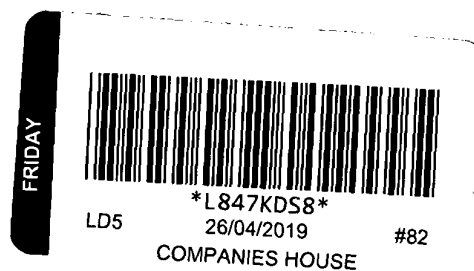


Registered number: 06574638

**STAG PCT (PROJECTCO) LIMITED.**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2018**



**STAG PCT (PROJECTCO) LIMITED**

**COMPANY INFORMATION**

<b>Directors</b>	C S E Douglass P J Sheldrake (resigned 25 April 2018) R A M Gillespie (appointed 26 April 2018)
<b>Company secretary</b>	G B Bucur
<b>Registered number</b>	06574638
<b>Registered office</b>	5th Floor 120 Aldersgate Street London EC1A 4JQ

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**STAG PCT (PROJECTCO) LIMITED**

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**STAG PCT (PROJECTCO) LIMITED**

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**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2018**

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**Principal activities and business review**

The principal activities of the company are the design, construction, financing and operation of a Primary Care and Community Centre (the "Centre") for a period of a twenty-five years pursuant to and in accordance with the terms of an agreement with NHS Property Services Limited (formerly with the South Tyneside Primary Care Trust). This agreement together with a loan facilities agreement, a construction contract, a facilities management contract and other related contracts was signed on 29 July 2008. A further agreement, dated 16 March 2010, was entered into in respect of a major variation relating to the internal configuration of the property. This was funded by the South Tyneside Primary Care Trust. Construction of the facility commenced in July 2008 and was completed in June 2010.

With effect from 1 April 2013, Primary Care Trusts ceased to exist and a statutory transfer order transferred all assets, liabilities and obligations to a new body, NHS Property Services Limited. This transfer has had no effect on the operation of the Centre or STAG PCT (Projectco) Limited.

The profit and loss account is set out on page 9 and related to the operating activities during the year. A final dividend of £190,000 was paid in 2018 (2017: £147,000).

The directors consider the performance of the company during the year, the financial position at the end of the year and its prospects for the future to be satisfactory.

**Going Concern**

The company has net liabilities of £2,864,000 (2017: £2,435,000) which includes the fair value of the interest rate swaps of £8,265,000 (2017: £7,456,000) within liabilities and RPI swap of £3,483,000 (2017: £3,197,000) within assets and net current assets of £23,670,000 (2017: £23,880,000) including cash of £419,000 (2017: £649,000) at 31 December 2018.

The directors have reviewed the future liquidity requirements and have considered the cash flow forecasts of the company. The company produces long-term financial forecasts which show the company is able to operate and meet its financial obligations as they fall due, including compliance with all loan covenants. Based on their review and the future business prospects of the company, despite the current economic conditions the directors believe the company will be able to meet its liabilities as they fall due.

The directors have a reasonable expectation that the company has adequate resources and financial support from its parent undertakings to continue in operations existence for the foreseeable future. Thus it continues to adopt the going concern basis in preparing the annual financial statements.

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## **STAG PCT (PROJECTCO) LIMITED**

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### **STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018**

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#### **Principal risks and uncertainties**

The company's principal activity as detailed above is risk adverse as its trading relationships with its customer, funders and sub-contractors are determined by the terms of their respective detailed contracts. The financial risks and the measures taken to mitigate them are as detailed in the following section:

##### **Credit risk**

The company receives its revenue from a UK government body and therefore is not exposed to significant credit risk. The company draws funding, invests cash and enters into interest rate swap agreements with financial institutions. The credit quality of these institutions is reviewed by the directors on a regular basis. As such the company's exposure to credit risk is reduced. Credit risk is generated through the overall performance risk of the project, deterioration of which might result in non-payment from the counterparty. The performance risk is mitigated via monitoring the progress of the project.

##### **Inflation risk**

The company's project revenue, operating and lifecycle costs are linked to a base RPI inflation indexation number at the inception of the project. An RPI hedge is in place to fix indexation on an element of the company's project revenue. This is a swap agreement based on a fixed RPI of 3.73% per annum from 30 September 2010 until 31 March 2035. The fair value of this financial instrument at 31 December 2018 was an asset of £3,483,000 (2017: £3,197,000).

