

**Registered number: 03192712**

**EUROPEAN HEALTHCARE PROPERTIES LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2012**

**BAGINSKY COHEN**  
**CHARTERED ACCOUNTANTS**

## **EUROPEAN HEALTHCARE PROPERTIES LIMITED**

### **COMPANY INFORMATION**

<b>DIRECTORS</b>	B. C. FREEMAN A. CHIANG
<b>COMPANY SECRETARY</b>	A.J. BURGESS
<b>REGISTERED NUMBER</b>	03192712
<b>REGISTERED OFFICE</b>	930 HIGH ROAD NORTH FINCHLEY LONDON N12 9RT
<b>INDEPENDENT AUDITORS</b>	BAGINSKY COHEN CHARTERED ACCOUNTANTS AND STATUTORY AUDITORS 930 HIGH ROAD LONDON N12 9RT
<b>BANKERS</b>	NATIONAL WESTMINSTER BANK PLC 1ST FLOOR, RAPID HOUSE 40 OXFORD ROAD HIGH WYCOMBE BUCKINGHAMSHIRE HP11 2EE

**EUROPEAN HEALTHCARE PROPERTIES LIMITED**

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## **EUROPEAN HEALTHCARE PROPERTIES LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012**

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

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **PRINCIPAL ACTIVITIES**

The principal activity of the company is property investment.

### **BUSINESS REVIEW**

The directors consider that trading for the year was satisfactory.

## **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £166,130 (2011 - £111,311).

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

## **DIRECTORS**

The directors who served during the year were:

B. C. FREEMAN

A. CHIANG

## **EUROPEAN HEALTHCARE PROPERTIES LIMITED**

### **DIRECTORS' REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2012**

### **DISCLOSURE 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 relevant audit information and to establish that the company's auditors are aware of that information.

### **AUDITORS**

Under Section 487 of the Companies Act 2006, Baginsky Cohen will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the Board and signed on its behalf.

**B. C. FREEMAN**

Director

Date: 28 June 2013

## **EUROPEAN HEALTHCARE PROPERTIES LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EUROPEAN HEALTHCARE PROPERTIES LIMITED**

We have audited the financial statements of European Healthcare Properties Limited for the year ended 31 December 2012, set out on pages 5 to 11. 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).

This report is made solely to the company's shareholders, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As explained more fully in the Directors' responsibilities statement, 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the 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. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **OPINION ON FINANCIAL STATEMENTS**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2012 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.

### **OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006**



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

**EUROPEAN HEALTHCARE PROPERTIES LIMITED**

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EUROPEAN HEALTHCARE PROPERTIES LIMITED**

**MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Jerry Michael (Senior statutory auditor)

for and on behalf of

**BAGINSKY COHEN**

CHARTERED ACCOUNTANTS AND STATUTORY AUDITORS

930 HIGH ROAD

LONDON

N12 9RT

28 June 2013

# EUROPEAN HEALTHCARE PROPERTIES LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	2012 £	2011 £
<b>TURNOVER</b>	2	431,820	424,837
Administrative expenses		<u>(72,618)</u>	<u>(128,024)</u>
<b>OPERATING PROFIT</b>		359,202	296,813
Interest payable and similar charges	6	<u>(107,732)</u>	<u>(108,837)</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		251,470	187,976
Tax on profit on ordinary activities	7	<u>(85,340)</u>	<u>(76,665)</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>	13	<u><u>166,130</u></u>	<u><u>111,311</u></u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account.

The notes on pages 7 to 11 form part of these financial statements.

**EUROPEAN HEALTHCARE PROPERTIES LIMITED**  
**REGISTERED NUMBER: 03192712**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2012**

		2012		2011	
	Note	£	£	£	£
<b>FIXED ASSETS</b>					
Investment property	8		4,297,587		4,297,587
<b>CURRENT ASSETS</b>					
Debtors	9	1,733		72,278	
Cash at bank		<u>207,757</u>		<u>124,722</u>	
		209,490		197,000	
<b>CREDITORS:</b> amounts falling due within one year	10	<u>(175,119)</u>		<u>(208,278)</u>	
<b>NET CURRENT ASSETS/(LIABILITIES)</b>			<u>34,371</u>		<u>(11,278)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			4,331,958		4,286,309
<b>CREDITORS:</b> amounts falling due after more than one year	11		<u>(3,351,991)</u>		<u>(3,472,472)</u>
<b>NET ASSETS</b>			<u>979,967</u>		<u>813,837</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	12		1		1
Profit and loss account	13		<u>979,966</u>		<u>813,836</u>
<b>SHAREHOLDERS' FUNDS</b>	14		<u>979,967</u>		<u>813,837</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf by:

**B. C. FREEMAN**  
Director

Date: 28 June 2013

The notes on pages 7 to 11 form part of these financial statements.

# EUROPEAN HEALTHCARE PROPERTIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

### 1. ACCOUNTING POLICIES

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

#### 1.2 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

#### 1.3 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated on an undiscounted basis at the prevailing current tax rate.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements.

