

Amore Elderly Care Limited  
Annual report and financial statements  
for the year ended 31 December 2014

**Registered number: 6660776**

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Amore Elderly Care Limited (formerly Priory Elderly Care  
Limited)

Annual report and financial statements  
for the year ended 31 December 2014

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# Amore Elderly Care Limited

## Strategic report for the year ended 31 December 2014

The directors present their strategic report on Amore Elderly Care Limited for the year ended 31 December 2014.

### Principal activities and review of business

The principal activity of the company is the provision of residential and nursing care for elderly people. The results for the year are set out in the profit and loss account on page 6 and the position of the company as at the year end is set out in the balance sheet on page 7.

As the company is focussed on the elderly care sector, the performance of the company can be impacted by external factors. The principal factors are changes in the UK government's policy towards funding of elderly care, changes in the regulatory regime and competitive threats from other independent providers. Management uses a range of financial and non-financial indicators to manage the business. These are derived from all areas of the business and include sales growth by unit, occupancy and achieved profit margins.

During the year, a charge of £108,000 (2013: £44,000) was recognised in respect of operating exceptional items as noted in note 2.

The company's management is committed to a continued growth strategy.

### Future developments

The future developments of the company are aligned to the strategy of the Priory Group, headed by Priory Group No. 1 Limited. The group's strategy for the future development of the business is included in the group's annual report, which does not form part of this report.

### Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Priory Group No. 1 Limited, which includes the company, are discussed in the group's annual report which does not form part of this report.

### Financial risk management

The company's operations mean that it is exposed to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The directors monitor the risks in order to limit the adverse effects on the financial performance by reviewing levels of debt finance and the related finance costs, however these are integrated with the risks of the group and not managed separately. Accordingly, the financial risk management policies of Priory Group No. 1 Limited, which include those of the company, are discussed in the group's annual report which does not form part of this report.

### Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of Priory Group No. 1 Limited, which include those of the company, are discussed in the group's annual report which does not form part of this report.

By order of the board



David Hall  
Company Secretary  
30 April 2015

80 Hammersmith Road  
London  
England  
W14 8UD

# **Amore Elderly Care Limited**

## **Directors' report for the year ended 31 December 2014**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2014.

### **Going concern**

The ultimate parent company, Priory Group No. 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least 12 months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

### **Dividends**

The directors do not recommend the payment of a dividend (2013: £nil).

### **Directors**

The directors of the company who held office during the year and up to the date of signing the financial statements were as follows:

J Lock	(resigned 1 April 2015)
M Moran	(appointed 1 April 2015)
D Hall	(resigned 1 August 2015)
T Riall	
N Bales	(appointed 18 July 2014, resigned 20 March 2015)
J Webb	(appointed 20 March 2015)
A Pancott	(appointed 18 July 2014)
C Denny	(appointed 18 July 2014)

In accordance with the articles of association, no directors retire by rotation.

### **Employees**

The directors recognise that the continued position of the company in the elderly care sector depends on the quality and motivation of its employees and as such the company is committed to pursue employment policies, which will continue to attract, retain and motivate its employees.

Good and effective employee communications are particularly important, and throughout the business it is the directors' policy to promote the understanding by all employees of the company's business aims and performance. This is achieved through internal publications, presentations on performance and a variety of other approaches appropriate for a particular location. Employees are consulted on issues through workshops, which are run regularly across the group.

The directors believe that it is important to recruit and retain capable and caring staff regardless of their sex, marital status, race or religion. It is the company's policy to give full and fair consideration to applications for employment from people who are disabled, to continue wherever possible the employment of and to arrange appropriate training for, employees who become disabled and to provide equal opportunities for the career development, training and promotion of disabled employees.

### **Independent auditors**

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

# Amore Elderly Care Limited

## Directors' report for the year ended 31 December 2014 (continued)

### Provision of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

### Future developments

The future developments of the company are discussed in the strategic report.

