

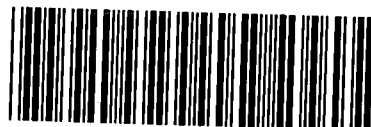
Registration number: 04800642

Priorgate Holdings Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2017

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Priorgate Holdings Limited

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Priorgate Holdings Limited

Company Information

Directors	R G Sparks
	R Little
	PPP Nominee Directors Limited
	R J Marshall
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 2017

The directors present their strategic report for the year ended 31 March 2017.

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.

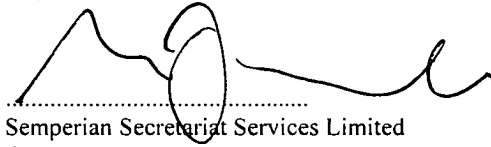
Principal risks and uncertainties and key performance indicators ('KPIs')

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 2017.

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.

07 JUL 2017

Approved by the Board on and signed on its behalf by:



.....
Semperian Secretariat Services Limited
Company secretary

11 JUL 2017

Priorgate Holdings Limited

Directors' Report for the Year Ended 31 March 2017

Registration number: 04800642

The directors present their report and the audited financial statements for the year ended 31 March 2017.

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 £151,744 (£15.17 per ordinary share) was paid during the year (2016: £261,954, £26.20 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 2017.

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 (resigned 30 March 2017)

R Little

PPP Nominee Directors Limited

R J Marshall (appointed 30 March 2017)

Priorgate Holdings Limited

Directors' Report for the Year Ended 31 March 2017 (continued)

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (FRS 102), 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The 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.

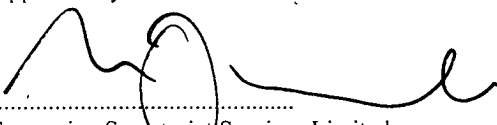
Disclosure of information to the auditors

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 **07 JUL 2017** and signed on its behalf by:


.....
Semperian Secretariat Services Limited
Company secretary

11 JUL 2017

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 2017 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 2017;
- 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, 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.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

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.

Priorgate Holdings Limited

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

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.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 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

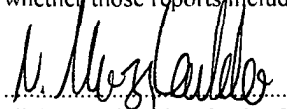
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



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

Date: 18/07/17

Priorgate Holdings Limited

Profit and Loss Account for the Year Ended 31 March 2017

	Note	2017 £ 000	2016 £ 000
Operating profit/(loss)	4	-	-
Income from shares in group undertakings		152	262
Interest receivable and similar income	5	306	307
Interest payable and similar charges	6	<u>(306)</u>	<u>(307)</u>
Profit on ordinary activities before taxation		152	262
Taxation	7	<u>-</u>	<u>-</u>
Profit for the financial year		<u><u>152</u></u>	<u><u>262</u></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 17 form an integral part of these financial statements.

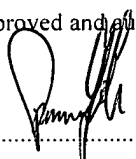
Priorgate Holdings Limited

Balance Sheet as at 31 March 2017

	Note	2017 £ 000	2016 £ 000
Fixed assets			
Investments	8	2,267	2,267
Current assets			
Debtors: Amounts falling due within one year	9	127	128
Creditors: Amounts falling due within one year	10	<u>(179)</u>	<u>(128)</u>
Net current liabilities		<u>(52)</u>	<u>-</u>
Total assets less current liabilities		2,215	2,267
Creditors: Amounts falling due after more than one year	10	<u>(2,205)</u>	<u>(2,257)</u>
Net assets		<u>10</u>	<u>10</u>
Capital and reserves			
Called up share capital	12	10	10
Profit and loss account		<u>-</u>	<u>-</u>
Total equity		<u>10</u>	<u>10</u>

07 JUL 2017

Approved and authorised by the Board on and signed on its behalf by:



 R G Sparks
 Director

The notes on pages 10 to 17 form an integral part of these financial statements.

Priorgate Holdings Limited

Statement of Changes in Equity for the Year Ended 31 March 2017

	Note	Called up Share capital £ 000	Profit and loss account £ 000	Total equity £ 000
At 1 April 2015		10	-	10
Profit for the financial year		-	262	262
Total comprehensive income		-	262	262
Dividends	13	-	(262)	(262)
At 31 March 2016		10	-	10

	Note	Called up Share capital £ 000	Profit and loss account £ 000	Total equity £ 000
At 1 April 2016		10	-	10
Profit for the financial year		-	152	152
Total comprehensive income		-	152	152
Dividends	13	-	(152)	(152)
At 31 March 2017		10	-	10

The notes on pages 10 to 17 form an integral part of these financial statements.

