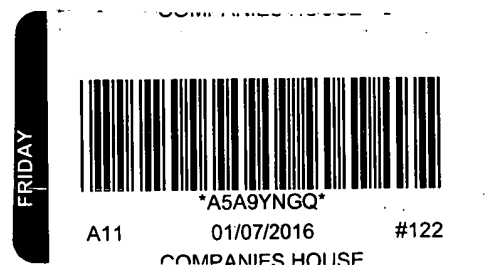


Registration number: 4800642

Priorgate Holdings Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2016



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Priorgate Holdings Limited

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Priorgate Holdings Limited

Company Information

Directors	R G Sparks P F Fisher R Little PPP Nominee Directors Limited
Company secretary	Semperian Secretariat Services Limited
Registered office	Third Floor Broad Quay House Prince Street Bristol BS1 4DJ
Independent Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 2 Glass Wharf Bristol BS2 0FR

Priorgate Holdings Limited

Strategic Report for the Year Ended 31 March 2016

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

Principal activity

The principal activity of the company is the holding of an investment in Priorgate Limited, a company whose principal activity is the provision of two serviced schools to Sheffield City Council, under a Private Finance Initiative ('PFI'), contract, for the period to July 2030.

Results and review of business

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

Principal risks and uncertainties and key performance indicators ('KPIs')

As described above Priorgate Holdings Limited acts as a holding company for its subsidiary, Priorgate Limited. As such the principal risks and key performance indicators adopted by Priorgate Limited are applicable to the management of the company's investment in Priorgate Limited and are detailed in the directors' report of the financial statements for Priorgate Limited for the year ended 31 March 2016.

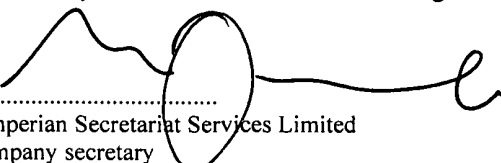
In addition, the holding company also takes the risk of impairment of its investment in the subsidiary. This risk is directly related to the performance of the subsidiary.

Transition to FRS 102

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

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

Approved by the Board on 17 June 2016 and signed on its behalf by:


.....
Semperian Secretariat Services Limited
Company secretary

20 JUN 2016

Priorgate Holdings Limited

Directors' Report for the Year Ended 31 March 2016

Registration number: 4800642

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

Future developments

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

Dividends

A dividend of £261,954 (£26.20 per ordinary share) was paid during the year (2015: £594,720, £59.47 per ordinary share).

Financial risk management

As described above Priorgate Holdings Limited acts as a holding company for its subsidiary, Priorgate Limited. As such the principal risks and key performance indicators adopted by Priorgate Limited are applicable to the management of Priorgate Holdings Limited's investment in its subsidiary and are detailed in the strategic report of the financial statements of Priorgate Limited for the year ended 31 March 2016.

In addition, the holding company also takes the risk of impairment of its investment in the subsidiary. This risk is directly related to the performance of the subsidiary.

Directors of the Company

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

R G Sparks

P F Fisher (appointed 30 September 2015)

R Little

PPP Nominee Directors Limited

J S McCabe (resigned 30 September 2015)

603 6

Priorgate Holdings Limited

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

Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (FRS 102).

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

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

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

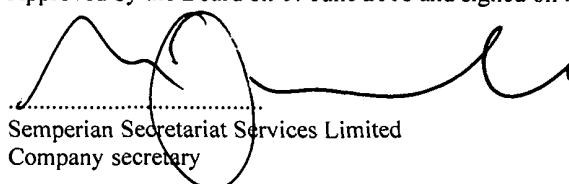
Disclosure of information to the auditors

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

Reappointment of auditors

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

Approved by the Board on 17 June 2016 and signed on its behalf by:



.....
Semperian Secretariat Services Limited
Company secretary

20 JUN 2016

Priorgate Holdings Limited

Independent Auditors' Report to the members of Priorgate Holdings Limited

Report on the financial statements

Our opinion

In our opinion, Priorgate Holdings Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

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

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

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

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

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

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

We have no exceptions to report arising from this responsibility.

Directors' remuneration

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

Priorgate Holdings Limited

Independent Auditors' Report to the members of Priorgate Holdings Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

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

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

What an audit of financial statements involves

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

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

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

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

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



Paul Nott (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

Date: 29 June 2011

Priorgate Holdings Limited

Profit and Loss Account for the Year Ended 31 March 2016

	Note	2016 £ 000	2015 £ 000
Operating profit/(loss)	4	-	-
Income from shares in group undertakings	5	262	595
Interest receivable and similar income	6	307	306
Interest payable and similar charges	7	<u>(307)</u>	<u>(306)</u>
Profit on ordinary activities before taxation		262	595
Taxation	8	<u>-</u>	<u>-</u>
Profit for the financial year		<u>262</u>	<u>595</u>

The above results were derived from continuing operations.

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


The notes on pages 10 to 16 form an integral part of these financial statements.

Priorgate Holdings Limited

Balance Sheet as at 31 March 2016

	Note	2016 £ 000	2015 £ 000
Fixed assets			
Investments	9	2,267	2,267
Current assets			
Debtors: Amounts falling due within one year	10	128	127
Creditors: Amounts falling due within one year	11	<u>(128)</u>	<u>(127)</u>
Net current assets/(liabilities)		<u>-</u>	<u>-</u>
Total assets less current liabilities		2,267	2,267
Creditors: Amounts falling due after more than one year	11	<u>(2,257)</u>	<u>(2,257)</u>
Net assets		<u>10</u>	<u>10</u>
Capital and reserves			
Called up share capital	13	10	10
Profit and loss account		<u>-</u>	<u>-</u>
Total equity		<u>10</u>	<u>10</u>

Approved and authorised by the Board on 17 June 2016 and signed on its behalf by:



 R G Sparks
 Director

The notes on pages 10 to 16 form an integral part of these financial statements.