### Statement of directors' responsibilities

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards), including Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101). 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 101, 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 101 used in the preparation of the financial statements; and
- Prepare the financial statements on a 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.

By order of the board



David Hall  
Company Secretary  
30 April 2015

80 Hammersmith Road  
London  
England  
W14 8UD

# **Amore Elderly Care Limited**

## **Independent auditors' report to the members of Amore Elderly Care Limited**

### **Report on the financial statements**

#### **Our opinion**

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss 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.

This opinion is to be read in the context of what we say in the remainder of this report.

#### **What we have audited**

The financial statements, which are prepared by Amore Elderly Care Limited, comprise:

- the balance sheet as at 31 December 2014;
- the profit and loss account for the year then ended;
- the statement of changes in shareholders' deficit for the year then ended;
- the statement of accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

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.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("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.

# **Amore Elderly Care Limited**

## **Independent auditors' report to the members of Amore Elderly Care Limited (continued)**

### **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.

### **Responsibilities for the financial statements and the audit**

#### **Our responsibilities and those of the directors**

As explained more fully in the statement of directors' responsibilities 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 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.



Tom Yeates (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Newcastle upon Tyne

30 April 2015

## Amore Elderly Care Limited

### Profit and loss account for the year ended 31 December 2014

		2014	2013
	Note	£'000	£'000
<b>Turnover</b>	1	<b>17,113</b>	15,013
Cost of sales		<b>(21,507)</b>	(19,031)
<b>Gross loss</b>		<b>(4,394)</b>	(4,018)
Administrative expenses (including operating exceptional costs of £108,000 (2013: £44,000))	2	<b>(161)</b>	(114)
<b>Operating loss</b>	2	<b>(4,555)</b>	(4,132)
Interest payable and similar charges	5	<b>(495)</b>	(3)
<b>Loss on ordinary activities before taxation</b>		<b>(5,050)</b>	(4,135)
Tax on loss on ordinary activities	6	<b>1,726</b>	1,026
<b>Loss for the financial year</b>		<b>(3,324)</b>	(3,109)

The results for the current and prior year derive from continuing activities.

There is no other comprehensive income for the period.



# Amore Elderly Care Limited

## Balance sheet as at 31 December 2014

		2014	2013	2012
	Note	£'000	£'000	£'000
<b>Fixed assets</b>				
Intangible assets	7	162	171	-
Property, plant and equipment	8	6,653	5,993	5,638
		6,815	6,164	5,638
<b>Current assets</b>				
Debtors	9	4,542	4,287	4,181
Cash at bank and in hand		43	74	6
		4,585	4,361	4,187
<b>Creditors: amounts falling due within one year</b>	10	(21,452)	(18,161)	(15,285)
<b>Net current liabilities</b>		(16,867)	(13,800)	(11,098)
<b>Total assets less current liabilities</b>		(10,052)	(7,636)	(5,460)
<b>Creditors: amounts falling due after more than one year</b>	11	(43)	(14)	(26)
<b>Provisions for liabilities</b>	12	(4,500)	(3,621)	(2,676)
<b>Net liabilities</b>		(14,595)	(11,271)	(8,162)
<b>Capital and reserves</b>				
Called up share capital	13	-	-	-
Profit and loss account		(14,595)	(11,271)	(8,162)
<b>Total shareholders' deficit</b>		(14,595)	(11,271)	(8,162)

The financial statements on pages 6 to 18 were approved by the board of directors on 30 April 2015 and were signed on its behalf by:

Mark Moran  
Director



Registered number: 6660776

## **Amore Elderly Care Limited**

### **Statement of changes in shareholders' deficit for the year ended 31 December 2014**

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
At 1 January 2013	-	(8,162)	(8,162)
Loss for the financial year	-	(3,109)	(3,109)
At 1 January 2014	-	(11,271)	(11,271)
Loss for the financial year	-	(3,324)	(3,324)
<b>At 31 December 2014</b>	<b>-</b>	<b>(14,595)</b>	<b>(14,595)</b>

# Amore Elderly Care Limited

## Statement of accounting policies

The following accounting policies have been applied consistently in the company's financial statements.

