

Registered number: 04057595

ROEHAMPTON HOSPITAL LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2018



ROEHAMPTON HOSPITAL LIMITED

COMPANY INFORMATION

Directors	SA Carter JNE Cowdell CT Solley (appointed 17 July 2018) PA Would RAM Gillespie AL Tennant
Company secretary	G N Springett
Registered number	04057595
Registered office	5th Floor 120 Aldersgate Street London EC1A 4JQ
Independent auditor	BDO LLP 3 Hardman Street Manchester M3 3AT

ROEHAMPTON HOSPITAL LIMITED

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ROEHAMPTON HOSPITAL LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2018

The directors present their annual strategic report and the audited financial statements for the year ended 30 September 2018.

Business review

The results of the company for the year are set out in the profit and loss account on page 9. Turnover for the year was £11,518,000 (2017: £11,422,000) with profit before taxation of £1,599,000 (2017: £1,812,000). The reduction in profit is due to concession accounting and fluctuations to the mark up on costs applied. During the year the company paid out dividends amounting to £905,000 (2017: £865,000).

At the year end the company has total outstanding debt of £63,208,000 (2017: £64,723,000) and holds cash reserves totaling £10,032,000 (2017: £8,147,000).

The business has remained compliant with debt service and cover ratios during the year and scheduled debt interest and capital payments were made as planned.

Development and performance of the business

Full operational services are being provided and these are generally progressing well, with minimal performance deductions. The project continues to operate smoothly following the transfer of the original 30 year concession agreement to NHS Property Services Limited during 2013.

The Company continues to provide full operational services at Queen Mary's Hospital, Roehampton. The project is operating smoothly with minimal performance inductions incurred. There were no significant developments outside the project agreement during the year.

Principal risks and uncertainties

Exposure to movements in interest rates and the retail prices index was hedged at financial close via a fixed interest rate swap and an RPI swap respectively. The senior debt facility was increased in 2008 to fund a variation in part of the hospital. This interest on additional borrowing, which represents approximately 2% of total senior debt, is not hedged. The directors do not consider the additional exposure to be material.

There is a risk of financial loss through unavailability and performance deductions. This is mitigated as deductions are fully passed down to the sub contractors. Contractual compliance and reporting requirements are regularly monitored to ensure all undertakings are met on a timely basis.

Insurance cover for the year has been purchased within budgeted costs.

ROEHAMPTON HOSPITAL LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

Financial key performance indicators

The key indicators of performance revolve around the penalties which can be imposed for unavailability of hospital areas or for sub-standard delivery of operational services and debt service cover ratios. The deductions for the year are deemed to be inconsequential and do not pose a significant risk to the Company.

The Company's management produces comparisons of actual cash flows against forecast cash flows from the finance model and analyse any fluctuations. On both these measures, the directors are satisfied that budget assumptions are being met.

This report was approved by the board on

29/03/2019

and signed on its behalf.



RAM Gillespie
Director

ROEHAMPTON HOSPITAL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2018

The directors present their report and the financial statements for the year ended 30 September 2018.

Principal activities

The principal activities of the company are to design, construct and operate certain facilities and provide nonclinical services at Queen Mary's Hospital, Roehampton for a period of 30 years under a concession agreement with NHS Property Services Limited (previously Wandsworth PCT). The agreement to provide a new hospital, associated facilities management and hotel services and equipment services was signed on 6 May 2004.

Construction of the hospital commenced on 22 September 2003 and was completed in February 2006. The concession agreement was transferred from Wandsworth PCT to NHS Property Services Limited and a Deed of Safeguard was signed on 21 March 2013 to ensure that the terms of the agreement remain the same.

Results and dividends

The profit for the year, after taxation, amounted to £1,218,000 (2017: £1,409,000).

The company made a dividend payment in the year of £905,000 (2017: £865,000).

