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Priory Finance Company Limited

Directors' report and financial statements

Year ended 31 December 2012

Incorporated in the Cayman Islands with registered
number 100676

UK registered number FC024699



Contents

Directors' report for the year ended 31 December 2012	1
Profit and loss account for the year ended 31 December 2012	3
Balance sheet as at 31 December 2012	4
Notes to the financial statements for the year ended 31 December 2012	5

Directors' report for the year ended 31 December 2012

The directors present their report and the financial statements for the year ended 31 December 2012

Principal activities and review of business

The principal activity of the company is to raise finance on behalf of fellow subsidiary undertakings

The company has a 47% economic interest in the partnership capital of Priory Finance Property LLP. The principal activity of the partnership is to raise finance and to lease properties to fellow group undertakings

Key performance indicators

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

Financial risk management

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

Principal risks and uncertainties

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

Going concern

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

Future developments

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

Dividends

The directors do not recommend the payment of a dividend (2011: £nil)

Directors

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

C Thompson (resigned 20 June 2013)
J Lock

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

Directors' report for the year ended 31 December 2012 *(continued)*

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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.

Auditors

The company is incorporated in the Cayman Islands and registered in both the Cayman Islands and the UK. The company is not required to publish audited financial statements. The purpose of these financial statements is to meet the obligations for filing in both the UK and the Cayman Islands. The filing requirements for the Cayman Islands are significantly less in scope than those for the UK. These financial statements have been prepared in accordance with applicable UK accounting standards and UK companies' legislation as applied to overseas companies and under the historical cost convention. References in these financial statements to the Companies Act and other legislation are therefore references to UK legislation. These financial statements comply with the Companies Act 2006 as applied to overseas companies.

By order of the board



D Hall
Company Secretary

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

4 September 2013

Profit and loss account
for the year ended 31 December 2012

	<i>Note</i>	2012 £000	2011 £000
Result on ordinary activities before taxation	2	-	-
Tax on result on ordinary activities	3	(597)	4,491
(Loss)/profit for the financial year	8	(597)	4,491

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

The company had no other recognised gains or losses for the year other than the (loss)/profit above, therefore no statement of total recognised gains and losses is presented

There is no difference between the result on ordinary activities before taxation and the (loss)/profit for the financial year stated above and their historical cost equivalents

Balance sheet

As at 31 December 2012

	Note	2012	2011
		£'000	£'000
Fixed assets			
Investments	4	-	-
Current assets			
Debtors	5	9,050	9,536
Creditors amounts falling due within one year	6	(1,248)	(1,137)
Net current assets		7,802	8,399
Total assets less current liabilities		7,802	8,399
Net assets		7,802	8,399
Capital and reserves			
Called up share capital	7	1	1
Profit and loss account	8	7,801	8,398
Total shareholders' funds	9	7,802	8,399

The financial statements on pages 3 to 8 were approved by the board of directors on 4 September 2013 and were signed on its behalf by



J Lock
 Director

UK registered number FC024699

Notes to the financial statements for the year ended 31 December 2012

1 Accounting policies

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

Basis of preparation

The company is incorporated in the Cayman Islands and registered in both the Cayman Islands and the UK. The company is not required to publish audited financial statements. The purpose of these financial statements is to meet the obligations for filing in both the UK and the Cayman Islands. The filing requirements for the Cayman Islands are significantly less in scope than those for the UK. These financial statements have been prepared in accordance with applicable UK accounting standards and UK companies' legislation as applied to overseas companies and under the historical cost convention. References in these financial statements to the Companies Act and other legislation are therefore references to UK legislation. These financial statements comply with the Companies Act 2006 as applied to overseas companies.

The financial statements have been prepared on the going concern basis.

The company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare group accounts on the grounds that it is included in the consolidated financial statements of a parent undertaking. These financial statements present information about the company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Priority Group No 1 Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

Investments

Investments are stated at cost less provision for any impairment in value.

Deferred taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured in a non-discounted basis.

