

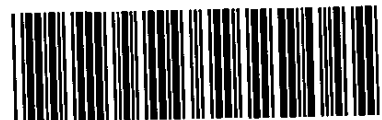
Partnerships in Care Property 3 Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2022

Registration number: 05406109

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Partnerships in Care Property 3 Limited

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Partnerships in Care Property 3 Limited

Company Information

Directors David Hall

Jim Lee

Company secretary David Hall

Registered office Fifth Floor
80 Hammersmith Road
London
W14 8UD

Partnerships in Care Property 3 Limited

Strategic Report for the Year Ended 31 December 2022

The directors present their strategic report for the year ended 31 December 2022.

Principal activity

The principal activity of the company is a property holding company.

Fair review of the business

The results for the year are set out in the profit and loss account on page 5 and the position of the company as at the year end is set out in the balance sheet on page 7.

The company's management is satisfied with the performance for the year, and is committed to a continued growth strategy.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Priory Group UK 1 Limited, an intermediate parent of the company, is discussed in the group's financial statements which includes the company and does not form part of this report.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principle risks and uncertainties of Priory Group UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Statement on Section 172(1)

The following Section 172 statement, which is required by the Companies Act 2006, describes how the directors have had regard to the matters set out in Section 172(1a to 1f) including key decisions and matters that are of strategic importance to the company. The Directors, in line with their duties under Section 172 of the Companies Act 2006, act in a way they consider, in good faith would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term.

From the perspective of the company, decisions and policies relating to Section 172(1) are determined at group level and applied to the company, where relevant, by the Directors. Accordingly, further details in relation to how the directors have engaged with suppliers, customers, employees and other stakeholders are included in the financial statements of Priory Group UK 1 Limited, an intermediate parent of the company, which includes the company and does not form part of this report.

Approved and authorised by the Board on 31 July 2023 and signed on its behalf by:

Dave Hall

.....
David Hall
Company secretary and director

Partnerships in Care Property 3 Limited

Directors' Report for the Year Ended 31 December 2022

The directors present their report and the financial statements for the year ended 31 December 2022.

This report should be read in conjunction with the strategic report on page 2. The company has chosen in accordance with Section 414C(ii) of the Companies Act 2006 to set out in the strategic report the following which the directors believe to be of strategic importance:

- Business review;
- Principal risks and uncertainties; and
- Statements in relation to how directors have engaged with employees, suppliers, customers and others in a business relationship with the company

Directors of the company

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

David Hall - Company secretary and director

Jim Lee

The directors do not recommend the payment of a final dividend (2021: £nil). No dividends were paid during the year (2021: £nil).

Financial instruments

The company's operations mean that it is exposed to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The directors monitor the risks in order to limit the adverse effects on the financial performance by reviewing levels of debt finance and the related finance costs, however these are integrated with the risks of the group and not managed separately. Accordingly, the financial risk management policies of Priory Group UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Future developments

The future developments of the company are aligned to the strategy of the UK group, headed by Priory Group UK 1 Limited. The group's strategy for the future development of the business is included in the group's financial statements, which do not form part of this report.

Going concern

The intermediate parent company, Priory Group UK 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Approved and authorised by the Board on 31 July 2023 and signed on its behalf by:

David Hall

.....
David Hall
Company secretary and director

Partnerships in Care Property 3 Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards 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.

Partnerships in Care Property 3 Limited

Profit and Loss Account for the Year Ended 31 December 2022

	Note	2022 £ 000	2021 £ 000
Turnover	3	121	121
Cost of sales		<u>(30)</u>	<u>(30)</u>
Operating profit	4	<u>91</u>	<u>91</u>
Profit before tax		91	91
Taxation	6	<u>(85)</u>	<u>(705)</u>
Profit/(loss) for the financial year		<u>6</u>	<u>(614)</u>

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

Partnerships in Care Property 3 Limited

Statement of Comprehensive Income for the Year Ended 31 December 2022

	2022 £ 000	2021 £ 000
Profit/(loss) for the year	<u>6</u>	<u>(614)</u>
Total comprehensive income for the year	<u>6</u>	<u>(614)</u>

Partnerships in Care Property 3 Limited

(Registration number: 05406109)

Balance Sheet as at 31 December 2022


	Note	2022 £ 000	2021 £ 000
Fixed assets			
Tangible fixed assets	7	2,659	2,689
Current assets			
Debtors	8	6,957	6,898
Creditors: Amounts falling due within one year	9	<u>(92)</u>	<u>(62)</u>
Net current assets		<u>6,865</u>	<u>6,836</u>
Total assets less current liabilities		9,524	9,525
Creditors: Amounts falling due after more than one year	9	(3,224)	(3,224)
Provisions for liabilities	6	<u>(657)</u>	<u>(664)</u>
Net assets		<u>5,643</u>	<u>5,637</u>
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account		<u>5,643</u>	<u>5,637</u>
Total equity		<u>5,643</u>	<u>5,637</u>

For the financial year ending 31 December 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved and authorised by the Board on 31 July 2023 and signed on its behalf by:


.....
Jim Lee
Director

Partnerships in Care Property 3 Limited

Statement of Changes in Equity for the Year Ended 31 December 2022

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2022	-	5,637	5,637
Profit for the year	-	6	6
Total comprehensive income	-	6	6
At 31 December 2022	-	5,643	5,643

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2021	-	6,251	6,251
Loss for the year	-	(614)	(614)
Total comprehensive income	-	(614)	(614)
At 31 December 2021	-	5,637	5,637

Partnerships in Care Property 3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022

1 General information

The company is a private company limited by share capital, incorporated in United Kingdom.

