

Amore Care Limited

Annual report and financial statements  
for the year ended 31 December 2015

**Registered number: 1825148**

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Amore Care Limited  
Annual report and financial statements  
for the year ended 31 December 2015  
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# **Amore Care Limited**

## **Strategic report for the year ended 31 December 2015**

The directors present their strategic report on Amore Care Limited for the year ended 31 December 2015.

### **Principal activities and review of business**

The principal activity of the company was care delivery before becoming an investment holding company. 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 7.

The company is focussed on the elderly care sector and the performance of the company can be impacted by external factors. The principal factors are changes in the UK government's policy towards funding of elderly care, changes in the regulatory regime and competitive threats from other independent providers. Management uses a range of financial and non-financial indicators to manage the business. These are derived from all areas of the business and include sales growth by unit, occupancy and profit margins achieved. During the prior year, the company disposed of its care home, and consequently does not expect to trade going forward.

During the year, a charge of £nil (2014: £55,000) was recognised in respect of operating exceptional items as noted in note 2.

### **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 the 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.

### **Future developments**

The company intends to cease its core operations and dispose of its freehold property in the course of the next twelve months.

By order of the board



David Hall

**Company Secretary**

3 August 2016

# **Amore Care Limited**

## **Directors' report for the year ended 31 December 2015**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2015.

### **Dividends**

The directors do not recommend the payment of a dividend (2014: £nil).

### **Directors**

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

Jason Lock	(resigned 1 April 2015)
Mark Moran	(appointed 1 April 2015, resigned 1 March 2016)
Matthew Franzidis	(resigned 7 January 2015)
Tom Riall	
Nicola Bales	(resigned 20 March 2015)
Jamie Webb	(appointed 20 March 2015, resigned 5 November 2015)
Adrian Pancott	(resigned 5 November 2015)
Caroline Denny	(resigned 5 November 2015)

### **Employees**

The directors recognise that the continued position of the company in the elderly care sector depends on the quality and motivation of its employees and as such the company is committed to pursue employment policies, which will continue to attract, retain and motivate its employees.

Good and effective employee communications are particularly important, and throughout the business it is the directors' policy to promote the understanding by all employees of the company's business aims and performance. This is achieved through internal publications, presentations on performance and a variety of other approaches appropriate for a particular location. Employees are consulted on issues through workshops, which are run regularly across the group.

The directors believe that it is important to recruit and retain capable and caring staff regardless of their sex, marital status, race or religion. It is the company's policy to give full and fair consideration to applications for employment from people who are disabled, to continue wherever possible the employment of and to arrange appropriate training for, employees who become disabled and to provide equal opportunities for the career development, training and promotion of disabled employees.

### **Future developments**

The future developments of the company are discussed in the strategic report.

### **Independent auditors**

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

# Amore Care Limited

## Directors' report for the year ended 31 December 2015 (continued)

### Provision of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

### Statement of directors' responsibilities

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards), including Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101). 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 101, 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 101 used in the preparation of the financial statements; and
- Prepare the financial statements on a 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.

By order of the board



David Hall  
Company Secretary  
3 August 2016

80 Hammersmith Road  
London  
England  
W14 8UD

# **Amore Care Limited**

## **Independent auditors' report to the members of Amore Care Limited**

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

#### **Our opinion**

In our opinion, Amore Care Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss 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 December 2015;
- the profit and loss account for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

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.

# **Amore Care Limited**

## **Independent auditors' report to the members of Amore Care Limited (continued)**

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

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

As explained more fully in the statement of directors' responsibilities 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 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 International Standards on Auditing (UK and Ireland) ("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.



Tom Yeates (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle upon Tyne  
3 August 2016

## Amore Care Limited

### Profit and loss account for the year ended 31 December 2015

	Note	2015 £'000	2014 £'000
<b>Turnover</b>	1	-	142
Cost of sales		-	(135)
<b>Gross profit</b>		-	7
Administrative expenses (including operating exceptional items of £nil (2014: £55,000))		-	(56)
<b>Operating loss</b>		-	(49)
Profit on disposal of fixed assets	2	-	10,318
<b>Profit on ordinary activities before interest and tax</b>		-	10,269
Interest receivable and similar income	4	-	773
<b>Profit on ordinary activities before taxation</b>	2	-	11,042
Tax on profit on ordinary activities	6	(383)	1,035
<b>(Loss)/profit for the financial year</b>		(383)	12,077

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

There is no other comprehensive income/(expense) for the current or prior financial year.



