

Company Registration Number 07289558

PHP Healthcare Investments (Holdings) Limited

Annual Report and Financial Statements

Year ended 31 December 2016



PHP Healthcare Investments (Holdings) Limited
Annual Report and Financial Statements
Year ended 31 December 2016

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PHP Healthcare Investments (Holdings) Limited
Officers and Professional Advisers
Year ended 31 December 2016

Board of Directors

H A Hyman
P J Holland (resigned 1 April 2017)
R Howell (appointed 1 April 2017)
T D Walker-Arnott (resigned 1 April 2017)
D C Austin (appointed 1 April 2017)

Company Secretary

Nexus Management Services Limited

Registered Office

5th Floor, Greener House
66-68 Haymarket
London
SW1Y 4RF

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
2 New Street Square
London
EC4A 3BZ

PHP Healthcare Investments (Holdings) Limited
Directors' Report
Year ended 31 December 2016

The Directors present their Annual Report and the audited financial statements of the Company for the year ended 31 December 2016. The Company is registered in England and Wales (company number 07289558).

The Directors have taken advantage of the small company exemption in the Companies Act 2006 (the "Act") (Strategic Report and Directors' Report) Regulations 2015 from including a Strategic Report in these financial statements.

Principal activity and business review

The principal activity of the Company during the year was that of investment holding.

The Company is a wholly owned subsidiary of PHP Healthcare (Holdings) Limited, itself a wholly owned subsidiary of Primary Health Properties PLC ("PHP"). The Annual Report for the year ended 31 December 2016 of the Company's ultimate parent undertaking, PHP, contains a fair review of its business and that of its subsidiaries (the "Group") and an indication of future developments, as required by section 417 of the Act. It is incorporated into this report by reference.

In 2016, PHP completed a project to simplify intercompany balances within the Group that had accumulated over its history. This mostly involved the assignment of balances between subsidiaries to better reflect the underlying group corporate and financing structure.

The restructuring also resulted in the release of certain intercompany receivables and payables between subsidiaries and an associated increase in the carrying value of an entity's investment in the relevant subsidiary. Subsidiaries that benefitted from the release of intercompany payable balances have derecognised the liability from the balance sheet with an equivalent credit being recorded in the retained earnings.

During the years ended 31 December 2016 the Company did not trade.

Results and Dividends

The Company's profit for the year amounted to £Nil (2015: £13,593,543). The Directors have recommended that no dividend should be declared or paid for the year (2015: £13,593,543).

Future developments

No significant business developments are anticipated in the foreseeable future.

Post Balance Sheet Events

There have been no post balance sheet events.

Going Concern

Reference to the Company's continued adoption of the going concern basis in preparation of these financial statements is made in Note 1.4 on page 10.

Directors

The Directors who served the Company during the year, and to the date of this Report, were as follows:

H A Hyman
P J Holland (resigned 1 April 2017)
R Howell (appointed 1 April 2017)
T D Walker-Arnott (resigned 1 April 2017)
D C Austin (appointed 1 April 2017)

PHP Healthcare Investments (Holdings) Limited
Directors' Report (continued)
Year ended 31 December 2016

Directors' and Officers' Liability Insurance

PHP has procured Directors' and Officers' Liability Insurance for the benefit of its directors and directors of all of its subsidiaries. Such insurance was available throughout the year and remains in force at the date of this report. The cost of Directors' and Officers' Liability Insurance is met by another Group company.

Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". 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 those 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 UK accounting standards have been followed, subject to any material departures and explained in the 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.

Each of the persons who is a Director at the date of approval of this report confirms that:


- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Auditor

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

This report was approved by the Board of Directors on 5 May 2017 and signed by its order:


.....
R Howell
Director

PHP Healthcare Investments (Holdings) Limited
Independent Auditor's Report to the Members of PHP Healthcare Investments (Holdings) Limited
Year ended 31 December 2016

We have audited the financial statements of PHP Healthcare Investments (Holdings) Limited for the year ended 31 December 2016 which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 14. 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".