Directors

The directors who served during the year were:

SA Carter
KW Gillespie (resigned 17 July 2018)
JNE Cowdell
CT Solley (appointed 17 July 2018)
PA Would
RAM Gillespie
AL Tennant

The directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

ROEHAMPTON HOSPITAL LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2018

Corporate Governance

The company is committed to high standards of corporate governance, as are appropriate for the longer term obligations to finance, construct and operate non-clinical services for the new Queen Mary's Hospital, Roehampton under the Private Finance Initiative programme.

Corporate governance principles have been implemented within the framework established by agreement between the shareholding parties who have launched the company under a concession agreement with NHS Property Services Limited. The Board has taken note of the UK Corporate Governance Code which applies to equity quoted plc's with certain reporting requirements; this company, not being an equity quoted plc, is not bound by the code's requirements but has voluntarily adopted certain of those principles as noted below.

This report is a narrative on the principles of corporate governance, as applied in this company. It does not provide a detailed statement to identify those provisions of the Code from which the company's governance differs.

A The Board

1. The Board meets quarterly and reviews operating performance against the financial model and detailed management budgets. This model incorporates all aspects of the strategic business plan and associated risks; all proposals for contract variations are vetted before approval against the model. The Board reserves its own decision on all contractual expenditure and associated funding, and has established the provision of management, Company secretary and accountancy services for the implementation of the project.
2. The Board comprises 6 non-executive directors nominated by each participating shareholder.
3. The Board receives quarterly information which encompasses all corporate, business, financial and relationship matters which are necessary and appropriate for the purposes of monitoring and progressing the complex contractual obligations for the hospital project.
4. Nominations for any changes to Board membership are subject to the shareholders' separate or collective decision.
5. For the particular interests of the shareholders in the continuity of the project, no directors retire by rotation.

B Remuneration

No directors received remuneration directly from the subsidiary company. The remuneration for the services of the Non-Executive Directors is set out in Note 4.

C Dialogue with Institutions

The Board maintains regular liaison with Bank of Scotland as senior lender to the company.

D Financial Reporting

1. The Board, after seeking appropriate external advice, decides upon accounting policies which are appropriate for the company and ensures that they are consistently applied.
2. The Board has instigated a rigorous process of internal control, under the discipline of contractual agreements, in order to safeguard the outcomes for the company in terms of operational performance, financial control, legal and regulatory compliance, provision for risk factors and longer-term relationships.
3. The Board has decided to undertake the role of an Audit Committee with all directors. The Audit Committee meets annually to review the Management Letter tabled by the Auditor.

ROEHAMPTON HOSPITAL LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

4. The Board continues to satisfy itself that, given the contractual and long-term funding provisions, the company will continue to trade as a going concern.

E Internal Controls

The Board maintains a sound system of internal control to safeguard shareholders' investments and the company's assets.

Disclosure of information to auditor

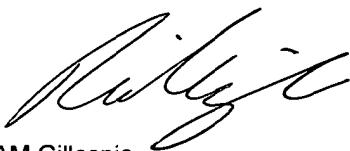
Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the 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 auditor is aware of that information.

Auditor

KPMG UK LLP resigned as auditor in the year and BDO LLP were appointed in their place. The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 29/03/2019 and signed on its behalf.



RAM Gillespie
Director

ROEHAMPTON HOSPITAL LIMITED

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT,
STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

The directors are responsible for preparing the Annual Report, 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 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 to 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.

ROEHAMPTON HOSPITAL LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ROEHAMPTON HOSPITAL LIMITED

Opinion

We have audited the of Roehampton Hospital Limited (the 'Company') for the year ended 30 September 2018, which comprise the Profit and loss and other comprehensive income, the Balance sheet, the Statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice)..

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2018 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are

ROEHAMPTON HOSPITAL LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ROEHAMPTON HOSPITAL LIMITED (CONTINUED)

required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

We have nothing to report in these respects.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

ROEHAMPTON HOSPITAL LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ROEHAMPTON HOSPITAL LIMITED (CONTINUED)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these .