##### **Insurance risk**

The company is exposed to the conditions prevailing in the insurance market at each renewal date. The directors manage this through close monitoring of the claims record of the project and through employing experienced broking organisations to obtain competitive insurance terms.

##### **Interest rate risk**

The company hedges its interest rate risk at the inception of the project by swapping its variable rate debt into a fixed rate by the use of an interest rate swap. This swap agreement is based on a fixed rate at 5.03% per annum 29 July 2008 until 31 March 2035. The fair value of this financial instrument at 31 December 2018 was a liability of £8,265,000 (2017: £7,456,000).

##### **Lifecycle risk**

The company has adopted a cautious approach to liquidity management by endeavouring to maintain sufficient cash and liquid resources to meet its obligations as they fall due.

##### **Solvency and performance of sub-contractors**

The main supplier to the SPV is in relation to the Facilities Management contract. The risks associated with this contract are mitigated as it is on a fixed term at a fixed cost per annum, only increasing in line with inflation. Additionally the credit and performance risk of the Facilities Management contract supplier is monitored on a regular basis to ensure that the services are delivered on a continuing timely basis to the appropriate standard. Should service issues develop, the SPV would seek to resolve through contractual provisions and ultimately the SPV has the right to terminate the contract by serving notice and consequently putting in place an alternative contract supplier.

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**STAG PCT (PROJECTCO) LIMITED**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2018**

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**Key performance indicators**

The company's operations are managed under the supervision of its shareholders and funders and are largely determined by the detailed terms of the contract which stipulates the monitoring of the key performance criteria on operational activities detailed in the following section:

**Progress of the operations**

The company monitors the operational performance by comparing it with the operational financial model. In respect of the year ended 31 December 2018 the company's operational performance against this measure was considered to be satisfactory.

**Financial performance**

The company has modelled the anticipated financial outcome of the project across its full term. The company monitors actual financial performance against anticipated performance. Income and expenditure for the year ended 31 December 2018, which are based on long-term contracts, have been in line with the directors' expectations.

**Safety performance**

The company is committed to providing a safe environment for its sub-contractors and those impacted by its activities. Safety reports are provided at each board meeting. Appropriate action is taken where necessary in order to ensure that all matters raised are fully resolved and are compliant with safety regulations. During the year ended 31 December 2018 the safety performance of the company's sub-contractors was considered satisfactory.

This report was approved by the board on

26/04/2019

and signed on its behalf.

  
**R A M Gillespie**  
Director

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## **STAG PCT (PROJECTCO) LIMITED**

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### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018**

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The Directors present their report and the financial statements for the year ended 31 December 2018.

#### **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 elected to prepare 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'. 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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.

#### **Directors**

The Directors who served during the year were:

C S E Douglass

P J Sheldrake (resigned 25 April 2018)

R A M Gillespie (appointed 26 April 2018)

#### **Qualifying third party indemnity provisions**

The directors of STAG PCT (Projectco) Limited have qualifying third party indemnity provisions put in place through other companies of which they are also directors.

#### **Disclosure of information to auditors**

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

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are 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 auditors are aware of that information.

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**STAG PCT (PROJECTCO) LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2018**

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**Auditors**

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

**Small companies note**

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 26/04/2019 and signed on its behalf.

  
R A M Gillespie  
Director



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**STAG PCT (PROJECTCO) LIMITED**

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**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF STAG PCT (PROJECTCO) LIMITED**

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**Opinion**

We have audited the financial statements of STAG PCT (Projectco) Limited (the 'Company') for the year ended 31 December 2018, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes, 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 31 December 2018 and of its loss 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements 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 financial statements 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 Auditors' 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

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**STAG PCT (PROJECTCO) LIMITED**

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**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF STAG PCT (PROJECTCO) LIMITED  
(CONTINUED)**

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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 required to report that fact.

We have nothing to report in this regard.

**Opinion 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

**Responsibilities of directors**

As explained more fully in the Directors' responsibilities statement 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, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements 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.

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**STAG PCT (PROJECTCO) LIMITED**

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**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF STAG PCT (PROJECTCO) LIMITED  
(CONTINUED)**

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**Auditors' 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 Auditors' 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditors' 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.

