	£
Ordinary shares of £1 each	<u>120,000</u>	<u>120,000</u>	<u>120,000</u>	<u>120,000</u>

13 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

Semperian Leicester PSP Limited holds investments in subsidiaries and associates under 100% (details in note 15). All related parties transactions with these entities are carried out in normal course of business. The table below represents the aggregated transactions with each entity as at 31st March 2016.

	Year ending 31 March 2016 £	Year ending 31 March 2015 £
Interest receivable from Leicester BSF Holdings Company 1 LTD	433,121	431,938
Interest receivable from Leicester BSF Holdings Company 2 LTD	429,195	430,165
Dividend receivable from Leicester BSF Holdings Company 1 LTD	85,041	-

The balances outstanding for equity investments and subordinated loan notes due from related parties are disclosed in note 8.

Semperian Leicester PSP Limited

Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

14 Parent and ultimate parent undertaking

The company's immediate parent is Semperian Leicester BSF Limited, incorporated in England and Wales.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited.

These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

15 Subsidiary and related undertakings

The company holds investments in the following undertakings incorporated in the UK:

Direct Investment undertakings	Activities	Percentage of ordinary shares held
Semperian Leicester BSF Holdings Company 1	Holding company	80%
Semperian Leicester BSF Holdings Company 2	Holding company	80%
Indirect Investment undertakings	Activities	Percentage of ordinary shares held
Semperian Leicester BSF Company 1 Project Limited	School services	80%
Semperian Leicester BSF Company 2 Project Limited	School services	80%

16 Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under the UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014. There were no adjustments to the company profit and loss account for the year ended 31 March 2015 or the company balance sheet at 1 April 2014 or 31 March 2015 on transition to FRS 102. Accordingly, no reconciliation is presented.