# Amore Care Limited

## Balance sheet as at 31 December 2015

	Note	2015 £'000	2014 £'000
<b>Fixed assets</b>			
Investments	7	40	40
		40	40
<b>Current assets</b>			
Debtors	8	18,636	18,762
		18,636	18,762
<b>Creditors: amounts falling due within one year</b>	9	(393)	(136)
<b>Net current assets</b>		18,243	18,626
<b>Total assets less current liabilities</b>		18,283	18,666
<b>Capital and reserves</b>			
Called up share capital	11	-	-
Profit and loss account		18,283	18,666
<b>Total shareholders' funds</b>		18,283	18,666

The financial statements on pages 6 to 17 were approved by the board of directors on 3 August 2016 and were signed on its behalf by:



Tom Riall  
Director

Registered number: 1825148

## Amore Care Limited

### Statement of changes in equity for the year ended 31 December 2015

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total shareholders' funds</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
At 1 January 2014	-	6,589	6,589
Profit for the financial year	-	12,077	12,077
At 1 January 2015	-	18,666	18,666
Loss for the financial year	-	(383)	(383)
<b>At 31 December 2015</b>	<b>-</b>	<b>18,283</b>	<b>18,283</b>

# **Amore Care Limited**

## **Statement of accounting policies**

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

### **Basis of preparation**

The company is a private limited company, incorporated and domiciled in the United Kingdom.

The financial statements are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis and under the historical cost convention. The principal accounting policies applied in the preparation of these financial statements are set out below, and, unless otherwise stated, these policies have been consistently applied to all the periods presented.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 "Reduced Disclosure Framework (FRS 101) and, the Companies Act 2006 (the Act) as applicable to companies using FRS 101. 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 12 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).

The preparation of financial statements in conformity with FRS 101 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements 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.

# **Amore Care Limited**

## **Statement of accounting policies (continued)**

### **Investments**

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

### **Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit can differ from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years, or that are never taxable or deductible. The company's liability for current tax is calculated using rates that have been effective during the accounting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax liabilities and when they relate to income taxes levied by the same taxation authority, and the company intends to settle its current tax assets and liabilities on a net basis. Deferred tax balances are not discounted.

### **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.

### **Retirement benefit costs**

The company participates in a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

# **Amore Care Limited**

## **Statement of accounting policies (continued)**

### **Turnover and revenue recognition**

Turnover represents consideration received for the provision of services to customers. Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured at the fair value of the consideration received, excluding discounts, rebates and sales taxes. Turnover is recognised as the services are provided. Turnover received in advance is included in deferred income until the service is provided. Turnover in respect of services provided but not yet invoiced by the period end is included within accrued income.

### **Exceptional items**

Items that are both material and non-recurring and whose significance is sufficient to warrant separate disclosure and identification are referred to as exceptional items. Items that may give rise to classification as exceptional include, but are not limited to, significant and material restructuring and reorganisation programme and acquisition costs.

# Amore Care Limited

## Notes to the financial statements for the year ended 31 December 2015

### 1 Turnover

The company's turnover, profit on ordinary activities before taxation and net assets arise primarily from its principal activity of care delivery.

All turnover and profit on ordinary activities before taxation arose within the United Kingdom and from one class of business.

### 2 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging/(crediting):

	2015	2014
	£'000	£'000
Operating exceptional items:		
Site closure costs	-	55
Profit on disposal of assets held for sale	-	(10,318)

The remuneration of the auditors of £1,000 (2014: £1,000) was borne by another group undertaking.

### 3 Remuneration of directors

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow subsidiary undertaking. No amounts (2014: £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.