**BDO LLP**

Paul Bailey (Senior statutory auditor)

for and on behalf of  
**BDO LLP**

55 Baker Street  
London

W1U 7EU

Date: 26 April 2019

**STAG PCT (PROJECTCO) LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £000	2017 £000
Turnover	2	585	493
<b>Gross profit</b>		<u>585</u>	<u>493</u>
Administrative expenses		(345)	(318)
<b>Operating profit</b>		<u>240</u>	<u>175</u>
Interest receivable and similar income	5	1,251	1,273
Interest payable and expenses	6	(1,178)	(1,188)
<b>Profit before tax</b>		<u>313</u>	<u>260</u>
Tax on profit	7	(119)	(50)
<b>Profit for the financial year</b>		<u>194</u>	<u>210</u>
<b>Other comprehensive income for the year</b>			
Movement in cash flow hedges		(522)	611
Deferred tax on movement in cash flow hedges		89	(153)
<b>Other comprehensive income for the year</b>		<u>(433)</u>	<u>458</u>
<b>Total comprehensive income for the year</b>		<u>(239)</u>	<u>668</u>

The notes on pages 13 to 26 form part of these financial statements.

All amounts above related to ongoing activities.

**STAG PCT (PROJECTCO) LIMITED**  
**REGISTERED NUMBER: 06574638**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2018**

	Note	2018 £000	2017 £000
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	9	23,624	23,761
Debtors: amounts falling due within one year	9	690	439
Cash at bank and in hand	10	419	649
		<u>24,733</u>	<u>24,849</u>
Creditors: amounts falling due within one year	11	(1,063)	(969)
<b>Net current assets</b>		<u>23,670</u>	<u>23,880</u>
<b>Total assets less current liabilities</b>		<u>23,670</u>	<u>23,880</u>
Creditors: amounts falling due after more than one year	12	(26,534)	(26,315)
<b>Net liabilities</b>		<u>(2,864)</u>	<u>(2,435)</u>
<b>Capital and reserves</b>			
Called up share capital	16	700	700
Profit and loss account	17	405	401
Hedging reserve	17	(3,969)	(3,536)
		<u>(2,864)</u>	<u>(2,435)</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26/04/2019

  
**R A M Gillespie**  
 Director

The notes on pages 13 to 26 form part of these financial statements.

**STAG PCT (PROJECTCO) LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Other reserves	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2018	700	(3,536)	401	(2,435)
<b>Comprehensive income for the year</b>				
Profit for the year	-	-	194	194
Taxation in respect of items of other comprehensive income	-	89	-	89
Hedge effective portion of change in fair value designated hedging	-	(522)	-	(522)
<b>Other comprehensive income for the year</b>	-	(433)	-	(433)
<b>Total comprehensive income for the year</b>	-	(433)	194	(239)
Dividends: Equity capital	-	-	(190)	(190)
<b>Total transactions with owners</b>	-	-	(190)	(190)
<b>At 31 December 2018</b>	<b>700</b>	<b>(3,969)</b>	<b>405</b>	<b>(2,864)</b>

The notes on pages 13 to 26 form part of these financial statements.

**STAG PCT (PROJECTCO) LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Called up share capital	Other reserves	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2017	700	(3,994)	338	(2,956)
<b>Comprehensive income for the year</b>				
Profit for the year	-	-	210	210
Taxation in respect of items of other comprehensive income	-	(153)	-	(153)
Hedge effective portion of change in fair value designated hedging	-	611	-	611
<b>Other comprehensive income for the year</b>	-	458	-	458
<b>Total comprehensive income for the year</b>	-	458	210	668
Dividends: Equity capital	-	-	(147)	(147)
<b>Total transactions with owners</b>	-	-	(147)	(147)
<b>At 31 December 2017</b>	<b>700</b>	<b>(3,536)</b>	<b>401</b>	<b>(2,435)</b>

The notes on pages 13 to 26 form part of these financial statements.

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## **STAG PCT (PROJECTCO) LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

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#### **1. Accounting policies**

##### **1.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company is a limited liability (by shares) company, with its registered office at 5th Floor, Aldesgate Street, London, England, incorporated in the United Kingdom.