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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. 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.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its results 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

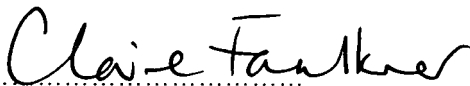
In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

PHP Healthcare Investments (Holdings) Limited
Independent Auditor's Report to the Members of PHP Healthcare Investments
(Holdings) Limited
Year ended 31 December 2016

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



Claire Faulkner FCA
(Senior Statutory Auditor)

for and on behalf of Deloitte LLP,
Chartered Accountants and Statutory Auditor
London
11 May 2017

PHP Healthcare Investments (Holdings) Limited
Income Statement
Year ended 31 December 2016

	Notes	2016 £	2015 £
Operating profit	3	-	-
Dividend income received	6	-	13,593,543
Profit before taxation		-	13,593,543
Taxation	7	-	-
Profit for the year attributable to owners of the company		-	13,593,543

All of the activities of the Company are classed as continuing.

There were no recognised gains or losses other than those included in the Income Statement and as a result no separate Statement of Comprehensive Income is disclosed.

The notes on pages 9 to 14 form part of these financial statements.

PHP Healthcare Investments (Holdings) Limited**Balance Sheet****As at 31 December 2016**

	Notes	2016 £	2015 £
Non-current assets			
Investment in subsidiaries	8	<u>2</u>	<u>2</u>
		2	2
Current assets			
Trade and other receivables	9	<u>15,189,474</u>	<u>13,618,882</u>
		15,189,474	13,618,882
Total assets		<u>15,189,476</u>	<u>13,618,884</u>
Current liabilities			
Trade and other payables	10	<u>-</u>	<u>(13,618,884)</u>
		-	(13,618,884)
Total liabilities		<u>-</u>	<u>(13,618,884)</u>
Net assets		<u>15,189,476</u>	<u>-</u>
Equity			
Share capital	11	-	-
Retained earnings	13	<u>15,189,476</u>	<u>-</u>
Total equity attributable to the owners of the company		<u>15,189,476</u>	<u>-</u>

These financial statements were approved by the Directors and authorised for issue on 5 May 2017, and are signed on their behalf by:



R Howell
Director

Company registration number: 07289558

The notes on pages 9 to 14 form part of these financial statements.

PHP Healthcare Investments (Holdings) Limited
Statement of Changes in Equity
As at 31 December 2016

	Share capital £	Retained earnings £	Total equity £
1 January 2015	-	-	-
Profit for the year	-	13,593,543	13,593,543
Total comprehensive income	-	13,593,543	13,593,543
Dividends declared and paid	-	(13,593,543)	(13,593,543)
31 December 2015	-	-	-
1 January 2016	-	-	-
Profit for the year	-	-	-
Capital contribution	-	15,189,476	15,189,476
Total comprehensive income	-	15,189,476	15,189,476
31 December 2016	-	15,189,476	15,189,476

The notes on pages 9 to 14 form part of these financial statements.

PHP Healthcare Investments (Holdings) Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies

The Company is a private limited company limited by shares incorporated in the United Kingdom and registered in England and Wales in accordance with the Companies Act 2006. These financial statements are presented in Sterling because that is the currency of the primary economic environment in which the Company operates.

The nature of the Company's operations and its principal activities are set out in the Directors' Report on page 2 to 3. The Company's registered office is detailed on page 1.

The following accounting policies have been applied consistently in the current year.

1.1. Basis of accounting

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The Company has applied FRS 101, issued by the Financial Reporting Council, incorporating the Amendments to FRS 101 issued by the Financial Reporting Council in July 2015 and the amendments to Company law made by the Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (SI 2015/980) prior to their mandatory effective date of accounting periods beginning on or after 1 January 2016.

Details of the parent within whose consolidated financial statements the Company is included are shown in Note 14.

