

Company Registration Number 07647993

PHP Investments No.2 Limited

Annual Report and Financial Statements

Year ended 31 December 2016



PHP Investments No.2 Limited
Annual Report and Financial Statements
Year ended 31 December 2016

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PHP Investments No.2 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 Investments No.2 Limited

Directors' Report

Year ended 31 December 2016

The Directors have pleasure in presenting their Annual Report and the audited financial statements of PHP Investments No.2 Limited (the "Company") for the year ended 31 December 2016. The Company is registered in England and Wales (company number 07647993).

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

Principal Activity and Business Review

The principal activity of PHP Investments No.2 Limited (the "Company") during the year continued to be that of property investment.

The Annual Report for the year ended 31 December 2016 of the Company's ultimate parent undertaking, Primary Health Properties PLC ("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.

The Directors consider the key performance indicator to be rental income on the Company's investment property.

For the year ended 31 December 2016 rental income was £7,198,447 (2015: £7,002,890) which represents an increase of 2.8%. This increase is mainly due to rental income received from two investment properties transferred to the Company during 2015 from another Group company.

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.

Results and Dividends

The Company's profit for the year amounted to £6,421,171 (2015: £8,481,166). The profit for the year is to be transferred to reserves. The Directors have recommended that no dividend should be declared or paid for the year (2015: £10,817,295).

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 1.3 on page 11.

PHP Investments No.2 Limited
Directors' Report (continued)
Year ended 31 December 2016

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)

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.

PHP Investments No.2 Limited
Directors' Report (continued)
Year ended 31 December 2016

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 Investments No.2 Limited
Independent Auditor's Report to the Members of PHP Investments No.2 Limited
Year ended 31 December 2016

We have audited the financial statements of PHP Investments No.2 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 19. 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 profit 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 matter 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 Investments No.2 Limited
Independent Auditor's Report to the Members of PHP Investments No.2 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 Investments No.2 Limited
Income Statement
Year ended 31 December 2016

	Notes	2016 £	2015 £
Rental income	3	7,198,447	7,002,890
Direct property expenses		(25,878)	(35,398)
Net rental income		7,172,569	6,967,492
Administrative expenses		(3,490)	(139)
Net result on property portfolio	10	2,417,044	4,667,164
Operating profit	4	9,586,123	11,634,517
Finance income	7	412	8,042
Finance costs	8	(3,165,364)	(3,161,393)
		6,421,171	
Profit before taxation			8,481,166
Taxation	9	-	-
Profit for the year attributable to owners of the Company		6,421,171	8,481,166

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 10 to 19 form part of these financial statements.

PHP Investments No.2 Limited
Balance Sheet
As at 31 December 2016

	Notes	2016 £	2015 £
Non-current assets			
Investment property	10	124,760,000	122,250,000
		<u>124,760,000</u>	<u>122,250,000</u>
Current assets			
Trade and other receivables	11	10,860,711	33,605,020
Cash and cash equivalents	12	164,955	3,733
		<u>11,025,666</u>	<u>33,608,753</u>
Total assets		<u>135,785,666</u>	<u>155,858,753</u>
Current liabilities			
Trade and other payables	13	(13,157,769)	(70,538,391)
		<u>(13,157,769)</u>	<u>(70,538,391)</u>
Non-current liabilities			
Borrowings: Term loans	14	(74,694,858)	(74,534,991)
		<u>(74,694,858)</u>	<u>(74,534,991)</u>
Total liabilities		<u>(87,852,627)</u>	<u>(145,073,382)</u>
Net assets		<u>47,933,039</u>	<u>10,785,371</u>
Equity			
Share capital	15	1	1
Retained earnings	16	47,933,038	10,785,370
Total equity attributable to owners of the Company		<u>47,933,039</u>	<u>10,785,371</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: 07647993

The notes on pages 10 to 19 form part of these financial statements.

PHP Investments No.2 Limited
Statement of Changes in Equity
As at 31 December 2016

	Share capital £	Retained earnings £	Total equity £
1 January 2015	1	13,121,499	13,121,500
Profit for the year	-	8,481,166	8,481,166
Total comprehensive income	-	8,481,166	8,481,166
Dividends declared and paid	-	(10,817,295)	(10,817,295)
31 December 2015	<u>1</u>	<u>10,785,370</u>	<u>10,785,371</u>
1 January 2016	1	10,785,370	10,785,371
Profit for the year	-	6,421,171	6,421,171
Capital Contribution	-	30,726,497	30,726,497
Total comprehensive income	-	37,147,668	37,147,668
31 December 2016	<u>1</u>	<u>47,933,038</u>	<u>47,933,039</u>

The notes on pages 10 to 19 form part of these financial statements.