The Company has taken advantage of its exemption to prepare a Cash Flow statement.

The following principal accounting policies have been applied:

##### **1.2 Going concern**

The company has net liabilities of £2,864,000 (2017: £2,435,000) which includes the fair value of the interest rate swaps of £8,265,000 (2017: £7,456,000) within liabilities and RPI swap of £3,483,000 (2017: £3,197,000) within assets and net current assets of £23,670,000 (2017: £23,880,000) including cash of £419,000 (2017: £649,000) at 31 December 2018.

The directors have reviewed the future liquidity requirements and have considered the cash flow forecasts of the company. The company produces long-term financial forecasts which show the company is able to operate and meet its financial obligations as they fall due, including compliance with all loan covenants. Based on their review and the future business prospects of the company, despite the current economic conditions the directors believe the company will be able to meet its liabilities as they fall due.

The directors have a reasonable expectation that the company has adequate resources and financial support from its parent undertakings to continue in operations existence for the foreseeable future. Thus it continues to adopt the going concern basis in preparing the annual financial statements.

##### **1.3 Service concessions**

The service concession of the company has been assessed to be within the scope of Section 34 of FRS 102. As the company has the unconditional right to receive a specified or determinable amount of cash or another financial asset from or at the direction of the grantor, the asset provided under the concession arrangement is accounted for as a financial asset.



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## **STAG PCT (PROJECTCO) LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

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#### **1. Accounting policies (continued)**

##### **1.4 Financial instruments**

The company has chosen to adopt the recognition and measurement provisions of Section 11 and 12 of FRS 102 for financial instruments. The financial assets including PFI receivables held by the company are basic financial instruments as defined by Section 11 of FRS 102 and they are classified as loans and receivable: financial assets arising from the sale of goods or the rendering of services in the ordinary course of the company's business, or financial assets which, not having commercial substance, are not equity instruments or derivatives, have fixed or determinable payments are not traded in an active market.

The financial asset is stated at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset.

Loans and receivable are subsequently measured at amortised cost.

The company derecognises a financial asset when it expires or when the rights to the cash flows from the financial asset have been transferred and substantially all the risks and rewards of ownership of the financial asset have been transferred.

##### **1.5 Financial liabilities**

Financial liabilities are classified as other financial liabilities and arise from the purchase of goods or services and loans in the normal course of the company's business and those which, not having commercial substance, cannot be classified as derivative financial instruments.

Other financial liabilities are initially recognised at the fair value of the consideration received, adjusted by the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost.

The company derecognises financial liabilities when the obligations giving rise to them cease to exist.

##### **1.6 Equity instruments**

An equity instrument represents a residual interest in the assets of the company after deducting all of its liabilities.

Capital instruments issued by the company are recognised in equity at the proceeds received, net of issue costs.

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**STAG PCT (PROJECTCO) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

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**1. Accounting policies (continued)**

**1.7 Revenue and expense recognition**

Construction phase - Revenue is recognised based on the fair value of work completed in the period in accordance with section 23 of FRS 102. This has been determined to be historical cost.

Operational phase - Income received in respect of the service concession is allocated between revenue, and capital repayment of and interest income on the PFI financial asset using the effective interest rate method, which is determined to be 6.20% per annum. This estimated has been based on the WACC of the project and is applied to the carrying value on a quarterly basis.

Additional third party revenue arising are recognised in accordance with the contractual terms as services are performed.

Revenue and expenses are recognised on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises. Revenue is measured at the fair value of the consideration received, net of discounts and taxes.

**1.8 Interest payable and similar charges**

Interest payable on bank borrowings and similar charges are expensed to profit or loss as incurred.

**1.9 Interest receivable and similar income**

Interest receivable on the PFI financial asset is determined using the effective interest rate method and interest receivable on bank and deposit account is credited to profit or loss as earned.

**1.10 Finance costs**

Finance costs are charged to the Profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

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## STAG PCT (PROJECTCO) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

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#### 1. Accounting policies (continued)

##### 1.11 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Profit or loss, except that a charge 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 balance sheet 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 reporting date, except that:

- 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
- 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 balance sheet date.

Deferred tax asset balances are not discounted.