Group relief

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

Notes to the financial statements for the year ended 31 December 2012
(continued)

2 Result on ordinary activities before taxation

The directors received no emoluments for services to the company during the year *(2011 nil)*

The company had no employees during the current and prior year

3 Tax on result on ordinary activities

	2012 £000	2011 £000
<i>UK corporation tax</i>		
Current tax charge arising in the year	(1,823)	1,041
Adjustment in respect of prior periods	3,071	96
	<hr/>	<hr/>
Total current tax	1,248	1,137
Deferred tax	(651)	(5,628)
	<hr/>	<hr/>
Total tax charge/(credit)	597	(4,491)
	<hr/> <hr/>	<hr/> <hr/>

The tax charge of £597,000 *(2011 credit £4,491,000)* for the year has been relieved by the surrender of losses by other group companies in exchange for payment of the same amount

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 24.49% *(2011 26.49%)*. The actual tax charge for the year is higher than *(2011 higher than)* the standard rate for the reasons set out in the following reconciliation

	2012 £000	2011 £000
Result on ordinary activities before taxation	-	-
	<hr/>	<hr/>
Tax on result on ordinary activities at standard rate	-	-
<i>Factors affecting charge for the year</i>		
Share of partnership's results	-	(4,101)
Movement in tax losses	(1,482)	5,142
Transfer pricing adjustments	(250)	-
Adjustment to tax charge in respect of prior periods	3,071	96
Other movements	(91)	-
	<hr/>	<hr/>
Total actual amount of current tax	1,248	1,137
	<hr/> <hr/>	<hr/> <hr/>

The standard rate of corporation tax in the UK changed from 26% to 24% with effect from 1 April 2012. A further reduction in this corporation tax rate effective on 1 April 2013 from 24% to 23% was substantively enacted for the purposes of FRS 16 on 3 July 2012. Accordingly, the company's result for this accounting period is taxed at an effective rate of 24.49% and deferred taxation has been calculated based on a rate of 23%.

In the budget speech on 20 March 2013, further rates changes to 21% from April 2014 and 20% from April 2015 were announced. These rate reductions have not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. The overall effect of the further change from 23% to 20%, if these applied to the deferred tax balance at the balance sheet date, would be immaterial.

Notes to the financial statements for the year ended 31 December 2012
 (continued)

4 Investments

<i>Interest in Partnership</i>	£
<i>Cost and net book value</i>	
At 1 January 2012 and 31 December 2012	470

As at 31 December 2012, the company had a 47% economic interest in the partnership capital of Priory Finance Property LLP. The principal activity of the partnership is to raise finance and to lease properties to fellow group undertakings.

5 Debtors

	2012 £'000	2011 £'000
Amounts owed by group undertakings	602	1,739
Deferred tax assets	8,448	7,797
	<u>9,050</u>	<u>9,536</u>

Amounts due from group undertakings are non-interest bearing and repayable on demand.

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

	£000
<i>Deferred tax</i>	
At 1 January 2012	7,797
Charge for the year	(651)
At 31 December 2012	<u>8,448</u>

	2012 £000	2011 £000
Deferred tax arises on the following timing differences		
Other timing differences	8,448	7,797

6 Creditors amounts falling due within one year

	2012 £000	2011 £000
Group relief payable	1,248	1,137

Notes to the financial statements for the year ended 31 December 2012
 (continued)

7 Called up share capital

	2012 £	2011 £
<i>Allotted, called up and fully paid</i>		
1,000 ordinary shares of £1 each	1,000	1,000

8 Reserves

	Profit and loss account £000
At 1 January 2012	8,398
Loss for the financial year	(597)
At 31 December 2012	7,801

9 Reconciliation of movements in shareholders' funds

	2012 £000	2011 £000
(Loss)/profit for the financial year	(597)	4,491
Net (deduction)/addition to shareholders' funds	(597)	4,491
Opening shareholders' funds	8,399	3,908
Closing shareholders' funds	7,802	8,399

10 Ultimate parent company

The company is a subsidiary undertaking of Priority Health No 2 Limited, which is incorporated in the Cayman Islands

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

Priority Group No 1 Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2012. Priority Group No 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2012. The consolidated financial statements of Priority Group No 1 Limited and Priority Group No 3 PLC can be obtained from the Company Secretary at 80 Hammersmith Road, London, W14 8UD.