As permitted by FRS 101, exemptions from applying the following requirements have been adopted:

- IFRS 7 'Financial Instruments: Disclosures';
- IFRS 13 'Fair Value Measurement' paragraphs 91 to 99;
- IAS 1 'Presentation of Financial Statements' paragraphs 10(d), 10(f), 38 and 40, 76, 79(d) and 134 to 136;
- IAS 7 'Statement of Cash Flows';
- IAS 24 'Related Party Disclosures' paragraph 17 and 18A;
- IAS 36 'Impairment of Assets' paragraphs 130(f)(ii), 130 (f)(iii), 134(d) to (f) and 135(c) to (e); and
- Standards not yet effective.

Where relevant, equivalent disclosures have been given in PHP's consolidated financial statements.

The Company has also taken advantage of the exemption from the requirements in IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of the Group where those party to the transaction are wholly owned by a member of the group.

The financial statements have been prepared under the historical cost convention.

PHP Healthcare Investments (Holdings) Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies (continued)

1.2. Standards adopted during the year

The following new and amended IFRSs are effective for the Company as of 1 January 2016. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements:

- Annual improvements to IFRSs 2012-2014

1.3. Basis of non-consolidation

The Company is exempt from the requirement to prepare group financial statements under section 400 of the Companies Act 2006, as it is a wholly owned subsidiary of PHP. The Company's results are included within PHP's consolidated financial statements, a company registered in England and Wales. See Note 14 for details of the registered address of PHP.

1.4. Going Concern

Having reviewed the Company's current position, cash flow projections, loan facilities and covenant cover the Directors have a reasonable expectation that the Company, together with the support of its ultimate parent, has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

1.5. Cash flow statement

The Directors have taken advantage of the exemption in FRS 101 from including a cash flow statement in the financial statements on the grounds that a consolidated cash flow statement is presented in the Group financial statements of PHP.

1.6. Investment in subsidiaries

Investments in subsidiary undertakings are stated at cost in the Company's balance sheet less any provision for permanent impairment in value. The carrying values of investments are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

1.7. Dividends

Dividend income is recognised in the period in which it received Board approval and hence, when the Company's right to the payment is established.

PHP Healthcare Investments (Holdings) Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies (continued)

1.8. Financial instruments

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedging relationships as defined by IAS 39. Gains or losses on liabilities held for trading are recognised in the income statement.

Other loans and payables

Other loans and payables are non-derivative financial liabilities with fixed or determinable payments that are not quoted on an active market. Such liabilities are carried at amortised cost using the effective interest method. Gains and losses are recognised in the income statement when the loans and payables are de-recognised or impaired, as well as through the amortisation process.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in the income statement when the loans and receivables are de-recognised or impaired, as well as through the amortisation process.

1.9. De-recognition of financial assets and liabilities

Financial assets

A financial asset (or where applicable a part of a financial asset or part of a group of similar financial assets) is de-recognised where:

- the rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Company has transferred its right to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in income.

When the exchange or modification of an existing financial liability is not accounted for as an extinguishment, any costs or fees incurred adjust the liability's carrying amount and are amortised over the modified liability's remaining term.

PHP Healthcare Investments (Holdings) Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies (continued)

1.10. Taxation

The Company is a member of a UK Group REIT. Taxation on the profit or loss for the period not exempt under UK-REIT regulations comprises current and deferred tax. Taxation is recognised in the income statement except to the extent that it relates to items recognised as direct movements in equity, in which case it is also recognised as a direct movement in equity.

Current tax is the expected tax payable on any non-REIT taxable income for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

1.11. Distributable profits

The restructuring of the Group's intercompany balances effected in the year gave rise to an increase in retained profit which was represented by an equivalent increase in qualifying consideration and as a result the profit will be distributable. Qualifying consideration is defined as the release by another party of all or part of a liability of the Company.

2. Significant accounting estimates and judgements

The preparation of financial statements requires management to make a number of estimates and judgements that affect the reported amounts of assets and liabilities and may differ from future actual results.

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

Management consider there to be no specific significant accounting estimates and judgements applicable to the Company.