#### 1.4 Investment properties

Investment properties are included in the balance sheet at their open market value in accordance with Statement of Standard Accounting Practice No.19 and are not depreciated. This treatment is contrary to the Companies Act 2006 which states that fixed assets should be depreciated but is, in the opinion of the directors, necessary in order to give a true and fair view of the financial position of the company.

### 2. TURNOVER

All turnover arose within the United Kingdom.

### 3. AUDITORS' REMUNERATION

	2012	2011
	£	£
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	3,000	3,000

Fees payable to the company's auditor and its associates in respect of:

Other services relating to taxation

600

600

All other services

2,896

543

## EUROPEAN HEALTHCARE PROPERTIES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

#### 4. STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2011 - £NIL).

#### 5. DIRECTORS EMOLUMENTS

The emoluments of the directors were paid by European Healthcare Group PLC, the immediate parent undertaking. The directors were also directors of a number of other fellow subsidiary undertakings and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiary undertakings. Accordingly, the emoluments of the Directors are disclosed within the accounts of European Healthcare Group PLC.

#### 6. INTEREST PAYABLE

	2012 £	2011 £
On other loans	1,104	-
Group interest payable	106,628	108,837
	<hr/>	<hr/>
	<u>107,732</u>	<u>108,837</u>

#### 7. TAXATION

	2012 £	2011 £
<b>Analysis of tax charge in the year</b>		
UK corporation tax charge on profit for the year	84,813	73,445
Adjustments in respect of prior periods	527	3,220
	<hr/>	<hr/>
<b>Tax on profit on ordinary activities</b>	<u>85,340</u>	<u>76,665</u>



# EUROPEAN HEALTHCARE PROPERTIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

### 7. TAXATION (continued)

#### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 24% (2011 - 26%). The differences are explained below:

	2012 £	2011 £
Profit on ordinary activities before tax	<u>251,470</u>	<u>187,976</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2011 - 26%)	60,353	48,874
Effects of:		
Capital allowances for year in excess of depreciation	(3,126)	(4,577)
Adjustments to tax charge in respect of prior periods	527	3,220
Other differences leading to an increase (decrease) in the tax charge	1,995	850
Group relief	<u>25,591</u>	<u>28,298</u>
Current tax charge for the year	<u>85,340</u>	<u>76,665</u>

#### Factors that may affect future tax charges

There were no factors that may affect future tax charges.

### 8. INVESTMENT PROPERTY

Freehold  
investment  
property  
£

#### Valuation

At 1 January 2012 and 31 December 2012

4,297,587

The 2012 valuations were made by the directors, on an open market value for existing use basis.

Investment properties have been valued by the directors at 31 December 2012 based on the net realisable value.

## 9. DEBTORS

	2012	2011
	£	£
Other debtors	(2)	70,807
Prepayments and accrued income	1,735	1,471
	<hr/>	<hr/>
	<u>1,733</u>	<u>72,278</u>

**EUROPEAN HEALTHCARE PROPERTIES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

**10. CREDITORS:**

**Amounts falling due within one year**

	2012 £	2011 £
Corporation tax	84,813	61,665
Other creditors	70,806	70,806
Accruals and deferred income	19,500	75,807
	<u>175,119</u>	<u>208,278</u>

**11. CREDITORS:**

**Amounts falling due after more than one year**

	2012 £	2011 £
Amounts owed to group undertakings	<u>3,351,991</u>	<u>3,472,472</u>

**12. SHARE CAPITAL**

	2012 £	2011 £
<b>Allotted, called up and fully paid</b>		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

**13. RESERVES**

	Profit and loss account £
At 1 January 2012	813,836
Profit for the financial year	<u>166,130</u>

At 31 December 2012

979,966

**14. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	2012	2011
	£	£
Opening shareholders' funds	813,837	702,526
Profit for the financial year	<u>166,130</u>	<u>111,311</u>
Closing shareholders' funds	<u>979,967</u>	<u>813,837</u>

## **EUROPEAN HEALTHCARE PROPERTIES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012**

#### **15. CAPITAL COMMITMENTS**

The company had no capital commitments at 31 December 2012 or 31 December 2011.

#### **16. CONTINGENT ASSETS/ LIABILITIES**

The group's bank has a cross corporate guarantee between European Healthcare Group PLC and all its subsidiary undertakings. The directors of European Healthcare Group PLC are of the opinion that the group will be able to operate within agreed facilities.

There were no contingent assets or contingent liabilities at 31 December 2012 or 31 December 2011.

#### **17. TRANSACTIONS WITH DIRECTORS AND OTHER RELATED PARTIES**

The company has taken advantage of the exemption in Financial Reporting Standard No 8 "Related party disclosures" and has not disclosed transactions with group undertakings.

There are no other related party transactions.

#### **18. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The company's immediate parent company is European Healthcare Group PLC, a company registered in England and Wales. The ultimate parent undertaking and controlling party is Givril Investment SA, a company incorporated in the Republic of Panama.

Copies of the immediate parent company's financial statements can be obtained from that company's registered office.