

Registered No. OC384600

## HCA SWISS CAPITAL 2 LLP

Report and Financial Statements

31 December 2015

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# HCA Swiss Capital 2 LLP

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Registered No. OC384600

## **DESIGNATED MEMBERS**

HCA Switzerland Limited  
HCA SFB 1 LLC

## **AUDITORS**

Ernst & Young LLP  
Apex Plaza  
Forbury Road  
Reading  
RG1 1YE

## **REGISTERED OFFICE**

242 Marylebone Road  
London  
NW1 6JL

## THE MEMBERS REPORT

The members present their report and accounts for the year ended 31 December 2015.

### **PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS**

The partnership was incorporated on 22 April 2013. On 30 April 2013 the partnership issued promissory notes to another group company to the value of £24,198,000 due to be repaid in no less than 10 years from this date. Interest continues to be charged on the loans at a variable rate.

The partnership transitioned from UK GAAP to FRS 102 (The Financial Reporting Standard applicable in the UK and Republic of Ireland) as at 1 January 2014. Following rigorous analysis by management of the differences in GAAP and a review of all operations within the partnership, no variances in GAAP were identified which impact the statement of financial position or statement of comprehensive income. An explanation of how transition to FRS 102 has affected the reported financial position and financial performance is disclosed in note 7.

### **DESIGNATED MEMBERS**

HCA Switzerland Limited  
HCA SFB 1 LLC

### **POLICY WITH RESPECT TO MEMBERS' DRAWINGS AND SUBSCRIPTIONS AND REPAYMENT OF MEMBERS' CAPITAL**

Members are permitted to make drawings once the profit is determined. Drawings cannot exceed a member's profit share. The profit share is determined by the amount of the capital contribution made by the members pro rata over the net profit for the financial year.

New members are required to subscribe a minimum level of capital. Members may increase the amount of their capital contribution if members so agree by members' consent. On retirement, the balance on a member's Capital Account is repaid.

In the event of winding up, other reserves along with members' capital rank after unsecured creditors.

### **FUTURE DEVELOPMENTS**

There are no plans to change the activities of the partnership.

### **EVENTS AFTER THE END OF THE REPORTING PERIOD**

No significant events affecting the LLP have occurred since the end of the reporting period.

## THE MEMBERS' REPORT (CONTINUED)

### GOING CONCERN

After making suitable enquiries and obtaining assurance from a significant member that it will continue to provide financial support to the partnership, the partnership's members have a reasonable expectation that the partnership will be able to continue in operational existence for the foreseeable future. Therefore they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### PRINCIPAL RISKS AND UNCERTAINTIES

#### *Legal risk*

The principle risk for the LLP's business is that any member under the Insolvency Act 1986 can resolve to place the LLP into voluntary liquidation and take other measures to wind up the LLP. This risk is mitigated to a significant degree in that all the members are within the HCA Holdings Inc. group and would refrain from such action if it were disadvantageous to the LLP.

#### *Liquidity risk*

The LLP owns promissory notes from another HCA UK Group company upon which interest is charged to them. The LLP has no other transactions other than interest income from this company.

St Martins Limited is the beneficiary of the promissory note which is a holding company for St Martins Healthcare Limited. Whilst the holding company may not be able to settle the loans immediately, it could call in its intercompany debtors or receive dividends from its subsidiaries to settle these debts. The Group also generates significant surplus cash levels on an annual basis which can be used to repay the loan to the LLP.

### DISCLOSURE OF INFORMATION TO THE AUDITORS

So far as each person who was a member at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow members and the LLP's auditor, each member has taken all the steps that they are obliged to take as a member in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### AUDITORS

Ernst & Young LLP will continue as auditor of the LLP.

Approved by the members on 30 September 2016 and signed on their behalf by:



Steven Mark Rainey  
For and on behalf of HCA SFB 1 LLC



Teresa F Pritchard  
For and on behalf of HCA Switzerland Limited

### MEMBERS' RESPONSIBILITIES STATEMENT

The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 requires the members to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that year.

The members have elected to prepare financial statements for the LLP in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

In preparing those financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

Under the Limited Liability Partnerships Regulations 2008, the members are responsible for keeping adequate accounting records, which disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with the Limited Liability Partnership Regulations. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HCA SWISS CAPITAL 1 LIMITED LIABILITY PARTNERSHIP ('LLP')**

We have audited the financial statements of HCA Swiss Capital 2 LLP for the year ended 31 December 2015 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Reconciliation of Members' Interests and the related notes 1 to 8. 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland').

This report is made solely to the members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of members and auditors**

As explained more fully in the Statement of Members' Responsibilities, the members 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 limited liability partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the designated members; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Members' 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 Limited Liability Partnership's affairs as at 31 December 2015 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 as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

### **Opinion on other matters prescribed by the Companies Act 2006**

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

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HCA SWISS CAPITAL 1  
LIMITED LIABILITY PARTNERSHIP ('LLP') (CONTINUED)

**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 as applied to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit.