### **Basis of preparation**

The company is a private limited company, incorporated and domiciled in the United Kingdom.

The financial statements are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis and under the historical cost convention. The principal accounting policies applied in the preparation of these financial statements are set out below, and, unless otherwise stated, these policies have been consistently applied to all the periods presented.

The ultimate parent company, Priory Group No. 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least 12 months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 "Reduced Disclosure Framework (FRS 101) and, the Companies Act 2006 (the Act). FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 17 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

These are the first financial statements of the Company prepared in accordance with FRS 101. The Company's date of transition to FRS 101 is 1 January 2013. The Company has notified its shareholders in writing about, and they do not object to, the use of the disclosure exemptions used by the Company in these financial statements. The impact of the amendments to the Company's previously adopted accounting policies in accordance with UK GAAP (excluding FRS 101) is explained in Note 16.

The principle disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- Statement of cash flows;
- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies (the company had no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1), property, plant and equipment (IAS 16) and intangible assets (IAS 38).

# Amore Elderly Care Limited

## Statement of accounting policies (continued)

### Basis of preparation (continued)

The preparation of financial statements in conformity with FRS 101 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements on the grounds that it is included in the consolidated financial statements of a parent undertaking. These financial statements present information about the company as an individual undertaking and not about its group.

### Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Assets in the course of construction represent the direct costs of purchasing, constructing and installing property, plant and equipment ahead of their productive use. No depreciation is provided on an asset that is in the course of construction until it is completed and the asset is ready for its intended use.

Depreciation is provided to write off the cost less the estimated residual value of property, plant and equipment by equal instalments over their estimated useful economic lives as follows:

Freehold buildings	-	over 50 years
Short leasehold land and buildings	-	over lease term
Fixtures and fittings	-	over 3 to 16 years
Motor vehicles	-	over shorter of the lease term and 4 years

The expected residual values and useful lives of the assets to the business are reassessed, and adjusted if appropriate at each balance sheet date. Land is not depreciated on the basis that land has an unlimited life. Where the cost of land and buildings cannot be split, the directors have estimated that the value attributable to land is 22% of the cost of the land and buildings, based on experience.

### Asset impairment

Property, plant and equipment is tested for impairment by management when a trigger event that might affect asset values has occurred. An impairment loss is recognised in the profit and loss account to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from an income-generating unit, which is an individual business operational unit.

### Cash

Cash comprises all bank balances and is stated in the balance sheet at fair value. The company does not hold any cash equivalents.

### Trade and other creditors

Trade and other creditors are initially stated at fair value and subsequently measured at amortised cost using the effective interest rate method.

# **Amore Elderly Care Limited**

## **Statement of accounting policies (continued)**

### **Leases**

Leases in which the company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Where land and buildings are held under leases the accounting treatment of the land is considered separately from that of the buildings. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Leased assets classified as property, plant and equipment are depreciated over the shorter of their useful economic life or the period of the lease.

Lease payments made in respect of finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Lease payments made in respect of operating leases are recognised on a straight line basis over the term of the lease.

### **Post-retirement benefits**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

### **Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit can differ from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years, or that are never taxable or deductible. The company's liability for current tax is calculated using rates that have been effective during the accounting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax liabilities and when they relate to income taxes levied by the same taxation authority, and the company intends to settle its current tax assets and liabilities on a net basis. Deferred tax balances are not discounted.

# **Amore Elderly Care Limited**

## **Statement of accounting policies (continued)**

### **Group relief**

Payment is generally made for group relief at the current tax rate at the time of first estimating the tax provision. To the extent that amendments are subsequently made to the group relief plan, there is generally no payment or receipt in respect of the change.

### **Turnover and revenue recognition**

Turnover represents consideration received for the provision of services to customers. Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured at the fair value of the consideration received, excluding discounts, rebates and sales taxes. Turnover is recognised as the services are provided. Turnover received in advance is included in deferred income until the service is provided. Turnover in respect of services provided but not yet invoiced by the period end is included within accrued income.