Priorgate Holdings Limited

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

	Note	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 April 2014		10	-	10
Profit for the year		-	595	595
Total comprehensive income		-	595	595
Dividends	14	-	(595)	(595)
At 31 March 2015		10	-	10

	Note	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 April 2015		10	-	10
Profit for the year		-	262	262
Total comprehensive income		-	262	262
Dividends	14	-	(262)	(262)
At 31 March 2016		10	-	10

The notes on pages 10 to 16 form an integral part of these financial statements.

Priorgate Holdings Limited

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

1 General information

The principal activity of the company is the holding of an investment in Priorgate Limited, a company whose principal activity is the provision of two serviced schools to Sheffield City Council, under a Private Finance Initiative ('PFI'), contract, for the period to July 2030.

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

The address of its registered office is:

Third Floor
Broad Quay House
Prince Street
Bristol
BS1 4DJ

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

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

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

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through profit or loss.

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

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

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

Priorgate Holdings Limited

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

2 Accounting policies (continued)

Investment income

Investment income may include dividends and interest receivable. Dividends are included, as 'Income from shares in group undertakings', when declared by the paying company. Interest receivable is included, as 'Interest receivable and similar income', on an accruals basis. This heading may also include the amortisation of any premium or discount on the purchase of the loan which has been spread over the life of the loan to determine a effective interest rate.

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Cash and cash equivalents

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

Financial Instruments

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

(i) Financial assets

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

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

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

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

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

(ii) Financial liabilities

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

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

Priorgate Holdings Limited

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

2 Accounting policies (continued)

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

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

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

(iii) Offsetting

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

Share capital

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

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Exemptions for qualifying entities under FRS 102

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

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

3 Critical accounting judgements and estimation uncertainty

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

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

Priorgate Holdings Limited

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

3 Critical accounting judgements and estimation uncertainty (continued)

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

Impairment of investments

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

4 Operating profit

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

The audit fee in respect of the company was £1,025 for the year (2015: £1,000), and has been borne by the company's subsidiary Priorgate Limited and not recharged to the company.

5 Income from shares in group undertakings

	2016 £ 000	2015 £ 000
Income from shares in group undertakings	262	595

6 Interest receivable and similar income

	2016 £ 000	2015 £ 000
Interest income on subordinated debt	307	306

7 Interest payable and similar charges

	2016 £ 000	2015 £ 000
Interest payable on loans from group undertakings	307	306

8 Taxation

(a) Tax expense included in profit or loss

	2016 £ 000	2015 £ 000
Current taxation		
UK corporation tax	-	-
Tax on profit/(loss) on ordinary activities	-	-

Priorgate Holdings Limited

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

8 Taxation (continued)

(b) Reconciliation of tax charge

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

The differences are reconciled below:

	2016 £ 000	2015 £ 000
Profit before tax	<u>262</u>	<u>595</u>
Corporation tax at standard rate	52	125
Income not subject to tax	<u>(52)</u>	<u>(125)</u>
Total tax charge/(credit)	<u>-</u>	<u>-</u>

(c) Tax rate changes

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

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

9 Investments

	2016 £ 000	2015 £ 000
Investments in subsidiaries and related undertakings	<u>2,267</u>	<u>2,267</u>

	Equity	Subordinated debt	Total
Cost and net book value:	£ 000	£ 000	£ 000
At 1 April 2015	10	2,257	2,267
Debt repayments	-	-	-
At 31 March 2016	<u>10</u>	<u>2,257</u>	<u>2,267</u>

10 Debtors: Amounts falling due within one year

	Note	2016 £ 000	2015 £ 000
Amounts owed by group undertakings	15	<u>128</u>	<u>127</u>

Priorgate Holdings Limited

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

11 Creditors

	Note	2016 £ 000	2015 £ 000
Due within one year			
Amounts owed to group undertakings	15	<u>128</u>	<u>127</u>
Due after one year			
Subordinated debt	12	<u>2,257</u>	<u>2,257</u>

12 Loans and borrowings

	2016 £ 000	2015 £ 000
Loans and borrowings falling due between one and five years		
Subordinated debt	<u>52</u>	<u>52</u>

	2016 £ 000	2015 £ 000
Loans and borrowings falling due after more than five years		
Subordinated debt	<u>2,204</u>	<u>2,205</u>

Bank borrowings relate to term loan facilities granted by Halifax Bank of Scotland ("HBOS"). The loan facility was for a total value of £159,575,000 due to be repaid in a total of 46 instalments terminating on 9 July 2029 and this reduces in line with repayment obligations. The balance as at 31 March 2013 was £142,652,000 (31 March 2012: £146,991,000). Interest is charged at LIBOR. The company has entered into interest hedging agreements to be applied to the expected future borrowings under the facilities.

Priorgate Holdings Limited

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

13 Share capital

Allotted, called up and fully paid shares

	2016		2015	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £1 each	<u>10</u>	<u>10</u>	<u>10</u>	<u>10</u>

14 Dividends

	2016 £ 000	2015 £ 000
Dividends paid of £26.20 (2015: £59.47) per ordinary share	<u>262</u>	<u>595</u>

15 Related party transactions

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

16 Parent and ultimate parent undertaking

The company's immediate parent is Semperian PPP Investment Partners No. 2 Limited, incorporated in England and Wales.

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

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

17 Transition to FRS 102

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