A further description of our responsibilities for the audit of the is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, 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 members those matters we are required to state to them in an auditor's 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 members, as a body, for our audit work, for this report, or for the opinions we have formed.



Stuart Wood (Senior Statutory Auditor)

for and on behalf of
BDO LLP, statutory auditor

3 Hardman Street
Manchester
M3 3AT

Date: 29.03.2019 .

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

ROEHAMPTON HOSPITAL LIMITED

**PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

	Note	2018 £000	2017 £000
Turnover		11,518	11,422
Cost of sales		(8,311)	(8,149)
Gross profit		3,207	3,273
Administrative expenses		(667)	(614)
Operating profit		2,540	2,659
Interest receivable and similar income	5	3,425	3,557
Interest payable and expenses	6	(4,366)	(4,404)
Profit before tax		1,599	1,812
Tax on profit	7	(381)	(403)
Profit for the financial year		1,218	1,409
Other comprehensive income for the year			
Effective portion of changes in fair value of cash flow hedge		104	2,575
Net change in fair value of cashflow hedge recycled to profit and loss		2,942	3,081
Taxation in respect of items of other comprehensive income	14	(574)	(851)
Other comprehensive income for the year		2,472	4,805
Total comprehensive income for the year		3,690	6,214

The notes on pages 14 to 28 form part of these financial statements.

ROEHAMPTON HOSPITAL LIMITED
REGISTERED NUMBER: 04057595

BALANCE SHEET
AS AT 30 SEPTEMBER 2018

	Note	2018 £000	2017 £000
Current assets			
Debtors: amounts falling due after more than one year	9	56,040	58,088
Debtors: amounts falling due within one year	9	24,245	24,163
Cash at bank and in hand		10,032	8,147
		<u>90,317</u>	<u>90,398</u>
Creditors: amounts falling due within one year	10	(11,206)	(10,478)
Net current assets		<u>79,111</u>	<u>79,920</u>
Total assets less current liabilities		<u>79,111</u>	<u>79,920</u>
Creditors: amounts falling due after more than one year	11	(87,902)	(92,420)
Provisions for liabilities			
Other provisions	15	(5,720)	(4,796)
		<u>(5,720)</u>	<u>(4,796)</u>
Net liabilities		<u>(14,511)</u>	<u>(17,296)</u>
Capital and reserves			
Called up share capital	16	50	50
Other reserves	17	(23,982)	(26,454)
Profit and loss account	17	9,421	9,108
		<u>(14,511)</u>	<u>(17,296)</u>

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


RAM Gillespie
 Director

Date: 29/03/2019

The notes on pages 14 to 28 form part of these financial statements.

ROEHAMPTON HOSPITAL LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

	Called up share capital	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 October 2017	50	(26,454)	9,108	(17,296)
Comprehensive income for the year				
Profit for the year	-	-	1,218	1,218
Taxation in respect of items of other comprehensive income	-	(574)	-	(574)
Hedge effective portion of change in fair value of designated hedging	-	104	-	104
Net change in fair value of cashflow hedge recycled to profit and loss	-	2,942	-	2,942
Other comprehensive income for the year	-	2,472	-	2,472
Total comprehensive income for the year	-	2,472	1,218	3,690
Dividends: Equity capital	-	-	(905)	(905)
Total transactions with owners	-	-	(905)	(905)
At 30 September 2018	50	(23,982)	9,421	(14,511)

The notes on pages 14 to 28 form part of these financial statements.

