

Registration number: 7009647

# Semperian PPP Investment Partners Group Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2016



# **Semperian PPP Investment Partners Group Limited**

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# Semperian PPP Investment Partners Group Limited

## Company Information

**Directors** S P Hornby  
A C M Rhodes  
A E Birch  
T Ryan  
J M Simpson

**Company secretary** M Saunders

**Registered office** Third Floor  
Broad Quay House  
Prince Street  
Bristol  
BS1 4DJ

**Independent Auditors** PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
2 Glass Wharf  
Bristol  
BS2 0FR

## Semperian PPP Investment Partners Group Limited

### Strategic Report for the Year Ended 31 March 2016

The Directors present their strategic report for the year ended 31 March 2016.

#### Principal activity

The principal activity of the company is to hold investments in undertakings engaged in the development and funding of investment opportunities in Private Finance Initiative markets.

#### Results and review of business

The profit for the year is set out in the profit and loss account on page 7. The directors consider the performance of the company during the year and the financial position at the end of the year, to be in line with the long term expected performance of the project, and its prospects for the future to be satisfactory.

#### Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties and financial risk management policies are integrated with the principal risks of the Semperian PPP Investment Partners Holdings Limited group of companies ("the group") and are not managed separately. Accordingly, the principal risks and uncertainties of Semperian PPP Investment Partners Holdings Limited, which include those of the company, are discussed in the Semperian PPP Investment Partners Holdings Limited consolidated report and financial statements which does not form part of this report.

#### Key performance indicators ('KPIs')

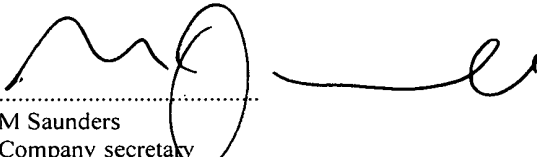
Given the nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

#### Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014.

The adoption of FRS 102 had no material impact on the financial statements.

Approved by the Board on **28 JUL 2016** and signed on its behalf by:

  
.....  
M Saunders  
Company secretary

**28 JUL 2016**

## **Semperian PPP Investment Partners Group Limited**

### **Directors' Report for the Year Ended 31 March 2016**

**Registration number: 7009647**

The Directors present their report and the audited financial statements for the year ended 31 March 2016.

#### **Future developments**

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

#### **Dividends**

No dividend was paid during the year (2015: £nil, £nil per ordinary share).

#### **Financial risk management**

Disclosures relating to these areas are included in the Strategic Report.

#### **Directors of the Company**

The directors who held office during the year were as follows:

S P Hornby

A C M Rhodes

A E Birch

T Ryan

J M Simpson

#### **Directors' responsibilities statement**

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with 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' (FRS 102).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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.

**Semperian PPP Investment Partners Group Limited**

**Directors' Report for the Year Ended 31 March 2016 (continued)**

**Going concern**

The company is in a net current liability position.

The directors have reviewed the company's projected profits and cash flows by reference to a financial model. Having examined the current status of the company's fixed asset investments and likely developments in the foreseeable future, and taking into account the ability of its fixed asset investments to pay dividends, interest and other fees, if required, the directors of the company consider that the company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

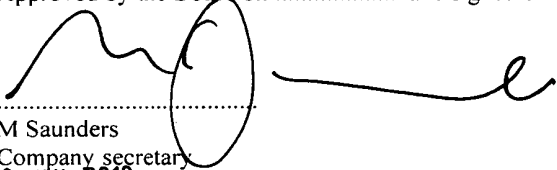
**Disclosure of information to the auditors**

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

**Reappointment of auditors**

The auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

Approved by the Board on **28 JUL 2016** and signed on its behalf by:

  
.....  
M Saunders  
Company secretary  
**28 JUL 2016**

## **Semperian PPP Investment Partners Group Limited**

### **Independent Auditors' Report to the members of Semperian PPP Investment Partners Group Limited**

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

##### **Our opinion**

In our opinion, Semperian PPP Investment Partners Group Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 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.