Ernst & Young LLP

Ian Oliver (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Reading

30 September 2016

## HCA Swiss Capital 2 LLP

### STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 December 2015

	<i>Notes</i>	<i>2015</i> <i>£000</i>	<i>2014</i> <i>£000</i>
Administrative expenses		(2)	-
<b>OPERATING LOSS</b>	<b>2</b>	<b>(2)</b>	<b>-</b>
Interest receivable	<b>4</b>	<b>503</b>	<b>551</b>
<b>PROFIT FOR THE FINANCIAL YEAR / PERIOD BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES</b>		<b>501</b>	<b>551</b>
Members' remuneration charged as an expense		-	-
<b>PROFIT FOR THE FINANCIAL YEAR AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS</b>		<b>501</b>	<b>551</b>
<b>OTHER COMPREHENSIVE INCOME</b>		<b>-</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>501</b>	<b>551</b>

All activities relate to continuing operations.



# HCA Swiss Capital 2 LLP

## STATEMENT OF FINANCIAL POSITION at 31 December 2015

	Notes	2015 £000	2014 £000
<b>CURRENT ASSETS</b>			
Debtors : amounts falling due after one year	5	25,615	25,112
<b>CREDITORS: amounts falling due within one year</b>			
Trade and other payables	6	(2)	-
<b>NET CURRENT ASSETS</b>		25,613	25,112
<b>NET ASSETS</b>		25,613	25,112
<b>REPRESENTED BY:</b>			
Members' capital		24,198	24,198
Other reserves		1,415	914
<b>TOTAL MEMBERS' INTERESTS</b>		25,613	25,112

These financial statements were approved by the members on 20 September 2016 and are signed on their behalf by:



Steven Mark Rainey  
For and on behalf of HCA SFB 1 LLC



Teresa F Pritchard  
For and on behalf of HCA Switzerland Limited

# HCA Swiss Capital 2 LLP

## RECONCILIATION OF MEMBERS' INTERESTS for the year ended December 2015

	<i>Members' capital £000</i>	<i>Other reserves £000</i>	<i>Members' interests total £000</i>	<i>Loans and other debts due to members less any amounts due from members in debtors £000</i>	<i>Total £000</i>
Members' interests at 1 January 2015	24,198	914	25,112	-	25,112
Profit for the financial year available for division among members	-	501	501	-	501
Members' interests after profit for the year	24,198	1,415	25,613	-	25,613
Members' interests at 31 December 2015	24,198	1,415	25,613	-	25,613

### 1. ACCOUNTING POLICIES

#### *Statement of compliance*

HCA Swiss Capital 2 LLP is a limited liability partnership incorporated in England.

The partnerships financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the LLP for the year ended 31 December 2015. The LLP transitioned from previously extant UK GAAP to FRS 102 for all periods presented. An explanation of how transition to FRS102 has affected the reported financial position and financial performance is given in note 7.

The results of HCA Swiss Capital 2 LLP are included in the consolidated financial statements of HCA Holdings Inc, a company incorporated in the United States of America.

#### *Basis of preparation*

The financial statements of HCA Swiss Capital 2 LLP for the year ended 31 December 2015 were authorised for issue by the members on 30 September 2016.

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards including the Statement of Recommended Practice, Accounting by Limited Liability Partnerships, "the SORP" and under the historical cost convention. The financial statements are prepared in sterling which is the functional currency of the partnership, and rounded to the nearest £'000.

The partnership has taken advantage of the following exemptions under FRS 102:

- (a) the requirements of section 4 *Statement of Financial Position* paragraph 4.12 (a)(iv)
- (b) the requirements of Section 7 *Statement of Cash Flows* and Section 3 *Financial Statement Presentation* paragraph 3.17
- (c) the requirements of Section 11 *Basic Financial Instruments* paragraphs 11.39 to 11.48A and Section 12 *Other Financial Instrument Issues* paragraphs 12.26 to 12.29
- (d) the requirement of Section 33 *Related Party Disclosures* paragraph 33.7

#### *Basis of measurement*

The financial statements have been prepared on the historical cost basis.

#### *Going concern*

After making suitable enquiries and obtaining assurance from a significant member that it will continue to provide financial support to the partnership, the partnership's members have a reasonable expectation that the partnership will be able to continue in operational existence for the foreseeable future. Therefore they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### *Significant accounting judgements, estimates and assumptions*

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following estimates are dependent upon assumptions which could change in the next financial year and have a material effect on the carrying amounts of assets and liabilities recognised at the statement of financial position date:

**1. ACCOUNTING POLICIES (CONTINUED)**

*Significant accounting judgements, estimates and assumptions (continued)*

***Impairment***

The LLP assesses at each reporting date whether there is any objective evidence that loans due from members are impaired. If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the loan carrying amount and the present value of estimated future cash flows discounted at the loans' original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the loan is reduced, with the amount of the loss recognised in administrative expenses.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the statement of comprehensive income, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

***Significant accounting policies***

***Taxation***

The taxation payable on the partnership profits is the personal liability of the members and consequently neither taxation nor related deferred taxation is accounted for in the financial statements.

***Financial Assets***

**Initial recognition and measurement**

The LLP determines the classification of its financial assets at initial recognition. All financial assets are recognised initially at fair value plus directly attributable transaction costs.