##### 1.12 Derivative financial instruments

The company uses derivative financial instruments to reduce exposure interest and RPI rate movements. The company does not hold or issue derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

##### 1.13 Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, an entity estimates the fair value by using a valuation technique.

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## STAG PCT (PROJECTCO) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

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#### 1. Accounting policies (continued)

##### 1.14 Hedge accounting

The company designates certain derivatives as hedging instruments in respect of variable interest rate risk of the cash flows associated with recognised debt instruments measured at amortised cost. The company has also entered into RPI swaps to hedge the potential volatility in future revenue cash flow arising from movements in RPI.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with the clear identification of the risk in the hedged item that is being hedged by the hedging instruments. Furthermore, at the inception of the hedge and on an ongoing basis the company assesses whether the hedging instrument is highly effective in offsetting the designated hedged risk.

The effective portion of changes in the fair value of the designated hedging instrument is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

Hedge accounting is discontinued when the company revoked the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any gain or loss accumulated in equity at that time is reclassified to profit or loss when the hedged item is recognised in profit or loss. When a forecast transaction is no longer expected to occur, any gain or loss that was recognised in other comprehensive income is reclassified immediately to profit or loss.

##### 1.15 Critical accounting estimates

In the application of the company's accounting policies, which are described in Note 1, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The critical accounting judgements and key sources of estimation uncertainty are namely revenue recognition accounted for in line with Section 23 of FRS 102 as described at note 1.7, the accounting for the PFI asset as financial asset in line with Section 34 of FRS 102 as described at note 1.3, the accounting for the PFI financial asset as basic financial instruments in line with Section 11 of FRS 102 as described at note 1.4, the fair value measurement of derivatives as described at note 13 and the application of hedge accounting as described at note 1.14. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is reviewed if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

RPI swaps and interest rate swaps are valued by a third party using a pricing model. The values were calculated at the mid-point of the relevant yield curve and do not reflect (i) any bid/offer spread customary for these transactions, and (ii) other factors which may affect value, including, without limitation, or portfolio configuration, credit policies and prevailing market factors as well as general business consideration. The RPI-linked swap is a structured product and valuations of this type of product can differ significantly between different valuers (market-makers/banks and third party valuation firms) due to variations in the subjective market data inputs.

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**STAG PCT (PROJECTCO) LIMITED**

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**2. Turnover**

	2018 £000	2017 £000
Turnover	570	443
Pass through income	15	50
	<u>585</u>	<u>493</u>

All turnover arose within the United Kingdom.

**3. Operating profit**

The following costs were incurred during the year.

	2018 £000	2017 £000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>11</u>	<u>11</u>

**4. Employees**

There were no employees during the year (2017: none). The directors have no contract of service with the company (2017: none). Amounts payable to third parties in respect of directors' services totalled £25,000 (2017: £23,000).

**5. Interest receivable**

	2018 £000	2017 £000
Financial asset interest receivable	1,251	1,273
	<u>1,251</u>	<u>1,273</u>

**STAG PCT (PROJECTCO) LIMITED**

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**6. Interest payable and similar expenses**

	2018 £000	2017 £000
Bank interest payable	1,017	1,022
Bank commitment fees	7	3
Amortisation of issue costs	7	7
Loan stock interest costs	147	156
	<u>1,178</u>	<u>1,188</u>

**7. Taxation**

	2018 £000	2017 £000
<b>Corporation tax</b>		
Current tax on profits for the year	59	50
Adjustments in respect of previous periods	(74)	-
	<u>(15)</u>	<u>50</u>
<b>Total current tax</b>	<u>(15)</u>	<u>50</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	134	-
<b>Total deferred tax</b>	<u>134</u>	<u>-</u>
<b>Taxation on profit on ordinary activities</b>	<u>119</u>	<u>50</u>
<i>Corporation tax recognised in other comprehensive income</i>		

Deferred tax credit recognised on derivative financial instruments in the year amounted to £89,000 (2017: tax charge £153,000) which is included in other comprehensive income.