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

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 March 2016;
- the Profit and Loss Account for the year then ended; and
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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

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

##### **Other matters on which we are required to report by exception**

###### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

##### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

## Semperian PPP Investment Partners Group Limited

### Independent Auditors' Report to the members of Semperian PPP Investment Partners Group Limited (continued)

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

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

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



.....  
Katharine Finn (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Bristol

Date: 25 August 2016



## Semperian PPP Investment Partners Group Limited

### Profit and Loss Account for the Year Ended 31 March 2016

	Note	2016 £	2015 £
<b>Turnover</b>		-	-
Administrative expenses		<u>(1,873,391)</u>	<u>-</u>
<b>Operating loss</b>	4	(1,873,391)	-
Income from shares in group undertakings	5	2,000,000	-
Interest receivable and similar income	6	34,970,819	31,506,781
Interest payable and similar charges	7	<u>(34,970,819)</u>	<u>(31,506,781)</u>
<b>Profit on ordinary activities before taxation</b>		126,609	-
Taxation	8	<u>374,678</u>	<u>-</u>
<b>Profit for the financial year</b>		<u>501,287</u>	<u>-</u>

The above results were derived from continuing operations.

The company has no other Comprehensive Income for the year other than the profit for the financial year stated above.

31 Jul 11

The notes on pages 10 to 25 form an integral part of these financial statements.

## Semperian PPP Investment Partners Group Limited

### Balance Sheet as at 31 March 2016

	Note	2016 £	2015 £
<b>Fixed assets</b>			
Investments	9	535,663,417	562,322,064
<b>Current assets</b>			
Debtors: Amounts falling due within one year	10	20,487,293	17,222,861
<b>Creditors: Amounts falling due within one year</b>	11	<u>(29,187,007)</u>	<u>(20,622,863)</u>
<b>Net current liabilities</b>		<u>(8,699,714)</u>	<u>(3,400,002)</u>
<b>Total assets less current liabilities</b>		526,963,703	558,922,062
<b>Creditors: Amounts falling due after more than one year</b>	11	<u>(516,550,044)</u>	<u>(549,009,690)</u>
<b>Net assets</b>		<u>10,413,659</u>	<u>9,912,372</u>
<b>Capital and reserves</b>			
Called up share capital	13	1,000,000	1,000,000
Profit and loss account		<u>9,413,659</u>	<u>8,912,372</u>
<b>Total equity</b>		<u>10,413,659</u>	<u>9,912,372</u>

28 JUL 2016

Approved and authorised by the Board on ..... and signed on its behalf by:



J M Simpson  
Director

The notes on pages 10 to 25 form an integral part of these financial statements.

**Semperian PPP Investment Partners Group Limited**

**Statement of Changes in Equity for the Year Ended 31 March 2016**

	<b>Share capital £</b>	<b>Profit and loss account £</b>	<b>Total equity £</b>
At 1 April 2014	<u>1,000,000</u>	<u>8,912,372</u>	<u>9,912,372</u>
At 31 March 2015	<u>1,000,000</u>	<u>8,912,372</u>	<u>9,912,372</u>

	<b>Share capital £</b>	<b>Profit and loss account £</b>	<b>Total equity £</b>
At 1 April 2015	<u>1,000,000</u>	<u>8,912,372</u>	<u>9,912,372</u>
Profit for the year	<u>-</u>	<u>501,287</u>	<u>501,287</u>
Total comprehensive income	<u>-</u>	<u>501,287</u>	<u>501,287</u>
At 31 March 2016	<u>1,000,000</u>	<u>9,413,659</u>	<u>10,413,659</u>

The notes on pages 10 to 25 form an integral part of these financial statements.