3. Operating profit

Auditor's remuneration for audit services and tax compliance for the current year have been borne by PHP, the ultimate parent undertaking. The following amount is applicable to the audit of the Company:

	2016 £	2015 £
Auditor's remuneration - audit	<u>2,200</u>	<u>2,100</u>

The Company incurred no non-audit fees during the year (2015: £nil).

4. Particulars of employees

The Company had no employees during the year (2015: nil), other than the Directors.

PHP Healthcare Investments (Holdings) Limited**Notes to the Financial Statements****Year ended 31 December 2016****5. Directors' emoluments**

PHP procures the services of directors to all of its subsidiary undertakings under an advisory agreement with Nexus Tradeco Limited, as disclosed in PHP's financial statements. The Directors of the Company have received no remuneration during the year (2015: £Nil).

6. Dividend income received

	2016 £	2015 £
Dividends received from investments in subsidiary undertakings	-	13,593,543

7. Taxation

(a) Tax on the profit on ordinary activities is made up as follows:

	2016 £	2015 £
Current tax:		
UK Corporation tax	-	-
Tax expense for the year (note 7(b))	-	-

(b) Factors affecting the tax charge for the year:

The tax assessed for the year is lower (2015: lower) than the standard rate of corporation tax in the UK. The differences are explained below:

	2016 £	2015 £
Profit on ordinary activities before taxation	-	13,593,543
UK Corporation tax at applicable rate of 20% (2015: 20.25%)	-	2,752,693
Transfer pricing adjustments	12,658	-
Group relief surrendered for no consideration	(12,658)	-
Non-taxable dividends	-	(2,752,693)
Total expense for the year (note 7(a))	-	-

8. Investment in subsidiaries

	2016 £	2015 £
Carrying value		
As at 1 January and 31 December	2	2

Subsidiaries of the Company, all of which are 100% owned and incorporated in the UK, are listed below.

Subsidiaries held directly by the Company:

PHP Investments No.1 Limited

PHP Investments No.2 Limited

The principal activity of the Company's subsidiaries is property investment. The Directors have considered that there has been no impairment in the carrying value of the investments.

The registered office of each of the Company's subsidiaries is 5th Floor, Greener House, 66-68 Haymarket, London, SW1Y 4RF.

PHP Healthcare Investments (Holdings) Limited
Notes to the Financial Statements
Year ended 31 December 2016

9. Trade and other receivables

	2016 £	2015 £
Amounts owed by Group undertakings	<u>15,189,474</u>	<u>13,618,882</u>

Amounts owed by Group undertakings are unsecured, interest free and repayable on demand. The Directors' Report describes the restructuring of amounts owed to/due from Group undertakings.

10. Trade and other payables

	2016 £	2015 £
Current		
Amounts owed to Group undertakings	<u>-</u>	<u>13,618,884</u>

Amounts owed to Group undertakings are unsecured, interest free and repayable on demand. The Directors' Report describes the restructuring of amounts owed to/due from Group undertakings.

11. Share capital

	2016 £	2015 £
Issued, allocated and fully paid:		
1 (2015: 1) ordinary share of £0.01	<u>-</u>	<u>-</u>

12. Related party transactions

The Company has taken advantage of the exemption available in FRS 101 not to disclose transactions with other members of the Group on the basis that 100% of voting rights are controlled within the Group. The consolidated financial statements in which the Company is included are publicly available.

13. Retained earnings

	2016 £
At 1 January	-
Profit for the year	-
Capital Contribution	<u>15,189,476</u>
At 31 December	<u>15,189,476</u>

14. Ultimate parent undertaking and controlling party

The immediate parent undertaking is PHP Healthcare (Holdings) Limited. The ultimate parent undertaking and the controlling party is Primary Health Properties PLC ("PHP"). PHP's registered address is 5th Floor, Greener House, 66-68 Haymarket, London, SW1Y 4RF.

The parent undertaking of the smallest and largest group of undertakings for which Group financial statements are drawn up and of which the Company is a member is PHP. Copies of the financial statements of PHP can be obtained from Companies House or the Company Secretary or downloaded from www.phpgroup.co.uk.