**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance revenue in the statement of comprehensive income. The losses arising from impairment are recognised in the statement of comprehensive income in administrative expenses.

**Derecognition of financial assets**

A financial asset is derecognised when (i) the rights to receive cash flows from the asset have expired or (ii) the LLP has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement; and either (a) the LLP has transferred substantially all the risks and rewards of the asset, or (b) the LLP has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The LLP assesses at each reporting date whether there is any objective evidence that a financial asset or group of financial assets is impaired. If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced, with the amount of the loss recognised in administrative expenses.

**1. ACCOUNTING POLICIES (CONTINUED)**

*Financial Assets (continued)*

**Impairment of financial assets**

The LLP assesses at each reporting date whether there is any objective evidence that a financial asset or group of financial assets is impaired. If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate).

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the statement of comprehensive income, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

*Financial liabilities*

**Initial recognition and measurement**

The LLP determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

**Interest bearing loans and borrowings**

Obligations for loans and borrowings are recognised when the LLP becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost.

**Derecognition of financial liabilities**

A liability is generally derecognised when the contract that gives rise to it is settled, sold, 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 derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

*Members' participation rights*

Members' participation rights are the rights of a member against the LLP.

Members' participation rights in the earnings or assets of the LLP are analysed between those that are, from the LLP's perspective, either a financial liability or equity. A member's participation right results in a liability unless the right to any payment is discretionary on the part of the LLP.

Amounts subscribed or otherwise contributed by members are classified as equity if the LLP has an unconditional right to refuse payment to members. If the LLP does not have such an unconditional right, such amounts are classified as liabilities.

Where profits are automatically divided as they arise, so the LLP does not have any unconditional right to refuse payment, the amounts arising that are due to members are in the nature of liabilities. They are therefore treated as an expense in the Statement of Comprehensive Income in the relevant year. To the extent that they remain unpaid at the year end, they are shown as a liability in the Statement of Financial Position.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

at 31 December 2015

**1. ACCOUNTING POLICIES (CONTINUED)***Members' participation rights (continued)*

Conversely, where profits are divided only after a decision by the LLP or its representative, so that the LLP has an unconditional right to refuse payment, such profits are classed as an appropriation of equity rather than as an expense. They are therefore shown as a residual amount available for discretionary division among members in the Statement of Comprehensive Income and are equity appropriations in the Statement of Financial Position.

Other amounts applied to members, for example remuneration paid under an employment contract and interest on capital balances, are treated in the same way as all other divisions of profits, as described above, according to whether the LLP has, in each case, an unconditional right to refuse payment.

**2. OPERATING LOSS**

The auditors of the partnership are also the auditors of HCA International Limited and are remunerated in respect of their services to the partnership by HCA International Limited. The audit fee for the partnership was £3,900 (2014: £3,000). There were no non-audit services provided during the year (2014: £nil). Costs associated with the conversion to FRS 102 have been borne by HCA International Limited.

**3. INFORMATION IN RELATION TO MEMBERS**

	2015 £000	2014 £000
Average number of members during the year	<u>2</u>	<u>2</u>
Profit (including remuneration) during the year attributable to the member with the largest entitlement to profits	<u>501</u>	<u>551</u>

**4. INTEREST RECEIVABLE**

	2015 £000	2014 £000
Interest receivable on intercompany loans	<u>503</u>	<u>551</u>

Interest is charged on loans at euro LIBOR plus 2.25%. The balances, including interest are due to be repaid by 30 April 2023, this being the date falling no later than 10 years from the date of issuance of the promissory note.

**5. DEBTORS: amounts falling due after one year**

	2015 £000	2014 £000
Loan amounts due from other group companies	24,198	24,198
Interest on loan amounts due from other group companies	1,417	914
	<u>25,615</u>	<u>25,112</u>

## HCA Swiss Capital 2 LLP

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) at 31 December 2015

**6. CREDITORS:** amounts falling due within one year

	2015	2014
	£000	£000
Loan amounts owing to other group companies	(2)	-

**7. TRANSITION TO FRS 102**

The entity transitioned to FRS 102 from previously extant UK GAAP as at 1 January 2014. Following rigorous analysis by management of the differences in GAAP and a review of all operations within the LLP, no variances in GAAP were identified which impact the statement of financial position or statement of comprehensive income.

Additional disclosures have been presented in accordance with the new standard and numbers for the comparatives have been presented where required.

Due to the simplistic financial operations, no transitional reliefs from UK GAAP to FRS 102 have been employed since there were no instances which would have allowed for this.

A table for the impact of the transition to FRS 102 has, therefore, not been presented.

**8. ULTIMATE PARENT UNDERTAKING & CONTROLLING PARTY**

The immediate parent is HCA Switzerland Limited, a company registered in Gibraltar.

The partnership's ultimate parent undertaking and controlling party is HCA Holdings Inc., which is incorporated in the United States of America. HCA Holdings Inc is the smallest and largest group of which the partnership is a member and for which group financial statements are prepared. Copies of the parent's consolidated accounts may be obtained from HCA, Investor Relations, One Park Plaza, I-4W, Nashville, TN 37203, USA.