## **Semperian PPP Investment Partners Group Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2016**

#### **1 General information**

The principal activity of the company is to hold investments in undertakings engaged in the development and funding of investment opportunities in Private Finance Initiative markets.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is:

Third Floor  
Broad Quay House  
Prince Street  
Bristol  
BS1 4DJ

The company's functional and presentation currency is the pound sterling.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

##### **Basis of preparation**

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The financial statements contain information about Semperian PPP Investment Partners Group Limited as an individual company and do not contain consolidated financial information. The company is exempt from the requirement to prepare consolidated financial statements, under section 401 of the Companies Act 2006, as its results are included in the consolidated financial statements of Semperian PPP Investment Partners Holdings Limited.

##### **Going concern**

The company is in a net current liability position.

The directors have reviewed the company's projected profits and cash flows by reference to a financial model. Having examined the current status of the company's fixed asset investments and likely developments in the foreseeable future, and taking into account the ability of its fixed asset investments to pay dividends, interest and other fees, if required, the directors of the company consider that the company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 2 Accounting policies (continued)

##### **Investments**

Investments in equity and subordinated loan notes are held as fixed assets and are stated at cost less an appropriate provision to reflect any impairment in the value of the investments. Premiums and discounts on subordinated loan note investments have been amortised over the life of the loan to give a constant effective finance rate. Repayments of loans have been disclosed as disposals of fixed asset investments. Any other impairment of fixed assets is reflected as impairment charges. Where an equity investment has fixed return the premium paid for the equity has been amortised in proportion to the actual dividends to total dividends.

##### **Impairment**

Fixed asset investments are subject to impairment review if events or changes in circumstances occur which indicate that the carrying amount of the fixed asset may not be fully recoverable. An impairment review comprises a comparison of the carrying amount of the fixed asset with its recoverable amount, which is the higher of net realisable value and value in use.

Net realisable value is calculated by reference to the amount at which the asset could be disposed of. Value in use is calculated by discounting the expected future cash flows obtainable as a result of the assets continued use, including those resulting from its ultimate disposal, at a market based discount rate on a pre-tax basis. The carrying values of fixed assets are written down by the amount of any impairment and this loss is recognised in the profit and loss account in the year in which it occurs.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

##### **Financial Instruments**

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### **(i) Financial assets**

Basic financial assets, including trade and other receivables, finance debtors, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

## **Semperian PPP Investment Partners Group Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)**

#### **2 Accounting policies (continued)**

##### ***(ii) Financial liabilities***

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### ***(iii) Offsetting***

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

##### **Exemptions for qualifying entities under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions. These exemptions are:

- (i) the requirement to prepare a statement of cash flows;
- (ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;
- (iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned;
- (iv) the requirement to provide consolidated financial statements.

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 3 Critical accounting judgements and estimation uncertainty

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may subsequently differ from these estimates.

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

Certain critical accounting judgements, adopted by management, in applying the company's accounting policies are described below:

##### Impairment of investments

Management makes an estimate of the likely recoverable value of investments by considering factors including the historic, and future forecasts of, performance of the respective investment. See note 9 for the carrying value of the investments.

#### 4 Operating (loss)/profit

The company had no employees, other than the directors, during the year (2015: none). The emoluments of the directors are paid by the controlling parties. The directors services to this company and to a number of fellow group companies are primarily of a non executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £nil (2015: £nil) to the company in respect of these services.

The audit fee has been borne on the company's behalf by a related company, Semperian Capital Management Limited, for which no recharge has been made during the current or previous year.

Administrative expenses consists of a new advisory fee charged from Semperian Capital Management Limited relating to management of the investment fund.

#### 5 Income from shares in group undertakings

	2016 £	2015 £
Income from shares in group undertakings	<u>2,000,000</u>	<u>-</u>

#### 6 Interest receivable and similar income

	2016 £	2015 £
Interest income on subordinated debt	<u>34,970,819</u>	<u>31,506,781</u>

#### 7 Interest payable and similar charges

	2016 £	2015 £
Interest payable on loans from group undertakings	<u>34,970,819</u>	<u>31,506,781</u>

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 8 Taxation

##### (a) Tax credit included in profit or loss

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
<b>Current taxation</b>		
UK corporation tax	(374,678)	-
Tax on profit on ordinary activities	<u>(374,678)</u>	<u>-</u>

##### (b) Reconciliation of tax credit

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2015: the same as the standard rate of corporation tax in the UK) of 20% (2015: 21%).

