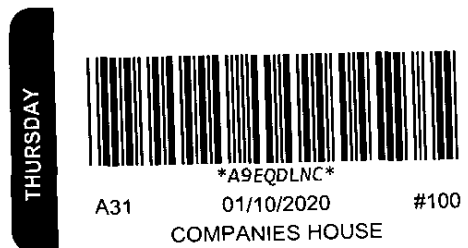


Priory Group Limited
Annual Report and Unaudited Financial Statements
for the Year Ended 31 December 2019
Registration number: 04433255



Priory Group Limited

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Priory Group Limited

Company Information

Directors David Hall

Company secretary David Hall

Registered office Fifth Floor
80 Hammersmith Road
London
W14 8UD

Priory Group Limited

Strategic Report for the Year Ended 31 December 2019

The director presents his strategic report for the year ended 31 December 2019.

Fair review of the business

The results for the year are set out in the profit and loss account on page 6 and the position of the company as at the year end is set out in the balance sheet on page 8.

The company's management is satisfied with the performance for the year.

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 UK 1 Limited, an intermediate parent of the company, is discussed in the group's financial statements which includes the company and does not form part of this report.

Principal risks and uncertainties

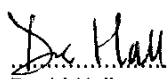
From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principle risks and uncertainties of Priory Group UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Statement on Section 172(1)

The following Section 172 statement, which is required by the Companies Act 2006, describes how the directors have had regard to the matters set out in Section 172(1a to 1f) including key decisions and matters that are of strategic importance to the company. The directors, in line with their duties under Section 172 of the Companies Act 2006, act in a way they consider, in good faith would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term.

From the perspective of the company, decisions and policies relating to Section 172(1) are determined at group level and applied to the company, where relevant, by the directors. Accordingly, further details in relation to how the directors have engaged with suppliers, customers, employees and other stakeholders are included in the financial statements of Priory Group UK 1 Limited, an intermediate parent of the company, which includes the company and does not form part of this report.

Approved by the Board on 4 September 2020 and signed on its behalf by:


.....
David Hall
Company secretary and director

Priory Group Limited

Director's Report for the Year Ended 31 December 2019

The director presents his report and the unaudited financial statements for the year ended 31 December 2019.

This report should be read in conjunction with the strategic report on page 2. The company has chosen in accordance with Section 414C(ii) of the Companies Act 2006 to set out in the strategic report the following which the directors believe to be of strategic importance:

- Business review;
- Principal risks and uncertainties; and
- Statements in relation to how directors have engaged with employees, suppliers, customers and others in a business relationship with the company.

Principal activity

The principal activity of the company is to act as an intermediate holding company.

Director of the company

The director, who held office during the year and up to the date of signing the financial statements was as follows:

David Hall - Company secretary and director

Dividends

The director does not recommend the payment of a final dividend (2018: £nil). No dividends were paid during the year (2018: £nil).

Financial instruments

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 the group and not managed separately. Accordingly, the financial risk management policies of Priory Group UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Future developments

The future developments of the company are aligned to the strategy of the UK group, headed by Priory Group UK 1 Limited. The group's strategy for the future development of the business is included in the group's financial statements, which do not form part of this report.

Priory Group Limited


Director's Report for the Year Ended 31 December 2019 (continued)

Going concern

The director has adopted the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of the COVID-19 pandemic. The going concern of Priory Group UK 1 Limited, an intermediate parent of the company, is discussed in the group's financial statements, which includes the company and does not form part of this report.

After making appropriate enquiries and having considered the business activities and principal risks and uncertainties, the directors of the group are satisfied that the group as a whole has adequate resources to continue in operational existence for the foreseeable future. As a result the intermediate parent company, Priory Group UK 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Approved by the Board on 4 September 2020 and signed on its behalf by:



.....
David Hall

Company secretary and director

Priory Group Limited

Statement of Director's Responsibilities

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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 company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Priory Group Limited

Profit and Loss Account for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Turnover		-	-
Administrative expenses		-	(231)
Operating loss	4	-	(231)
Other interest receivable and similar income	5	318	512
Interest payable and similar charges	6	(2,414)	(2,131)
Loss before tax		(2,096)	(1,850)
Tax on loss on ordinary activities	8	135	61
Loss for the year		(1,961)	(1,789)

The above results were derived from continuing operations.

The notes on pages 10 to 18 form an integral part of these financial statements.

Priory Group Limited

Statement of Comprehensive Income for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Loss for the year		<u>(1,961)</u>	<u>(1,789)</u>
Total comprehensive income for the year		<u><u>(1,961)</u></u>	<u><u>(1,789)</u></u>

The notes on pages 10 to 18 form an integral part of these financial statements.