ROEHAMPTON HOSPITAL LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2017**

	Called up share capital	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 October 2016	50	(31,259)	8,564	(22,645)
Comprehensive income for the year				
Profit for the year	-	-	1,409	1,409
Taxation in respect of items of other comprehensive income	-	(851)	-	(851)
Hedge effective portion of change in fair value of designated hedging	-	2,575	-	2,575
Net change in fair value of cashflow hedge recycled to profit and loss	-	3,081	-	3,081
Other comprehensive income for the year	-	4,805	-	4,805
Total comprehensive income for the year	-	4,805	1,409	6,214
Dividends: Equity capital	-	-	(865)	(865)
Total transactions with owners	-	-	(865)	(865)
At 30 September 2017	50	(26,454)	9,108	(17,296)

The notes on pages 14 to 28 form part of these financial statements.

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1. Accounting policies

1.1 Basis of preparation of financial statements

Roehampton Hospital Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK. The company was incorporated on 17th August 2000.

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

The Company's ultimate parent undertaking, Roehampton Hospital Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Roehampton Hospital Holdings Limited are prepared in accordance with FRS102 and are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- o reconciliation of the number of shares outstanding from the beginning to end of the period;
- o cash flow statement and related notes; and
- o key management personnel compensation.

As the consolidated financial statements of Roehampton Hospital Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- o The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The financial statements are presented in Sterling (£) and presented to the nearest £'000.

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1. Accounting policies (continued)

1.2 Going concern

The financial statements are prepared on the going concern basis for reasons stated in the Directors' Report.

The company currently has net liabilities of £14,511,000 (2017: £17,296,000) as a result of accounting for the fair value of interest rate and RPI swap agreements, the majority of which do not crystallise as liabilities for a number of years. As such, the company's forecasts and projections, taking account of the impact of swaps and reasonably possible changes in trading performance, show that it should be able to operate within the level of its current facilities and continue to meet forecast loan covenants.

The company has long-term contracts with NHS Property Services Limited. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

1.3 Finance debtor and service fee income

The Company is an operator of a Private Finance Initiative (PFI) contract, which was entered into prior to the transition to FRS102. Therefore the accounting has been continued using the accounting policies applied prior to the date of transition to FRS102 as follows. The underlying asset was not deemed to be an asset of the Company under FRS5, Application Note G, because the risks and rewards of ownership as set out in that Standard are deemed to lie principally with the Trust.

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. Amounts receivable under the agreement relating to the hospital facilities transferred are included under debtors and represent the total amount outstanding under the agreement less unearned interest. Finance lease income is allocated to accounting periods so as to give a constant rate of return on the net cash investment in the lease.

In the operational phase, the balance of unitary payments received, after accounting for the finance debtor interest and amortisation components (which together sum to a constant figure in each period, as in a lease) is accounted for as turnover. This figure is adjusted in each period to ensure that income recognised more accurately reflects the value of economic benefits provided to the public sector client in each period, and is necessary due to the inflationary nature of the unitary payments. As a consequence of this adjustment to turnover, which is generally positive in the first half of the concession and negative in the second half (and must net out over the whole concession), a unitary payment control account debtor is recorded on the balance sheet.

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1. Accounting policies (continued)

1.4 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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 income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- o The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- o Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

1.5 Amortisation of issue costs

Issue costs are deducted against debt and amortised over the life of the instrument. This amortisation is charged to the profit and loss account when incurred.

1.6 Lifecycle costs

Provisions are made in respect of life cycle maintenance to the extent that the group is obliged to undertake maintenance in future periods. The result is to spread the total anticipated contractual cost over the course of the concession; this accounting policy, applied prior to the date of FRS102 transition has been continued in accordance with the grandfathering of the wider service concession accounting as noted in section 1.3.

1.7 Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable on borrowings and associated ongoing financing fees.

Other interest receivable and similar income include interest receivable on funds invested and interest recognised on the finance debtor based upon the finance debtor accounting policy above.

Interest payable is recognised in profit or loss as it accrues, using the effective interest method. Other interest receivable and similar income is recognised in profit or loss as it accrues.

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1. Accounting policies (continued)

1.8 Impairment excluding deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

1.9 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances only.

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1. Accounting policies (continued)

1.10 Financial instruments

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1. Accounting policies (continued)

1.10 Financial instruments (continued)

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an 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.