The differences are reconciled below:

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Profit before tax	<u>126,609</u>	<u>-</u>
Corporation tax at standard rate	25,322	-
Income not subject to tax	<u>(400,000)</u>	<u>-</u>
Total tax credit	<u>(374,678)</u>	<u>-</u>

##### (c) Tax rate changes

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015.

As the change to 17% had not been substantively enacted at the balance sheet date its effects are not included in these financial statements.

#### 9 Investments

	<b>Equity</b>	<b>Interest bearing loan notes</b>	<b>Zero coupon loan notes</b>	<b>Total</b>
<b>Cost and net book value:</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
At 1 April 2015	2	392,504,018	169,818,044	562,322,064
Additions	999	13,600,000	-	13,600,999
Repayments and disposals	-	(800,000)	(39,459,646)	(40,259,646)
<b>At 31 March 2016</b>	<b>1,001</b>	<b>405,304,018</b>	<b>130,358,398</b>	<b>535,663,417</b>



## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 9 Investments (continued)

On 31 March 2010, the company agreed a zero coupon loan of £266,095,587 and an interest bearing loan of £392,504,018, to Semperian PPP Investment Partners Limited. On 16 November there was a drawdown of £7,000,000 on the interest bearing loan.

The zero coupon loan has a final repayment date of 14 December 2106, whilst the interest bearing loan has a final repayment date of 14 December 2039 with an interest rate of 7.25% until 30 September 2014, when it increased to 8.8%.

On 16 November 2015, the company agreed an additional interest bearing loan of £7,000,000 to Semperian (Holdings) Limited. On 16 November 2015 there was a drawdown of £6,000,000 and on 22 December 2015 there was a further drawdown of £600,000. The interest rate on this loan is 8% plus 1 month LIBOR. The loan is repayable on demand.

A full list of subsidiaries and related undertakings is shown in note 16.

#### 10 Debtors: Amounts falling due within one year

	2016 £	2015 £
Amounts owed by group undertakings	20,112,615	17,222,861
Group relief receivable	374,678	-
	20,487,293	17,222,861

Amounts owed by group undertakings include £17,450,697 (2015: £17,222,861) which is interest payable to group undertakings on loan stock due after more than one year. All other amounts owed by group undertakings are interest free and repayable on demand.

#### 11 Creditors

	Note	2016 £	2015 £
<b>Due within one year</b>			
Subordinated debt	12	8,133,680	-
Amounts owed to group undertakings		21,053,327	20,622,863
		29,187,007	20,622,863
<b>Due after one year</b>			
Subordinated debt	12	516,550,044	549,009,690

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 12 Loans and borrowings

	2016 £	2015 £
<b>Loans and borrowings falling due within one year</b>		
Subordinated debt	8,133,680	-
	2016 £	2015 £
<b>Loans and borrowings falling due after more than five years</b>		
Subordinated debt	516,550,044	549,009,690

On 31 March 2010, the company agreed a zero coupon loan of £265,095,587 and an additional loan of £406,408,308, of which £392,504,018 was interest bearing, from Semperian PPP Investment Partners Holdings Limited.

The zero coupon loan has a final repayment date of 14 December 2106, whilst the interest bearing loan has a final repayment date of 14 December 2039 with an interest rate of 7.25% until 30 September 2014, when it increased to 8.8%.

All other amounts owed to or owed by group undertakings are interest free, unsecured and repayable on demand.

#### 13 Share capital

##### Allotted, called up and fully paid shares

	2016		2015	
	No.	£	No.	£
Ordinary shares of £0.01 each	100,000,000	1,000,000	100,000,000	1,000,000

#### 14 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 15 Parent and ultimate parent undertaking

The company's immediate parent is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited.