Priory Group Limited

(Registration number: 04433255) Balance Sheet as at 31 December 2019

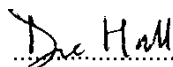
	Note	2019 £ 000	2018 £ 000
Fixed assets			
Investments	9	102,787	102,787
Current assets			
Debtors	10	<u>29,100</u>	<u>31,061</u>
Total assets less current liabilities		131,887	133,848
Creditors: Amounts falling due after more than one year	11	<u>(70,599)</u>	<u>(70,599)</u>
Net assets		<u>61,288</u>	<u>63,249</u>
Capital and reserves			
Called up share capital	12	250	250
Share premium reserve		250	250
Profit and loss account		<u>60,788</u>	<u>62,749</u>
Shareholders' funds		<u>61,288</u>	<u>63,249</u>

For the financial year ending 31 December 2019 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Director's responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The director acknowledges his responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the director on 4 September 2020

.....

David Hall

Company secretary and director

The notes on pages 10 to 18 form an integral part of these financial statements.

Priory Group Limited

Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2019	<u>250</u>	<u>250</u>	<u>62,749</u>	<u>63,249</u>
Loss for the year	<u>-</u>	<u>-</u>	<u>(1,961)</u>	<u>(1,961)</u>
Total comprehensive income	<u>-</u>	<u>-</u>	<u>(1,961)</u>	<u>(1,961)</u>
At 31 December 2019	<u><u>250</u></u>	<u><u>250</u></u>	<u><u>60,788</u></u>	<u><u>61,288</u></u>

	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2018	<u>250</u>	<u>250</u>	<u>64,538</u>	<u>65,038</u>
Loss for the year	<u>-</u>	<u>-</u>	<u>(1,789)</u>	<u>(1,789)</u>
Total comprehensive income	<u>-</u>	<u>-</u>	<u>(1,789)</u>	<u>(1,789)</u>
At 31 December 2018	<u><u>250</u></u>	<u><u>250</u></u>	<u><u>62,749</u></u>	<u><u>63,249</u></u>

The notes on pages 10 to 18 form an integral part of these financial statements.

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019

1 General information

The company is a private company limited by share capital incorporated and domiciled in United Kingdom.

The address of its registered office is:

Fifth Floor
80 Hammersmith Road
London
W14 8UD
United Kingdom

These financial statements were authorised for issue by the director on 4 September 2020.

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.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The financial statements are presented in sterling, rounded to the nearest thousand.

Summary of disclosure exemptions

FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 13 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The principle disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- Statement of cash flows;
- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies (the company had no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1).

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Going concern

The directors has adopted the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of the COVID-19 pandemic. The going concern of Priory Group UK 1 Limited, an intermediate parent of the company, is discussed in the group's financial statements, which includes the company and does not form part of this report.

After making appropriate enquiries and having considered the business activities and principal risks and uncertainties, the directors of the group are satisfied that the group as a whole has adequate resources to continue in operational existence for the foreseeable future. As a result the intermediate parent company, Priory Group UK 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Exemption from preparing group accounts

The financial statements contain information about Priory Group Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Priory Group UK 1 Limited, a company incorporated in United Kingdom.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2019 have had a material effect on the financial statements.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

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.

Investments

Investments in securities are classified on initial recognition as available-for-sale and are carried at fair value, except where their fair value cannot be measured reliably, in which case they are carried at cost, less any impairment.

Unrealised holding gains and losses other than impairments are recognised in other comprehensive income. On maturity or disposal, net gains and losses previously deferred in accumulated other comprehensive income are recognised in income.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Trade debtors

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

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 (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

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.

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period then ended. Management bases its estimates on historical experience and various other assumptions that are considered to be reasonable in the particular circumstances. Actual results may differ from these estimates.

Estimates are used in accounting for allowances for uncollected receivables, depreciation, taxes and contingencies. Estimates and assumptions are reviewed periodically and the effects of the revision are reflected in the financial statements in the period that an adjustment is determined to be required.

Significant accounting judgements have been applied with respect to the valuation of deferred tax assets. Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.

4 Operating profit

Arrived at after charging/(crediting)

	2019	2018
	£ 000	£ 000
Impairment loss	-	231

5 Other interest receivable and similar income

	2019	2018
	£ 000	£ 000
Dividend income	-	231
Other finance income	318	281
	<u>318</u>	<u>512</u>

6 Interest payable and similar charges

	2019	2018
	£ 000	£ 000
Interest expense on other financing liabilities	2,414	2,131

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

7 Director remuneration

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts (2018: £nil) have been recharged to the company in respect of the directors' services and the directors do not believe that it is practical to allocate these costs between group companies.

8 Income tax

Tax charged/(credited) in the profit and loss account

	2019 £ 000	2018 £ 000
Current taxation		
UK corporation tax	<u>(135)</u>	<u>(61)</u>

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2018 - higher than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £ 000	2018 £ 000
Loss before tax	<u>(2,096)</u>	<u>(1,850)</u>
Corporation tax at standard rate	(398)	(351)
Increase (decrease) from transfer pricing adjustments	<u>263</u>	<u>290</u>
Total tax credit	<u>(135)</u>	<u>(61)</u>

The company's profits for this accounting year are taxed at an effective rate of 19% (2018: 19%).