Derivatives, including interest rate swaps, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate, except for hedging instruments in a designated hedging relationship that qualify for hedge accounting, where the resulting gain or loss is recognised as described in section 1.11 below.

1.11 Hedge accounting

The Company has entered into variable to fixed rate interest swaps to manage its exposure to interest rate cash flow risk on its variable rate debt. These derivatives are measured at fair value at each balance sheet date. To the extent the hedge is effective, movements in fair value are recognised in other comprehensive income and presented in a separate cash flow hedge reserve. Any ineffective portions of those movements are recognised in profit or loss for the period.

2. Judgments in applying accounting policies and key sources of estimation uncertainty

The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the financial period are as follows:

Key sources of estimation uncertainty

Financial Asset Interest Rate - Accounting for the service concession contract and finance debtor requires estimation of an appropriate finance debtor interest rate.

Fair value of interest rate swaps - The fair value of interest rate swaps is determined by reference to mark-to-market valuations.

Fair value of RPI swap - The fair value of the RPI swap is determined by reference to mark-to-market valuations.

ROEHAMPTON HOSPITAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

3. Turnover

All turnover arose in the United Kingdom.

An analysis of turnover is as follows:

	2018 £000	2017 £000
Turnover	11,518	11,422
Cost of sales	(8,311)	(8,149)
	<u>3,207</u>	<u>3,273</u>

4. Directors' remuneration

	2018 £000	2017 £000
Directors' emoluments	115	148
	<u>115</u>	<u>148</u>

None of the directors received emoluments directly from the company (2017: £nil). A payment is made for the services of the non-executive directors to their employer.

No staff are directly employed by the company (2017: £nil).

5. Interest receivable

	2018 £000	2017 £000
Finance debtor interest receivable	3,315	3,427
Amortisation of issue costs	66	69
Bank interest receivable	44	61
	<u>3,425</u>	<u>3,557</u>

ROEHAMPTON HOSPITAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

6. Interest payable and similar expenses

	2018	2017
	£000	£000
Bank interest payable	3,869	3,923
On mezzanine bank loan	137	137
On loans from shareholders	360	344
	<u>4,366</u>	<u>4,404</u>

7. Taxation

	2018	2017
	£000	£000
Corporation tax		
Current tax on profits for the year	381	403
	<u>381</u>	<u>403</u>
Total current tax	<u>381</u>	<u>403</u>
Deferred tax		
Total deferred tax	<u>-</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>381</u>	<u>403</u>

A deferred tax charge of £574,000 (2017: £851,000) has been recognised in other comprehensive income, resulting in a total tax charge for the year of £878,000 (2017: £1,254,000).

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018

7. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2017 - *higher than*) the standard rate of corporation tax in the UK of 19% (2017 - 20%). The differences are explained below:

	2018 £000	2017 £000
Profit on ordinary activities before tax	1,598	1,812
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 20%)	304	362
Effects of:		
Adjustments to tax charge in respect of prior periods	77	41
Total tax charge for the year	381	403

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2010) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 30 September 2017 has been calculated based on these rates.

8. Dividends

	2018 £000	2017 £000
Interim dividends paid	905	865
	905	865

ROEHAMPTON HOSPITAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

9. Debtors

	2018	2017
	£000	£000
Due after more than one year		
Amounts recoverable on L/T contracts	51,063	53,080
Deferred tax asset	4,977	5,008
	56,040	58,088
	2018	2017
	£000	£000
Due within one year		
Trade debtors	4,859	4,785
Prepayments and accrued income	17,330	16,898
Amounts recoverable on long term contracts	2,017	1,898
Deferred taxation	39	582
	24,245	24,163