These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

#### 16 Subsidiary and related undertakings

The company holds investments in the following undertakings incorporated in the UK:

<b>Direct investment undertakings</b>	<b>Activities</b>	<b>Percentage of ordinary shares held</b>
Semperian (Holdings) Limited	Holding company	100%
Semperian PPP Investment Partners Limited	Holding company	100%

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
MAMG Infrastructure Management Limited	Holding company	100%
MAMG Asset Management Group Limited	Management services	100%
Corla Limited	SPV management services	100%
MAMG (Australia) Limited	Management services	100%
MAMG Asset Management (Holdings) Limited	Holding company	100%
MAMG Asset Management Services Limited	Management services	100%
MAMG 2 Limited	Management services	100%
MAMG Consultancy Limited	Consultancy	100%
MAMG Healthcare Limited	Dormant company	100%
MAMG Properties Limited	Management services	100%
MAMG Asset Management Limited	SPV management services	100%
MAMG Company Secretarial Services Limited	Dormant company	100%
MAMG Group Services Limited	Management services	100%
MAMG Limited	Dormant company	100%
MAMG Services Limited	Management services	100%
Semperian Asset Management Limited	Holding company	100%
PPP Nominee Directors Limited	Dormant company	100%
Schools PBS Limited	Dormant company	100%
Semperian Secretariat Services Limited	Holding company	100%
Semperian Management Group Limited	Dormant company	100%
SPC Management Limited	Holding company	100%
Semperian Capital Management Limited	Holding company	100%
Semperian Health Management (UCLH) LC Limited	Dormant company	100%
Semperian Infrastructure Management Limited	Dormant company	100%
PFI Investments Limited	Holding company	100%
Birmingham Healthcare Services (Holdings) Limited	Holding company	100%
Birmingham Healthcare Services Limited	PPP Investment company	100%
Brighton & Hove City Schools Services (Holdings) Limited	Holding company	100%
Brighton & Hove City Schools Services Limited	PPP Investment company	100%
Chiltern Securities Limited	Holding company	100%
Abergavenny Facilities Limited	PPP Investment company	100%
Marlborough Facilities Limited	PPP Investment company	100%

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
Monmouth Facilities Limited	PPP Investment company	100%
NK Facilities Limited	PPP Investment company	100%
Redruth Facilities Limited	PPP Investment company	100%
Withernsea Facilities Limited	PPP Investment company	100%
Defence Training Services Limited	PPP Investment company	50.00%
Dundalk PPP Infrastructure Ireland	Holding company	100%
Richmond upon Thames Schools Services (Holdings) Limited	Holding company	100%
Richmond upon Thames Schools Services Limited	PPP Investment company	100%
Cruciform Services Limited	PPP Investment company	100%
Schools Investment Company Limited	PPP Investment company	100%
Sunderland CLC Schools Investment Company Limited	Holding company	100%
Sunderland CLC School Services Limited	PPP Investment company	100%
Torbay Schools Services Limited	PPP Investment company	100%
XJ4 Holding Company Limited	Holding company	100%
Eccles Special High Schools Company Limited	PPP Investment company	100%
Kirklees Schools Services Limited	PPP Investment company	90.15%
Liverpool Schools Services Limited	PPP Investment company	100%
Wirral Schools Services Limited	PPP Investment company	100%
XJ6 Schools Holdings Limited	Holding company	100%
Bridlington Schools Services Limited	PPP Investment company	100%
Debden Schools Services Limited	PPP Investment company	100%
Kenton School Services Limited	PPP Investment company	100%
Semperian (Community Health) Limited	Holding company	100%
Intermediate Care Limited	Holding company	100%
RBIL Limited	Holding company	100%
Bexley PPP Health Services Limited	PPP Investment company	100%
Black Country PPP Health Services Limited	PPP Investment company	100%
Epping PPP Maintenance (Health) Services Limited	PPP Investment company	100%
First Priorities PPP Health Services Limited	PPP Investment company	100%
Hertford PPP Health Services Limited	PPP Investment company	100%
Herts & Essex PPP Health Services Limited	PPP Investment company	100%
Liskeard PPP Health Services Limited	PPP Investment company	100%