A reduction in the main rate of corporation tax to 17% with effect from 1 April 2020 was substantively enacted on 6 September 2016. Finance Bill 2020 reversed this proposed rate reduction hence the rate remains at 19% from 1 April 2020.

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

9 Investments

Subsidiaries	£ 000
Cost or valuation	
At 1 January 2019	<u>102,787</u>
At 31 December 2019	<u>102,787</u>
Carrying amount	
At 31 December 2019	<u>102,787</u>
At 31 December 2018	<u>102,787</u>

Details of the subsidiaries as at 31 December 2019 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2019	2018
Priory Securitisation Holdings Limited*	Non trading	United Kingdom	100%	100%
Priory Behavioural Health Limited*	Non trading	United Kingdom	100%	100%
Employee Management Services Limited*	Non trading	United Kingdom	100%	100%
Sturt House Clinic Limited	Non trading	United Kingdom	100%	100%
Fanplate Limited*	Non trading	United Kingdom	100%	100%
Priory Securitisation Limited	Non trading	United Kingdom	100%	100%
Priory Grange (Holdings) Limited	Non trading	United Kingdom	100%	100%
Priory Old Acute Services Limited	Non trading	United Kingdom	100%	100%
Priory Old Grange Services Limited	Non trading	United Kingdom	100%	100%
Priory Old Forensic Services Limited	Non trading	United Kingdom	100%	100%
Priory Old Schools Services Limited	Non trading	United Kingdom	100%	100%
Libra Health Limited	Non trading	United Kingdom	100%	100%

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

9 Investments (continued)

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2019	2018
Jacques Hall Limited	Non trading	United Kingdom	100%	100%
Robinson Kay House (Bury) Limited	Non trading	United Kingdom	100%	100%
Farleigh Schools Limited	Non trading	United Kingdom	100%	100%
Cheltenham Senior School Limited	Non trading	United Kingdom	100%	100%
Autism (GB) Limited	Non trading	United Kingdom	100%	100%
Solutions (Llangarron) Limited	Non trading	United Kingdom	100%	100%

* indicates directly held subsidiary

As at 31 December 2019, Priory Securitisation Holdings Limited, an indirect subsidiary, had a 36.998% economic interest in the partnership capital of Priory Finance Property LLP. The principal activity of the partnership is to lease properties to fellow group undertakings.

10 Trade and other debtors

	2019 £ 000	2018 £ 000
Income tax asset	135	61
Loans to related parties	28,965	31,000
Total current trade and other debtors	<u>29,100</u>	<u>31,061</u>

Loans to related parties includes £9,299,000 (2018 - £9,299,000) due after more than one year, which is unsecured and bears interest at LIBOR plus 2.25% per annum. The remaining loans to related parties are unsecured, non interest bearing and repayable on demand.

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

11 Loans and borrowings

	2019 £ 000	2018 £ 000
Non-current loans and borrowings		
Amounts owed to group undertakings	<u>70,599</u>	<u>70,599</u>

Amounts owed to group undertakings are unsecured and bear interest at LIBOR plus 2.25% per annum. It is not expected that the demand would be made or that these amounts will be paid within one year and accordingly these amounts have been shown as amounts falling due after more than one year.

12 Share capital

Allotted, called up and fully paid shares

	No. 000	2019 £ 000	No. 000	2018 £ 000
Ordinary shares of £0.50 each	<u>500</u>	<u>250</u>	<u>500</u>	<u>250</u>

13 Parent and ultimate parent undertaking

The company's immediate parent is Priory Healthcare Finance Co Limited.

The ultimate parent is Acadia Healthcare Company Inc..

The parent of the largest group in which these financial statements are consolidated is Acadia Healthcare Company Inc., incorporated in the United States of America. The address of Acadia Healthcare Company Inc. is 830 Crescent Centre Drive, Suite 610, Franklin, TN 37067, United States of America.

The parent of the smallest group in which these financial statements are consolidated is Priory Group UK 1 Limited incorporated in the United Kingdom. The address of Priory Group UK 1 Limited is Fifth Floor, 80 Hammersmith Road, London, W14 8UD, United Kingdom.

Priory Group Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2019 (continued)

14 Non adjusting events after the financial period

COVID-19

The evolving situation regarding the COVID-19 outbreak is regarded by the company as a disclosable event occurring after the reporting date but prior to the issuance of these financial statements. The company has determined that COVID-19 is a non-adjusting post balance sheet event as at 31 December 2019 on the basis that at that date the World Health Organisation had not declared a global health emergency, and there was no significant known presence of the virus outside China, a territory with minimal direct involvement with the company.

As a non-adjusting event, no adjustment to the financial performance or position for the year has been made.

The impact of COVID-19 on the profitability, financial position and solvency of Priory Group UK 1 Limited, which include this company, is discussed in the group's financial statements which do not form part of this report.

The directors' report sets out the considerations made by the company in determining that the going concern basis of preparation remains appropriate.