Priorgate Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2017

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.

Going concern

Having reviewed the company's projected profits and cash flows by reference to a financial model, the directors consider that the company will be able to settle its debts as they fall due and accordingly the financial statements have been prepared on a going concern basis.

Priorgate Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (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 an 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 2017 (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. The exemptions which the company has taken 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.

Priorgate Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

3 Critical accounting judgements and estimation uncertainty (continued)

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.

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 historical performance, and future forecasts of the respective investment. See note 8 for the carrying value of the investments.

4 Operating profit

The company had no employees, other than the directors, during the year (2016: 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 (2016: £nil) to the company in respect of these services.

The audit fee in respect of the company was £1,051 for the year (2016: £1,025), and has been borne by the company's subsidiary Priorgate Limited and not recharged to the company.

5 Interest receivable and similar income

	2017 £ 000	2016 £ 000
Interest receivable on loans from group undertakings	306	307

6 Interest payable and similar charges

	2017 £ 000	2016 £ 000
Interest payable on loans from group undertakings	306	307

7 Tax on profit on ordinary activities

(a) Tax expense included in profit or loss

	2017 £ 000	2016 £ 000
Tax on profit/(loss) on ordinary activities	-	-

Priorgate Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

7 Taxation (continued)

(b) Reconciliation of tax charge

The tax on profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK (2016: lower than the standard rate of corporation tax in the UK) of 20% (2016: 20%).

The differences are reconciled below:

	2017 £ 000	2016 £ 000
Profit before tax	152	262
Corporation tax at standard rate	-	52
Income not subject to tax	(30)	(52)
Total tax credit	(30)	-

(c) Tax rate changes

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

8 Investments

	2017 £ 000	2016 £ 000
Investments in subsidiaries and related undertakings	2,267	2,267

	Equity £ 000	Subordinated debt £ 000	Total £ 000
Cost and net book value:			
At 1 April 2016	10	2,257	2,267
Debt repayments	-	-	-
At 31 March 2017	10	2,257	2,267

The Company's investment represents its 100% shareholding in Priorgate Limited, a company registered at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

The subordinated loan note repayments commenced in March 2006. The repayment of the subordinated loan notes was accelerated in the year ended 31 March 2011 by the payment of £250,000 of the outstanding principal. As such the next payment is not now due until the year ending March 2018. These loan notes are subordinated to the right of payment of senior debt providers with an interest rate fixed at 13.29% per annum.

Priorgate Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

9 Debtors: Amounts falling due within one year

	2017 £ 000	2016 £ 000
Amounts owed by group undertakings	<u>127</u>	<u>128</u>

10 Creditors

	Note	2017 £ 000	2016 £ 000
Due within one year			
Subordinated debt	11	52	-
Amounts owed to group undertakings	14	<u>127</u>	<u>128</u>
		<u>179</u>	<u>128</u>
Due after one year			
Subordinated debt	11	<u>2,205</u>	<u>2,257</u>

11 Loans and borrowings

	2017 £ 000	2016 £ 000
Loans and borrowings falling due within one year		
Subordinated debt	<u>52</u>	<u>-</u>

	2017 £ 000	2016 £ 000
Loans and borrowings falling due between one and five years		
Subordinated debt	<u>319</u>	<u>52</u>

	2017 £ 000	2016 £ 000
Loans and borrowings falling due after more than five years		
Subordinated debt	<u>1,885</u>	<u>2,205</u>

The subordinated loan note repayments commenced in March 2006. The repayment of the subordinated loan notes was accelerated in the year ended 31 March 2011 by the payment of £250,000 of the outstanding principal. As such the next payment is not now due until the year ending March 2018. These loan notes are subordinated to the right of payment of senior debt providers with an interest rate fixed at 13.29% per annum.

Priorgate Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

12 Share capital

Allotted, called up and fully paid shares

	2017		2016	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £1 each	<u>10</u>	<u>10</u>	<u>10</u>	<u>10</u>

13 Dividends

	2017 £ 000	2016 £ 000
Dividends paid of £15.17 (2016: £26.20) per ordinary share	<u>152</u>	<u>262</u>

14 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.

15 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.

Priorgate Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

16 Subsidiary and related undertakings

The company holds investments in the following undertakings incorporated in the UK:

Subsidiary and related undertakings	Activities	Percentage of ordinary shares held
Subsidiary undertakings		
Priorgate Limited	Project company	100%

The registered office for the companies shown above is: Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.