### 4 Interest receivable and similar income

	2015	2014
	£'000	£'000
On loans to group undertakings	-	773

# Amore Care Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 5 Staff numbers and costs

The average monthly number of persons employed by the company (including directors) during the year, analysed by activity, was as follows:

	2015	2014
	Number	Number
Analysis by activity:		
Nursing	-	3
Ancillary	-	1
Administrative	-	-
	-	4

The aggregate payroll costs of these persons were as follows:

	2015	2014
	£'000	£'000
Wages and salaries	-	88
Social security costs	-	7
Other pension costs (note 12)	-	1
	-	96

# Amore Care Limited

## Notes to the financial statements for the period ended 31 December 2015 (continued)

### 6 Tax on profit on ordinary activities

	2015	2014
	£'000	£'000
UK corporation tax:		
Current tax charge arising in the year	383	114
<b>Total current tax charge</b>	<b>383</b>	<b>114</b>
Deferred tax:		
Origination and reversal of timing differences	-	(1,149)
<b>Total deferred tax credit</b>	<b>-</b>	<b>(1,149)</b>
<b>Total tax charge/(credit)</b>	<b>383</b>	<b>(1,035)</b>

The current tax charge of £383,000 (2014: credit of £114,000) on the profit for the year has been relieved by the surrender of losses by/to 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 20.25% (2014: 21.5%). The actual tax charge for the year is higher (2014: credit is lower) than the standard rate for the reasons set out in the following reconciliation:

	2015	2014
	£'000	£'000
Profit on ordinary activities before taxation	-	11,042
Tax on profit on ordinary activities at standard rate	-	2,374
Factors affecting charge for the year:		
Non-taxable profit on disposal of fixed assets	-	(2,218)
Movement in tax base of fixed assets	-	(850)
Other differences	-	(408)
Transfer pricing adjustments	383	67
<b>Total tax credit for the year</b>	<b>383</b>	<b>(1,035)</b>

The standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015. Accordingly, the company's profits for this accounting year are taxed at an effective rate of 20.25% (2015: 21.5%). A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change was 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 18% from 1 April 2020 were substantively enacted on 26 October 2015.



# Amore Care Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 7 Investments

	Shares in subsidiary undertakings £'000
<b>Cost</b>	
At 1 January 2015 and 31 December 2015	756
<b>Impairment</b>	
At 1 January 2015 and 31 December 2015	716
<b>Net book value</b>	
At 31 December 2014 and 31 December 2015	40

The subsidiary undertakings in which the company's direct interest at the year end is more than 20% are as follows:

Subsidiary undertaking	Principal activities	Country of incorporation	Class and percentage of shares held
Health & Care Services (NW) Limited	Care delivery	United Kingdom	100% ordinary £1 shares
Speciality Healthcare Limited	Care delivery	United Kingdom	100% ordinary £1 shares

The directors consider that the carrying value of the investment is supported by its underlying net assets.

### 8 Debtors

	2015 £'000	2014 £'000
Amounts owed by group undertakings	18,636	18,762

Amounts owed by group undertakings are unsecured, repayable on demand and bore interest at 8.125% between 1 July 2014 and 31 December 2014. Outside of this period no interest was payable on amounts owed by group undertakings.

# Amore Care Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 9 Creditors: amounts falling due within one year

	2015	2014
	£'000	£'000
Group relief payable	383	114
Other creditors	10	14
Accruals and deferred income	-	8
	393	136

### 10 Called up share capital

	2015	2014
	£	£
<b>Authorised</b>		
5,000 (2014: 5,000) ordinary shares of £1 each	5,000	5,000
<b>Issued and fully paid</b>		
100 (2014: 100) ordinary shares of £1 each	100	100

### 11 Pension scheme

The company operated a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £nil (2014: £1,000).

As at 31 December 2015 there were outstanding contributions of £nil (2014: £nil).

# **Amore Care Limited**

## **Notes to the financial statements for the year ended 31 December 2015 (continued)**

### **12 Ultimate parent company and controlling party**

The company's immediate parent company, which is incorporated in England, is Amore Care (Holdings) Limited.

The ultimate parent undertaking and controlling party at 31 December 2015 was Priory Group No. 1 Limited, a company incorporated in England. Priory Group No. 1 Limited was beneficially owned by funds managed by Advent International Corporation which was considered by the directors to be the ultimate controlling party of the company.

On 16 February 2016 the entire share capital of Priory Group No. 1 Limited was acquired by Whitewell UK Investments 1 Limited, an indirect wholly owned subsidiary of Acadia Healthcare Company Inc. From this date the ultimate parent undertaking and controlling party is Acadia Healthcare Company Inc.

Priory Group No. 1 Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2015. Priory Group No. 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2015. The consolidated financial statements of Priory Group No. 1 Limited and Priory Group No. 3 PLC can be obtained from the Company Secretary at 80 Hammersmith Road, London, W14 8UD.