PHP Investments No.2 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 4. 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.

Details of the parent within whose consolidated financial statements the Company is included are shown in Note 19.

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, modified to include revaluation of investment properties.

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.

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies (continued)

1.3. Going concern

After making enquiries of its parent company the Directors have a reasonable expectation that the Company will continue to receive support as required from the parent company and therefore has adequate resources to continue in operational existence for the foreseeable future.

Having reviewed the Company's current position, and cash flow projections, the Directors have a reasonable expectation that the Company, together with the support of its 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.

1.4. 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.

1.5. Investment properties

The Company's investment properties are held for long term investment. Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value based on market data and a professional valuation made as of each reporting date. The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect future benefits from this future expenditure.

Gains or losses arising from changes in the fair value of investment properties are included in the Income Statement in the year in which they arise.

Investment properties are recognised for accounting purposes upon completion of contract, when the risks and rewards of ownership are transferred to the Company. Investment properties cease to be recognised when they have been disposed of. Any gains and losses arising are recognised in the Income Statement in the year of disposal.

1.6. 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.

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies (continued)

1.7. 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.

1.8. Fair value measurements

The Company measures certain financial instruments such as derivatives, and non-financial assets such as investment property, at fair value at the end of each reporting period. Also, fair values of financial instruments measured at amortised cost are disclosed in the financial statements.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The Company must be able to access the principal or the most advantageous market at the measurement date.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies (continued)

1.8. Fair value measurements (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques at three levels that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 Valuation techniques for which the lowest input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period.

1.9. Unamortised borrowing costs

When an existing borrowing facility is replaced by another from the same lender on substantially different terms, or the terms of an existing borrowing facility are substantially modified, such an exchange or modification is treated as de-recognition of the original facility and the recognition of a new facility, and the difference in the respective carrying amounts is recognised in the profit and loss account.

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

1.10. Net rental income

Rental income arising from operating leases on investment properties is accounted for on a straight line basis over the lease term. An adjustment to rental income is recognised from the rent review date of each lease in relation to unsettled rent reviews. Such adjustments are accrued at 90% of the additional rental income that is expected to result from the review. For leases which contain fixed or minimum deemed uplifts, the rental income is recognised on a straight line basis over the lease term. Incentives for lessees to enter into lease agreements are spread evenly over the lease terms, even if the payments are not made on such a basis. Rental income is measured at the fair value of the consideration receivable, excluding discounts, rebates, VAT and other sales taxes or duty.

1.11. 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.

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

1. Accounting Policies (continued)

1.12. 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. The estimates and judgements that are considered most critical and that have a significant inherent risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

a) Estimates

Fair value of investment properties

Investment property comprises real estate held by the Company or leased by the Company under a finance lease in order to earn rentals or for capital appreciation, or both.

The fair market value of a property is deemed by the independent property valuer appointed by the Company, to be the estimated amount for which a property should exchange, on the date of valuation, in an arm's length transaction. Properties have been valued on an individual basis, assuming that they will be sold individually over time. Allowances are made to reflect the purchaser's costs of professional fees and stamp duty.

In accordance with RICS Appraisal and Valuation Standards, factors taken into account are current market conditions, annual rentals, state of repair, ground stability, contamination issues and fire, health and safety legislations.

b) Judgements

Leases

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined that it retains all the significant risks and rewards of ownership of the vast majority of the properties, which are leased out on operating leases. The Company has entered into a small number of finance lease arrangements where it has determined that it has transferred substantially all the risks and rewards incidental to ownership to the occupier.

3. Rental income

Rental income comprises gross rental income and associated revenue from investment properties in the UK. Rental income is derived from one business segment. Rental income is normally recognised as invoiced on a receivable basis, adjusted for certain rents invoiced in advance, the effect of lease incentives such as rent free periods and accrued income receivable following rent reviews.

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

3. Rental income (continued)

Company as a lessor

The future minimum lease payments under non-cancellable operating leases receivable by the Company are as follows:

	Less than one year £	One to five years £	More than five years £	Total £
2016	7,025,800	27,979,204	51,868,678	86,873,682
2015	6,887,077	27,462,121	57,136,787	91,485,985

The rental income earned on operating leases is recognised on a straight line basis over the lease term.

The Company leases medical centres to GPs, NHS organisations and other healthcare users, typically on long term occupational leases which provide for regular reviews of rent on an effectively upward-only basis.

4. 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	7,400	7,300

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

5. Particulars of employees

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

6. 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).