10. Creditors: Amounts falling due within one year

	2018	2017
	£000	£000
Bank loans	1,452	1,346
Other loans	113	103
Trade creditors	1,512	1,104
Corporation tax	324	394
Other taxation and social security	434	361
Other creditors	-	1
Accruals and deferred income	4,670	4,310
Cash flow hedge - RPI swap	341	253
Cash flow hedge - Interest rate swap	2,360	2,606
	11,206	10,478

ROEHAMPTON HOSPITAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

11. Creditors: Amounts falling due after more than one year

	2018	2017
	£000	£000
Senior loans	55,646	57,167
Mezzanine loan	2,723	2,832
Loan stock owed to shareholders	3,275	3,275
Cash flow hedge - RPI swap	11,186	11,163
Cash flow hedge - Interest rate swap	15,072	17,983
	87,902	92,420

The company has a 30 year term loan which is repayable in 54 semi-annual installments commencing on 31 March 2006. The interest rate payable is LIBOR plus 0.9% in the operational phase. The company has entered into a swap transaction resulting in interest being charged on this loan at a rate of 5.375%. The loan is secured by a fixed and floating charge over the assets of the company. The base facility matures on 30th September 2032.

The mezzanine facility carries an interest rate of LIBOR plus 4% and is repayable in 53 semi-annual installments commencing on 31 March 2006. The base facility matures on 31st March 2032.

The company has unsecured loan stock issued to the current shareholders. The interest rate chargeable on the loan notes is 10.5% per annum to 31 March 2018 and 11.5% thereafter. Interest is paid twice yearly. This loan requires repayment by 31 March 2033.

12. Analysis of Debt

	2018	2017
	£000	£000
In one year or less, or on demand	1,565	1,450
Between one and two years	2,036	1,565
Between two and five years	7,019	6,805
In five years or more	51,995	54,245
Plus: issue costs	593	658
	63,208	64,723

ROEHAMPTON HOSPITAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018

13. Financial instruments

	2018 £000	2017 £000
Financial assets		
Financial assets measured at fair value through profit or loss	10,032	8,147
Financial assets that are debt instruments measured at amortised cost	4,861	4,785
	<u>14,893</u>	<u>12,932</u>
Financial liabilities		
Derivative financial instruments measured at fair value through profit or loss held as part of a trading portfolio	(17,432)	(20,589)
Financial liabilities measured at amortised cost	(69,391)	(70,140)
	<u>(86,823)</u>	<u>(90,729)</u>

Financial assets measured at amortised cost comprise cash at bank and in hand, trade debtors, and financial assets.

Financial Liabilities measured at amortised cost comprise trade creditors, accruals, bank loans, other creditors VAT and corporation tax.

Derivative financial instruments designated as hedges of variable interest rate and inflation risk comprise an interest rate swap and an RPI swap respectively. The fair value of the interest rate and RPI swaps has been determined by reference to prices available from the markets on which the instruments involved are traded.

The company's principal financial instruments comprise of a term loan, mezzanine loan and unsecured loan stock. The main purpose of these financial instruments is to ensure that the profile of the debt service costs is tailored to match expected revenues arising from the Concession Agreement. The company does not undertake financial instrument transactions which are speculative or unrelated to the company's trading activities.

The main risks arising from the company's financial instruments are interest rate risk, inflation risk and liquidity risk.

ROEHAMPTON HOSPITAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

13. Financial instruments (continued)

Interest rate risk

The term loan and mezzanine loan are exposed to interest rate risk, however the company has entered into a fixed interest rate swap to minimise risk from movements in base interest rates on its floating rate term loan. The unsecured loan stock is not exposed to interest rate risk.

Inflation rate risk

The unitary charge income is subject to indexation risk which is mitigated through a RPI swap in place to minimise risk from movements in inflation.

Liquidity risk

The company has entered into a fixed price index swap to achieve a correlation between the impact of inflationary increases on operating margin and finance charges in order to minimise cash flow variance.