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
New Forest PPP Health Services Limited	PPP Investment company	100%
Redbridge PPP Health Services Limited	PPP Investment company	100%
South Essex PPP Health Services Limited	PPP Investment company	100%
West Mendip PPP Health Services Limited	PPP Investment company	100%
RBIL Group Limited	Holding company	100%
Semperian (Community Health) Grosvenor Limited	Holding company	100%
Grosvenor PPP Holdings Limited	Holding company	100%
GH Clayhill Holdings Limited	Holding Company	100%
GH Clayhill Limited	PPP Investment company	100%
GH Gravesham Holdings Limited	Holding company	100%
GH Gravesham Limited	PPP Investment company	100%
GH North Northampton Holdings Limited	Holding company	100%
GH North Northampton Limited	PPP Investment company	100%
GH Rotherham Limited	PPP Investment company	100%
GH Stone House Holdings Limited	Holding company	100%
GH Stone House Limited	PPP Investment company	100%
3 ED Holdings Limited	Holding company	31%
3 ED Holdings 2 Limited	Holding company	31%
3 ED Sisterco Limited	Holding company	31%
A1 PPP Infrastructure Holdings Limited	Holding company	100%
Road Management Services (Darrington) Holdings Limited	Holding company	50%
API Holdco Limited	Holding company	100%
Agecroft Properties (No.2) Limited	PPP Investment company	100%
Arteos GP Limited	Holding company	100%
Baglan Moor Healthcare Holdings Limited	Holding company	100%
Baglan Moor Healthcare plc	PPP Investment company	100%
Bandbreeze Limited	Holding company	100%
LBS (Fire Services) Limited	PPP Investment company	100%
BWP Services (Holdings No 1) Limited	Holding company	100%
BWP Services (Holdings No 2) Limited	Holding company	100%
BWP Project Services Limited	PPP Investment company	100%
Community Health Facilities (Holdings) Limited	Holding company	100%

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
Community Health Facilities (Oxford) Limited	PPP Investment company	100%
D4E Mulberry (Holdings) Limited	Holding company	30%
D4E Mulberry Limited	PPP Investment company	30%
Endeavour SCH Holdings Limited	Holding company	43.83%
Endeavour SCH PLC	PPP Investment company	43.83%
ESP (Holdings) Limited	Holding company	32.86%
The Edinburgh Schools Partnership Limited	PPP Investment company	32.86%
Facilities Management Solutions Limited	PPP Investment company	100%
Falkirk Group Limited	Holding company	100%
Falkirk Schools Partnership Limited	Holding company	100%
Class 06 Limited	Holding company	100%
Class 98 Limited	PPP Investment company	100%
G4S Investments Limited	Holding company	83.22%
G4S Joint Ventures Limited	Holding company	83.22%
Accommodation Services (Holdings) Limited	Holding company	41.61%
Integrated Accommodation Services plc	PPP Investment company	41.61%
Albion Healthcare (Oxford) Holdings Limited	Holding company	20.81%
Albion Healthcare (Oxford) Limited	PPP Investment company	20.81%
East London Lift Investments Limited	PPP Investment company	41.61%
East London Lift Company Limited	PPP Investment company	24.97%
East London Lift Accommodation Services Limited	PPP Investment company	24.97%
East London Lift Holdco No2 Limited	Holding company	24.97%
East London Lift Accommodation Services No2 Limited	PPP Investment company	24.97%
East London Lift Holdco No3 Limited	Holding company	24.97%
Ellas No3 Limited	PPP Investment company	24.97%
East London Lift Holdco No4 Limited	Holding company	24.97%
Ellas No4 Limited	PPP Investment company	24.97%
Education Care And Discipline Limited	PPP Investment company	83.22%
ECD (Cookham Wood) Limited	PPP Investment company	83.22%
Education Care And Discipline Three Limited	Holding company	83.22%
ECD (Onley) Limited	PPP Investment company	83.22%
G4S Joint Ventures (Fazakerley) Limited	PPP Investment company	83.22%