7. Finance income

	2016 £	2015 £
Bank interest	412	6,078
Other interest	-	1,964
	412	8,042

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

8. Finance costs

	2016 £	2015 £
Bank Fees	218	-
Bank loan interest	3,000,000	2,997,588
Amortisation of bank loan arrangement fees	165,146	163,805
	<u>3,165,364</u>	<u>3,161,393</u>

9. 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 9(b))	<u>-</u>	<u>-</u>

(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	6,421,171	8,481,166
UK Corporation tax at applicable rate of 20% (2015: 20.25%)	1,284,234	1,717,436
REIT exempt income	(801,335)	(770,735)
Non-taxable items	(483,415)	(945,101)
Group relief received for no consideration	516	(1,600)
Tax expense for the year (note 9(a))	<u>-</u>	<u>-</u>

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

10. Investment property

	Investment properties freehold £	Investment properties long leasehold £	Total £
Valuation			
As at 1 January 2015	89,265,000	21,715,000	110,980,000
Additions	7,897	24,939	32,836
Transfers from other Group companies	6,570,000	-	6,570,000
Revaluations	3,542,103	1,125,061	4,667,164
As at 31 December 2015	99,385,000	22,865,000	122,250,000
Additions	64,529	28,427	92,956
Revaluations	1,990,471	426,573	2,417,044
As at 31 December 2016	101,440,000	23,320,000	124,760,000

The historical cost of the freehold and long leasehold investment properties at 31 December 2016 was £93,912,471 (2015: £93,847,942) and £21,459,117 (2015: £21,430,690).

Investment properties were independently valued at 31 December 2016 by Lambert Smith Hampton, acting as external surveyors on the basis of market value as defined in RICS Appraisal and Valuations Manual.

The Company's term loans, as detailed in Note 14, are secured against the Company's investment property. The Company's investment property also provides security against further Group bank borrowings – see Note 18.

11. Trade and other receivables

	2016 £	2015 £
Trade receivables	77,256	110,552
Amounts owed by Group undertakings	10,325,060	33,159,100
Prepayments and accrued income	446,395	329,794
Other receivables	12,000	5,574
	10,860,711	33,605,020

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.

PHP Investments No.2 Limited
Notes to the Financial Statements
Year ended 31 December 2016

12. Cash and cash equivalents

	2016 £	2015 £
Cash held at bank	9,955	3,733
Restricted cash	<u>155,000</u>	<u>-</u>
	<u>164,955</u>	<u>3,733</u>

Restricted cash at 31 December 2016 represented an amount held as security in relation to repayment of bank borrowings.

Bank interest is earned at floating rates depending upon the bank deposit rate. Short term deposits may be made for varying periods of between one day and six months, dependent on available cash and forthcoming cash requirements of the Group. These deposits earn interest at various short term deposit rates.

13. Trade and other payables

	2016 £	2015 £
Current		
Trade payables	9,634	56,110
Amounts owed to Group undertakings	10,611,177	67,936,836
Other payables	926,846	929,323
Accruals and deferred income	<u>1,610,112</u>	<u>1,616,122</u>
	<u>13,157,769</u>	<u>70,538,391</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.

14. Borrowings: Term loans

	2016 £	2015 £
Term loans	<u>74,694,858</u>	<u>74,534,991</u>

Any amounts unamortised as at the year-end are offset against the amounts drawn on the facilities as shown in the table below:

	2016 £	2015 £
Amounts drawn-down on term loan facilities	75,000,000	75,000,000
Less: Unamortised borrowing costs	<u>(305,142)</u>	<u>(465,009)</u>
	<u>74,694,858</u>	<u>74,534,991</u>

On 25th November 2011, the Company completed the drawdown of a £75 million, seven year, interest only debt facility with Aviva Public Private Finance Limited, locking into a fixed rate for the term of the facility of 4.00%.

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15. Share capital

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

16. Retained earnings

	2016 £
At 1 January	10,785,370
Profit for the year	6,421,171
Capital Contribution	<u>30,726,497</u>
At 31 December	<u>47,933,038</u>

17. 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.

18. Contingent liabilities

The Company's loan facility as detailed in Note 14 is provided by Aviva Public Private Finance Limited ("Aviva"). Aviva also provide a fellow PHP group undertaking, PHP Investments No.1 Limited ("PHPI1"), with a term loan facility for £25.0 million. Both loans were fully drawn as at 31 December 2016. Whilst these loans each have a separately identifiable pool of properties that provide collateral for them, the loans are also cross collateralised by the assets of the Company and PHPI1 respectively.

19. Ultimate parent undertaking and controlling party

The immediate parent undertaking is PHP Healthcare Investments (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.