2018

	Carrying amount £000	Total Expected Cash Flows £000	1 year or less £000	1 to 2 years £000	2 to 5 years £000	5 years and over £000
Swap liabilities						
Interest rate swap	17,433	18,668	2,391	2,243	5,792	8,242
RPI swap	11,527	13,274	346	424	1,630	10,874
	<u>28,960</u>	<u>31,942</u>	<u>2,737</u>	<u>2,667</u>	<u>7,422</u>	<u>19,116</u>

2017

	Carrying amount £000	Total Expected Cash Flows £000	1 year or less £000	1 to 2 years £000	2 to 5 years £000	5 years and over £000
Swap liabilities						
Interest rate swap	20,589	21,290	2,621	2,391	6,236	10,042
RPI swap	11,416	12,714	256	314	1,354	10,790
	<u>32,005</u>	<u>34,004</u>	<u>2,877</u>	<u>2,705</u>	<u>7,590</u>	<u>20,832</u>

ROEHAMPTON HOSPITAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

14. Deferred taxation

	2018 £000	2017 £000
At beginning of year	5,590	6,441
Charged to other comprehensive income	(574)	(851)
At end of year	5,016	5,590

A deferred tax asset has been recognised to the extent that the directors consider that it is more likely than not that sufficient taxable profits will be available in the future against which the deferred tax asset can be recovered.

This asset will unwind in line with the periodic swap payments made.

The deferred tax asset is made up as follows:

	2018 £000	2017 £000
Deferred tax on derivative financial instruments	5,016	5,590
	5,016	5,590

15. Provisions

	Lifecycle provision £000
At 1 October 2017	4,796
Charged to profit or loss	1,736
Utilised in year	(812)
At 30 September 2018	5,720

Provisions are made in respect of life cycle maintenance to the extent that the company is obliged to undertake maintenance in future periods.

This provision will unwind over the life of the concession as lifecycle payments fall due.

ROEHAMPTON HOSPITAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018**

16. Share capital

	2018	2017
	£000	£000
Allotted, called up and fully paid		
50,000 (2017 - 50,000) Ordinary share shares of £1.00 each	50	50

17. Reserves

Other reserves

The cash flow hedge reserve includes all current and prior period change in fair value of designated hedging and the associated tax movement.

Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

18. Related party transactions

	2018	2018	2017	2017
	Expenditure	Creditor	Expenditure	Creditor
	£000	£000	£000	£000
Sodexo Limited	7,393	(1,102)	7,256	(1,168)
Equitix Healthcare Limited	74	(2,129)	79	(2,129)
	7,467	(3,231)	7,335	(3,297)

Sodexo Limited is a related party as a sister company of Sodexo Investment Services Limited, 10% shareholders of Roehampton Hospital Holdings Limited. Expenditure relates to services and financing.

Equitix Healthcare Limited is a related party as a 65% shareholder of Roehampton Hospital Holdings Limited.

19. Controlling party

The Company is a subsidiary undertaking of Roehampton Hospital Holdings Limited. The ultimate controlling party is Roehampton Hospital Holdings Limited.

The largest group in which the results of the Company are consolidated is that headed by Roehampton Hospital Holdings Limited, registered at 10-11 Charterhouse Square, London EC1M 6EH. No other group financial statements include the results of the Company. The consolidated financial statements of these groups are available to the public and may be obtained from Welken House, 10-11 Charterhouse Square, London EC1M 6EH.



Our Ref: SW/MS

BDO LLP
3 Hardman Street
Manchester
M3 3AT

29 March 2018

Dear Sirs

Financial Statements of Financial Statements of Roehampton Hospital Holdings Limited and Roehampton Hospital Limited for the year ended 30/09/2018.

We confirm that the following representations given to you in connection with your audit of the company's financial statements the "financial statements") for the year ended 30 September 2018 are made to the best of our knowledge and belief, and after having made appropriate enquiries of other directors and officials of the company.