The address of its registered office is:

Fifth Floor
80 Hammersmith Road
London
W14 8UD
United Kingdom

These financial statements were authorised for issue by the Board on 31 July 2023.

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 United Kingdom and Republic of Ireland and the Companies Act 2006'.

Basis of preparation

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

Summary of disclosure exemptions

The principle disclosure exemptions adopted by the company in accordance with FRS 102 are as follows:

- Statement of cash flows;
- Certain financial instrument disclosures;
- Disclosure of key management personnel compensation;
- Disclosures in respect of related party transactions entered into between fellow group companies (the company has no other related party transactions); and
- Roll-forward reconciliations in respect of share capital and tangible fixed assets.

Going concern

The intermediate parent company, Priory Group UK 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Partnerships in Care Property 3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Judgements

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period then ended. Management bases its estimates on historical experience and various other assumptions that are considered to be reasonable in the particular circumstances. Actual results may differ from these estimates.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:
The amount of revenue can be reliably measured;
it is probable that future economic benefits will flow to the entity;
and specific criteria have been met for each of the company's activities.

Tax

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

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 taxable income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tangible fixed assets

Tangible fixed assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible fixed assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Freehold buildings	over 50 years
Fixtures and fittings	over 3 to 16 years
Motor vehicles	over the shorter of the lease term and 4 years

Partnerships in Care Property 3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Leases

Where assets are held for use in operating leases they are recorded as fixed assets and rental income is recognised on a straight-line basis over the period of the lease.

Debtors

Debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the profit and loss account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

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.

3 Turnover

The analysis of the company's Turnover for the year from continuing operations is as follows:

	2022	2021
	£ 000	£ 000
Rental income from investment property	<u>121</u>	<u>121</u>

4 Operating profit

Arrived at after charging/(crediting)

	2022	2021
	£ 000	£ 000
Depreciation expense	<u>30</u>	<u>30</u>

Partnerships in Care Property 3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022 (continued)

5 Directors' remuneration

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts have been recharged to the company in respect of the directors' services and the directors do not believe that it is practical to allocate these costs between group companies.

6 Taxation

Tax charged/(credited) in the profit and loss account

	2022 £ 000	2021 £ 000
Current taxation		
UK corporation tax	92	62
Deferred taxation		
Arising from origination and reversal of timing differences	(7)	643
Tax expense in the income statement	85	705

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - higher than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

	2022 £ 000	2021 £ 000
Profit before tax	91	91
Corporation tax at standard rate	17	17
Deferred tax (credit)/expense relating to changes in tax rates or laws	(1)	160
Deferred tax expense from unrecognised temporary difference from a prior period	-	489
Tax increase from transfer pricing adjustments	69	39
Total tax charge	85	705

Finance Bill 2021 was substantively enacted on 24 May 2021; this legislation increases the main rate of corporation tax to 25% with effect from 1 April 2023. The deferred tax liability has been calculated at 25% (2021: 25%), reflecting the period in which the temporary differences that give rise to deferred tax will reverse.

Partnerships in Care Property 3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022 (continued)

6 Taxation (continued)

Deferred tax

Deferred tax assets and liabilities

2022

Fixed asset timing differences

Liability
£ 000

(657)

(657)

2021

Fixed asset timing differences

Liability
£ 000

(664)

(664)

7 Tangible fixed assets

Cost or valuation

At 1 January 2022

**Land and
buildings**
£ 000

Total
£ 000

3,277

3,277

At 31 December 2022

3,277

3,277

Depreciation

At 1 January 2022

588

588

Charge for the year

30

30

At 31 December 2022

618

618

Carrying amount

At 31 December 2022

2,659

2,659

At 31 December 2021

2,689

2,689

Partnerships in Care Property 3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022 (continued)

8 Debtors

	2022 £ 000	2021 £ 000
Amounts owed by related parties	<u>6,957</u>	<u>6,898</u>
Total current trade and other debtors	<u>6,957</u>	<u>6,898</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

9 Creditors

	2022 £ 000	2021 £ 000
Due within one year		
Income tax liability	<u>92</u>	<u>62</u>
Due after one year		
Loans and borrowings	<u>3,224</u>	<u>3,224</u>

10 Share capital

Allotted, called up and fully paid shares

	No.	2022 £	No.	2021 £
Ordinary shares of £1 each	<u>3</u>	<u>3</u>	<u>3</u>	<u>3</u>

11 Loans and borrowings

	2022 £ 000	2021 £ 000
Non-current loans and borrowings		
Other borrowings	<u>3,224</u>	<u>3,224</u>

The above amount is in respect of an inter-company loan with Partnerships in Care Property 1 Limited. The loan is non-interest bearing and repayable on the disposal of property owned by the Company, which the directors expect to be in more than one year.

Partnerships in Care Property 3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2022 (continued)

12 Parent and ultimate parent undertaking

The company's immediate parent is Partnerships in Care Investments 2 Limited, incorporated in the United Kingdom.

The ultimate parent is Rehab and Mental Healthcare Group B.V., incorporated in the Netherlands.

The parent of the largest group in which these financial statements are consolidated is Median B.V., incorporated in the Netherlands

The address of Median B.V. is:

Basisweg 10, 1043 AP, Amsterdam, the Netherlands.

The parent of the smallest group in which these financial statements are consolidated is Priory Group UK 1 Limited, incorporated in United Kingdom

The address of Priory Group UK 1 Limited is:

Fifth Floor, 80 Hammersmith Road, London, W14 8UD, United Kingdom.

The ultimate controlling party is considered to be Waterland Private Equity by virtue of the company's ultimate parent company being majority owned by funds under the ownership and control of Waterland Private Equity.