### **Exceptional items**

Items that are both material and non-recurring and whose significance is sufficient to warrant separate disclosure and identification are referred to as exceptional items. Items that may give rise to classification as exceptional include, but are not limited to, significant and material restructuring and reorganisation programme and acquisition costs.

### **Trade and other debtors**

Trade and other debtors are initially stated at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses, and are assessed for indicators of impairment at each balance sheet date. Trade and other debtors are considered to be impaired when there is objective evidence that the estimated future cash flows associated with the asset have been affected. In addition, certain trade and other debtors that are not considered to be individually impaired, may be assessed for impairment on a collective basis. Objective evidence for impairment for a portfolio of receivables could include the company's past experience of collecting payment, an increase in the number of delayed payments, as well as observable changes in national or local economic conditions.

# Amore Elderly Care Limited

## Notes to the financial statements for the year ended 31 December 2014

### 1 Turnover

The company's turnover, loss on ordinary activities before taxation and net liabilities arise primarily from its principal activity of providing residential and nursing care for elderly people.

All turnover and loss on ordinary activities before taxation arose within the United Kingdom and from one class of business.

### 2 Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging:

	2014	2013
	£'000	£'000
Depreciation and other amounts written off tangible assets:		
Owned	504	377
Leased	75	79
Amortisation of intangible assets	9	-
Operating exceptional items:		
Re-organisation and rationalisation costs	108	44
Rentals under operating leases:		
Other operating leases	4,185	4,152
Plant and machinery	3	5

The re-organisation and rationalisation costs of £108,000 (2013: £44,000) incurred in the year primarily relate to employee redundancy payments made as the company re-organised and streamlined its operations.

Auditors' remuneration of £1,000 (2013: £1,000) was borne by a fellow group undertaking.

### 3 Remuneration of directors

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts have been recharged to the company in respect of the directors' services and the directors do not believe that it is practical to allocate these costs between group companies.

# Amore Elderly Care Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 4 Staff numbers and costs

The average monthly number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	2014 Number	2013 Number
By activity:		
Nursing and other clinical staff	567	526
Administrative and ancillary staff	164	137
	731	663

The aggregate payroll costs of these persons were as follows:

	2014 £'000	2013 £'000
Wages and salaries	12,022	10,254
Social security costs	776	661
Other pension costs (note 15)	74	56
	12,872	10,971

### 5 Interest payable and similar charges

	2014 £'000	2013 £'000
Other interest payable	23	2
On finance leases	3	1
On loans from group undertakings	469	-
	495	3



# Amore Elderly Care Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 6 Tax on loss on ordinary activities

	2014	2013
	£'000	£'000
UK corporation tax:		
Current tax credit arising in the year	(2,574)	(1,229)
Adjustments in respect of prior years	-	(301)
<b>Total current tax credit</b>	<b>(2,574)</b>	<b>(1,530)</b>
Deferred tax:		
Deferred tax charge arising in the year	851	75
Deferred tax adjustment in respect of prior years	(3)	273
Effect of tax rate change on opening balance	-	156
<b>Total deferred tax</b>	<b>848</b>	<b>504</b>
<b>Total tax credit</b>	<b>(1,726)</b>	<b>(1,026)</b>

The current tax credit of £2,574,000 (2013: £1,530,000) relates to the surrender of losses to other group companies in exchange for payment of the same amount. The standard rate of tax for the year, based on the UK standard rate of corporation tax is 21.5% (2013: 23.25%). The actual tax credit for the year is higher (2013: lower) than the standard rate for the reasons set out in the following reconciliation:

	2014	2013
	£'000	£'000
Loss on ordinary activities before taxation	(5,050)	(4,135)
Tax on loss on ordinary activities at standard rate	(1,086)	(960)
Factors affecting charge for the year:		
Depreciation of non-qualifying fixed assets	18	-
Other timing differences	(295)	79
Adjustments in respect of prior years	(3)	(28)
Transfer pricing adjustments	(362)	(308)
Impact of rate changes	-	156
Expenses not deductible for tax purposes	2	35
<b>Total tax credit for the year</b>	<b>(1,726)</b>	<b>(1,026)</b>

# Amore Elderly Care Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 6 Tax on loss on ordinary activities (continued)

The standard rate of corporation tax in the UK changed from 23% to 21% with effect from 1 April 2014. Accordingly, the company's results for this accounting year are taxed at an effective rate of 21.5% (2013: 23.25%).

In his budget speech on 20 March 2013, the Chancellor announced that the main rate of corporation tax would change from 21% to 20% from 1 April 2015. This change was substantively enacted in July 2013, as such the company's deferred tax balances have been restated to reflect their expected unwind at 20% rather than the main rate of 21%.

### 7 Intangible assets

	Brands £'000
<b>Cost</b>	
At 1 January 2014 and at 31 December 2014	171
<b>Accumulated amortisation</b>	
At 1 January 2014	-
Charge for the year	9
At 31 December 2014	9
<b>Net book amount</b>	
At 31 December 2014	162
At 31 December 2013	171

# Amore Elderly Care Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 8 Property, plant and equipment

	Freehold land & buildings £'000	Leasehold land & buildings £'000	Assets in the course of construction £'000	Fixtures & fittings £'000	Motor vehicles £'000	Total £'000
<b>Cost</b>						
At 1 January 2014	4,184	541	166	2,023	259	7,173
Additions	-	-	40	1,088	111	1,239
Disposals	-	-	-	(1)	(101)	(102)
Transfer between classifications	-	-	(14)	14	-	-
<b>At 31 December 2014</b>	<b>4,184</b>	<b>541</b>	<b>192</b>	<b>3,124</b>	<b>269</b>	<b>8,310</b>
<b>Accumulated depreciation</b>						
At 1 January 2014	147	21	-	809	203	1,180
Disposals	-	-	-	(1)	(101)	(102)
Charge for the year	67	15	-	437	60	579
<b>At 31 December 2014</b>	<b>214</b>	<b>36</b>	<b>-</b>	<b>1,245</b>	<b>162</b>	<b>1,657</b>
<b>Net book amount</b>						
<b>At 31 December 2014</b>	<b>3,970</b>	<b>505</b>	<b>192</b>	<b>1,879</b>	<b>107</b>	<b>6,653</b>
At 31 December 2013	4,037	520	166	1,214	56	5,993

The net book value of assets held under finance leases or hire purchase contracts included within tangible assets was as follows:

	2014 £'000	2013 £'000
Motor vehicles	107	56

# Amore Elderly Care Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 9 Debtors

	2014	2013	2012
	£'000	£'000	£'000
Trade debtors	489	527	549
Deferred tax asset	733	1,581	2,085
Prepayments and accrued income	746	649	557
Group relief recoverable	2,574	1,530	990
	4,542	4,287	4,181

An analysis of deferred tax assets, included within debtors, is as follows:

	£'000
Deferred tax:	
At 1 January 2013	2,085
Charge for the year (note 6)	(504)
At 1 January 2014	1,581
Charge for the year (note 6)	(848)
<b>At 31 December 2014</b>	<b>733</b>

Deferred tax arises on the following timing differences:

	2014	2013	2012
	£'000	£'000	£'000
Accelerated capital allowances and other timing differences	733	1,581	2,085

## Amore Elderly Care Limited

### Notes to the financial statements for the year ended 31 December 2014 (continued)

#### 10 Creditors: amounts falling due within one year

	2014	2013	2012
	£'000	£'000	£'000
Bank loans and overdraft	-	-	180
Amounts owed to group undertakings	19,742	16,789	13,580
Obligations under finance leases (note 11)	25	38	56
Taxation and social security	231	199	100
Other creditors	180	112	59
Accruals and deferred income	1,274	1,023	1,310
	21,452	18,161	15,285

Amounts owed to group undertakings are unsecured, repayable on demand and bear interest at 8.125% since 1 July 2014. Prior to this date no interest was payable on amounts owed to group undertakings.