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
Fazakerley Prison Services Limited	PPP Investment company	83.22%
G4S Joint Ventures (Onley) Limited	Holding company	83.22%
Onley Prison Services Limited	PPP Investment company	83.22%
Healthcare Providers Limited	Holding company	83.22%
Hull Maternity Development Limited	PPP Investment company	83.22%
North Wiltshire Schools Limited	Holding company	83.22%
White Horse Education Partnership Limited	PPP Investment company	83.22%
UK Court Services (Manchester) Holdings Limited	Holding company	83.22%
UK Court Services (Manchester) Limited	PPP Investment company	83.22%
G4S IP 2 Limited	Holding company	100%
Semperian Leicester BSF Limited	Holding company	100%
Semperian Leicester PSP Limited	Holding company	100%
Leicester BSF Holdings Company 1 Limited	Holding company	100%
Leicester BSF Company 1 Limited	PPP Investment company	100%
Leicester BSF Holdings Company 2 Limited	Holding company	100%
Leicester BSF Company 2 Limited	PPP Investment company	100%
Haringey Schools Services Limited	PPP Investment company	100%
Healthcare Providers (Gloucester) Limited	PPP Investment company	50%
Gloucester Healthcare Partnership Limited	PPP Investment company	50%
Mercia Healthcare (Holdings) Limited	Holding company	75%
Mercia Healthcare Limited	PPP Investment company	75%
Newcastle Estate Partnership Holdings Limited	Holding company	100%
The Newcastle Estate Partnership Limited	PPP Investment company	100%
Octagon Healthcare Group Limited	Holding company	26.32%
Octagon Healthcare Funding PLC	Holding company	26.32%
Octagon Healthcare Holdings (Norwich) Limited	Holding company	26.32%
Octagon Healthcare Limited	PPP Investment company	26.32%
Priorgate Holdings Limited	Holding company	100%
Priorgate Limited	PPP Investment company	100%
RICLAB Limited	PPP Investment company	100%
Semperian (St.David's) Limited	Holding company	100%
IMC St.David's Ltd	PPP Investment company	66.67%



## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
Semperian (Wolverhampton) Limited	Holding company	100%
Impregilo Wolverhampton Limited	PPP Investment company	100%
Semperian Health Services Limited	Holding company	100%
Semperian Health Projects Limited	Holding company	100%
Albion Healthcare (Doncaster) Holdings Limited	Holding company	50%
Albion Healthcare (Doncaster) Limited	PPP Investment company	50%
Danetre PFI Holding Company Limited	Holding company	100%
Danetre PFI Project Company Limited	PPP Investment company	100%
Walkergate PFI Holding Company Limited	Holding company	100%
Walkergate PFI Project Company Limited	PPP Investment company	100%
Semperian Holdco Limited	Holding company	100%
Semperian Borrowerco Limited	Holding company	100%
Semperian No. 21 Limited	Holding company	100%
Semperian PPP Holdings Limited	Holding company	100%
InspirED Education (East Dunbartonshire) Holdings Limited	Holding company	50%
InspirED Education (East Dunbartonshire) Limited	PPP Investment company	50%
InspirED Education (South Lanarkshire) Holdings Limited	Holding company	42.50%
InspirED Education (South Lanarkshire) PLC	PPP Investment company	42.50%
UCLH Investors Limited	PPP Investment company	20%
Health Management (UCLH) Holdings Limited	Holding company	40%
Health Management (UCLH) Limited	PPP Investment company	40%
Wastewater Management Holdings Limited	Holding company	25%
Ayr Environmental Services Limited	Holding company	25%
Semperian Omega IP Holdings Limited	Dormant company	100%
Semperian Omega IP Limited	PPP Investment company	100%
Semperian PPP Newco 2 Limited	Holding company	100%
Eccles Special High Schools Holding Company Limited	Dormant company	100%
Investors in Health Limited	Dormant company	100%
Investors in the Community Group Limited	Dormant company	100%
Kirklees Schools Investment Company Limited	Dormant company	100%
Lancaster Assets Holdings Limited	Dormant company	100%
Liverpool Schools Investment Company Limited	Dormant company	100%