We have fulfilled our responsibilities as directors for the preparation and presentation of the financial statements as set out in the terms of the audit engagement letter, and in particular that the financial statements give a true and fair view of the financial position of the company as at 30 September 2018 and of the results of the company's operations for the year then ended in accordance with the applicable financial reporting framework and for making accurate representations to you.

We have provided you with unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence. In addition, all the accounting records of the company have been made available to you for the purpose of your audit and all the transactions undertaken by the company have been properly reflected and recorded in the accounting records. All other records and related information, including minutes of all management and shareholders' meetings have been made available to you.

Going concern

We have made an assessment of the company's ability to continue as a going concern for a period of at least twelve months from the date on which the financial statements were approved for release. As a result of our assessment we consider that the company *is* able to continue to operate as a going concern and that it is appropriate to prepare the financial statements on a going concern basis.

In making our assessment we did not consider there to be any material uncertainty relating to events or conditions that individually or collectively may cast significant doubt on the *company's* ability to continue as a going concern.

Laws and regulations

In relation to those laws and regulations which provide the legal framework within which our business is conducted and which are central to our ability to conduct our business, we have disclosed to you all instances of possible non-compliance of which we are aware and all actual or contingent consequences arising from such instances of non-compliance.

Post balance sheet events

There have been no events since the balance sheet date which either require changes to be made to the figures included in the financial statements or to be disclosed by way of a note. Should any material events of this type occur, we will advise you accordingly.

Fraud and error

We are responsible for adopting sound accounting policies, designing, implementing and maintaining internal control, to, among other things, help assure the preparation of the financial statements in conformity with generally accepted accounting principles and preventing and detecting fraud and error.

We have considered the risk that the financial statements may be materially misstated due to fraud and have identified no significant risks.

To the best of our knowledge, we are not aware of any fraud or suspected fraud involving management or employees. Additionally, we are not aware of any fraud or suspected fraud involving any other party that could materially affect the financial statements.

To the best of our knowledge, we are not aware of any allegations of fraud or suspected fraud affecting the financial statements that have been communicated by employees, former employees, analysts, regulators or any other party.

Related party transactions

We have disclosed to you the identity of all related parties and all the related party relationships and transactions of which we are aware. We have appropriately accounted for and disclosed such relationships and transactions in accordance with the requirements of the applicable accounting framework.

All the loans, transactions or arrangements between entities within the group and the group's directors or their connected persons at any time in the year have been appropriately disclosed.

The disclosures in the financial statements concerning the ultimate controlling party of the company are accurate.

Taxation

We confirm that we have complied with all relevant tax laws and regulations in respect of all jurisdictions that we operate in.

We are not aware of any non-compliance relating to the company's tax affairs that might result in a material penalty or interest charge.

Carrying value and classification of assets and liabilities

We have no plans or intentions that may materially affect the carrying value or classification of assets or liabilities reflected in the financial statements.

Accounting estimates

We confirm that the life cycle provision in the accounts is accurate and no additional provision is required.

We do not believe that there is any impairment of tangible or intangible assets.

Litigation and claims

We have disclosed to you all known actual or possible litigation and claims whose effects should be considered when preparing the financial statements and these have been accounted for and disclosed in accordance with the requirements of accounting standards.

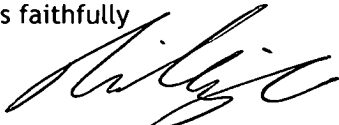
Confirmation

We confirm that the above representations are made on the basis of enquiries of management and staff with relevant knowledge and experience (and, where appropriate, of inspection of supporting documentation) sufficient to satisfy ourselves that we can properly make each of the above representations to you.

We confirm that the financial statements are free of material misstatements, including omissions.

We acknowledge our legal responsibilities regarding disclosure of information to you as auditors and confirm that so far as we are aware, there is no relevant audit information needed by you in connection with preparing your audit report of which you are unaware. Each director has taken all the 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 you are aware of that information.

Yours faithfully



(Signed on behalf of the board of directors)

Date: 29/03/2019