#### 11 Creditors: amounts falling due after more than one year

	2014	2013	2012
	£'000	£'000	£'000
Obligations under finance leases	43	14	26

Obligations under finance leases and hire purchase contracts are payable as follows:

	2014	2013	2012
	£'000	£'000	£'000
Within one year	25	38	56
In more than one year, but not more than five years	43	14	26
	68	52	82

# Amore Elderly Care Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 12 Provisions for liabilities

	Future minimum rent £'000
At 1 January 2013	2,676
Charged to profit and loss account	945
At 1 January 2014	3,621
Charged to profit and loss account	879
<b>At 31 December 2014</b>	<b>4,500</b>

#### Future minimum rent

Provisions have been recorded for future minimum rent payable as a result of the policy to straight line rent payments in the profit and loss account where leases have built in minimum rent escalator clauses. The provisions will be utilised over the life of the leases.

### 13 Called up share capital

	2014 £	2013 £	2012 £
<b>Authorised</b>			
1,000 (2013: 1,000) ordinary shares of £1 each	1,000	1,000	1,000
<b>Allotted, called-up and fully paid</b>			
1 (2013: 1) ordinary shares of £1 each	1	1	1

## **Amore Elderly Care Limited**

### **Notes to the financial statements for the year ended 31 December 2014 (continued)**

#### **14 Commitments**

Capital commitments at the end of the financial year, for which no provision has been made, are as follows:

	<b>2014</b>	<b>2013</b>
	<b>£'000</b>	<b>£'000</b>
Contracted	<b>37</b>	<b>45</b>

At the balance sheet date, the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Land and buildings	2014 Other	Land and buildings	2013 Other
	£'000	£'000	£'000	£'000
Within one year	3,004	3	2,944	7
In the second to fifth years inclusive	12,875	6	12,434	-
In over five years	90,774	-	90,644	-
	106,653	9	106,022	7

#### **15 Pension scheme**

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £74,000 (2013: £56,000).

At 31 December 2014, there were outstanding contributions of £11,000 (2013: £15,000).

# **Amore Elderly Care Limited**

## **Notes to the financial statements for the year ended 31 December 2014 (continued)**

### **16 Impact of the first time adoption of FRS 101**

The impact of the adoption of FRS 101 is as follows:

- Recognition of future minimum rental payments arising from recognising lease payments on a straight line basis over the term of the lease. As a result of this change, net assets have reduced by £2,676,000 at 1 January 2013, £3,621,000 at 31 December 2013 and £4,500,000 at 31 December 2014. The profit for the financial year decreased by £945,000 for the year ended 31 December 2013 and by £879,000 for the year ended 31 December 2014.
- Recognition of deferred tax assets in relation to the future minimum rent. An asset of £615,000 has been recognised at 1 January 2013, £724,000 at 31 December 2013 and £nil at 31 December 2014. The profit for the financial year increased by £109,000 for the financial year ended 31 December 2013 and decreased by £724,000 for the financial year ended 31 December 2014.

### **17 Ultimate parent company and controlling party**

The company's immediate parent company, which is incorporated in the United Kingdom, is Amore Elderly Care Holdings Limited (formerly Priory Elderly Care Holdings Limited).

The ultimate parent undertaking and controlling party is Priory Group No. 1 Limited, a company incorporated in England. Priory Group No. 1 Limited is beneficially owned by funds managed by Advent International Corporation which is considered by the directors to be the ultimate controlling party of the company.

Priory Group No. 1 Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2014. Priory Group No. 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2014. The consolidated financial statements of Priory Group No. 1 Limited and Priory Group No. 3 PLC can be obtained from the Company Secretary at 80 Hammersmith Road, London, W14 8UD.