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
Semperian (Lancaster) Investments Limited	Dormant company	100%
Semperian (Lancaster) NewCo 20 Limited	Dormant company	100%
Semperian (Lancaster) Subdebt Limited	Dormant company	100%
Semperian Education Limited	Dormant company	100%
Semperian Health Limited	Dormant company	100%
Semperian Lighting Limited	Dormant company	100%
Semperian Limited	Dormant company	100%
Semperian Newcastle Estates Limited	Dormant company	100%
Semperian Partnerships Limited	Dormant company	100%
Semperian PPP Investment Partners GP Limited	Dormant company	100%
Semperian PPP Newco 1 Limited	Dormant company	100%
Semperian PPP Newco 3 Limited	Dormant company	100%
Semperian Roads Limited	Dormant company	100%
Semperian Waste Limited	Dormant company	100%
Semperian-G4S Holdings Limited	Dormant company	100%
G4S IP GP Limited	Dormant company	100%
Semperian-G4S GP1 Limited	Dormant company	100%
Semperian-G4S GP2 Limited	Dormant company	100%
Semperian-G4S LP2 Limited	Dormant company	100%
Wirral Schools Investment Company Limited	Dormant company	100%
Semperian Smif Omega Limited	Holding company	100%
Semperian Omega Limited	Holding company	100%
Semperian Subholdings M40 Limited	Holding company	100%
UK Highways M40 (Holdings) Limited	Holding company	50%
UK Highways M40 Limited	PPP Investment company	50%
South Manchester Healthcare (Holdings) Limited	Holding company	50%
South Manchester Healthcare Limited	PPP Investment company	50%
Stafford Education Facilities Holdings Limited	Holding company	100%
Stafford Education Facilities Limited	PPP Investment company	100%
STC (Milton Keynes) Holdings Limited	Holding company	100%
STC (Milton Keynes) Limited	PPP Investment company	100%
The Hospital Company (Dartford) Holdings 2005 Limited	Holding company	70%

## Semperian PPP Investment Partners Group Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 16 Subsidiary and related undertakings (continued)

Indirect investment undertakings	Activities	Percentage of ordinary shares held
The Hospital Company (Dartford) Holdings Limited	Holding company	70%
The Hospital Company (Dartford) Group Limited	Holding company	70%
The Hospital Company (Dartford) 2005 Limited	Holding company	70%
The Hospital Company (Dartford) Issuer PLC	Holding company	70%
The Hospital Company (Dartford) Limited	PPP Investment company	70%
The Hospital Company (Swindon & Marlborough) Group Limited	Holding company	100%
The Hospital Company (Swindon & Marlborough) Holdings Limited	Holding company	100%
The Hospital Company (Swindon & Marlborough) 2006 Limited	Holding company	100%
The Hospital Company (Swindon & Marlborough) Limited	PPP Investment company	100%
Town Hospitals (North Staffordshire) Holdings Limited	Holding company	100%
Town Hospitals (North Staffordshire Combined) Limited	PPP Investment company	100%
Town Hospitals (Southern General) Holdings Limited	Holding company	100%
Town Hospitals (Southern General) Limited	PPP Investment company	100%
United Healthcare (Bromley) Group Limited	Holding company	50%
United Healthcare (Bromley) Holdings Limited	Holding company	50%
United Healthcare (Bromley) Limited	PPP Investment company	50%
United Healthcare (Bromley) Services Limited	Holding company	50%
Arteos GP Limited & Co. KG (i)	PPP Investment company	100%
Semperian PPP Investment Partners No.2 Limited	Holding company	100%

(i) Arteos GP Limited & Co. KG is incorporated in Germany

#### 17 Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under the UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014. There were no adjustments to the company balance sheet at 1 April 2014 or 31 March 2015 or the company profit and loss account for the year ended 31 March 2015 on transition to FRS 102. Accordingly, no reconciliation is presented.