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**STAG PCT (PROJECTCO) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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**7. Taxation (continued)**

**Factors affecting tax charge for the year**

The tax assessed for the year is the same as (2017 - the same as) the standard rate of corporation tax in the UK of 19% (2017 - 19.25%) as set out below:

	2018 £000	2017 £000
Profit on ordinary activities before tax	313	260
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	59	50
<b>Effects of:</b>		
Adjustments to tax charge in respect of prior periods	(74)	-
Other timing differences leading to an increase (decrease) in taxation	134	-
<b>Total tax charge for the year</b>	<b>119</b>	<b>50</b>

**Factors that may affect future tax charges**

Reductions in the rate of corporation tax to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were substantively enacted in September 2016. The deferred tax asset at 31 December 2018 has been calculated based on these rates.

**8. Dividends**

	2018 £000	2017 £000
Dividends paid £0.2712 per share (2017: £0.2098 per share)	190	147
	<b>190</b>	<b>147</b>

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**9. Debtors**

	2018 £000	2017 £000
<b>Due after more than one year</b>		
Financial asset	19,977	20,355
Deferred tax asset	164	209
Derivative fair value (inflation/RPI swap)	3,483	3,197
	<u>23,624</u>	<u>23,761</u>

The company has entered into an RPI swap contract to hedge its exposure to inflation. Receipts and payments on RPI instruments are recognised on an accrual basis, over the life of the instrument. The RPI swap matures in March 2035. The fair value of the RPI swap as at 31 December 2018 gives rise to an asset of £3,483,000 (2017: £3,197,000). The change in fair value in the period was an increase of £286,000 (2017: decrease of £35,000) with the entire charge being recognised in other comprehensive income as the swaps were 100% effective cash flow hedges.

The fair values of the interest rate swaps have been determined by reference to prices available from the markets on which the instruments involved are traded.

	2018 £000	2017 £000
<b>Due within one year</b>		
Trade debtors	206	-
Other debtors	31	36
Financial asset	453	403
	<u>690</u>	<u>439</u>

**10. Cash and cash equivalents**

	2018 £000	2017 £000
Cash at bank and in hand	419	649
	<u>419</u>	<u>649</u>



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**11. Creditors: Amounts falling due within one year**

	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Bank borrowings	477	368
Trade creditors	32	21
Corporation tax	39	53
Social security and other taxes	87	92
Other borrowings (including accrued interest)	85	64
Accruals and deferred income	343	371
	<b>1,063</b>	<b>969</b>

**12. Creditors: Amounts falling due after more than one year**

	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Bank borrowings	17,024	17,501
Other loans	1,245	1,358
Derivative fair value	8,265	7,456
	<b>26,534</b>	<b>26,315</b>

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**13. Loans**

Analysis of the maturity of loans is given below:

	2018 £000	2017 £000
<b>Amounts falling due within one year</b>		
Bank loans	477	368
Other loans	85	64
	<hr/> 562	<hr/> 432
<b>Amounts falling due 1-2 years</b>		
Bank loans	615	477
Other loans	112	85
	<hr/> 727	<hr/> 562
<b>Amounts falling due 2-5 years</b>		
Bank loans	1,999	2,054
Other loans	406	390
	<hr/> 2,405	<hr/> 2,444
<b>Amounts falling due after more than 5 years</b>		
Bank loans	14,411	14,970
Other loans	727	883
	<hr/> 15,138	<hr/> 15,853
	<hr/> 18,832	<hr/> 19,291

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**13. (continued)**

Bank borrowings relate to term loan facilities granted by the bank on 29 July 2008. The loan facility is for a total value of £23,349,000, comprising of a £14,772,000 senior term loan facility, a £4,850,000 RV facility, a £2,381,000 equity bridge facility, £1,030,000 debt service reserve facility and a £316,000 change in law facility. As at 31 December 2018 £17,613,000 (2017: £17,988,000) has been drawn comprising of £13,033,000 (2017: £13,408,000) senior term loan, £4,580,000 (2017: £4,580,000) RV facility, £nil (2017: £nil) equity bridge loan, £nil (2017: £nil) debt service reserve facility and £nil (2017: £nil) change in law facility. Loans issue costs in respect of these facilities have been deducted from the gross proceeds of the bank borrowings and are being amortised over the years of the facilities as part of the finance costs.

The senior term loan is repayable in six-monthly instalments commencing on 30 September 2010 and ending on 30 September 2034. The RV facility is repayable on 11 April 2035. Interest is charged on amounts drawn under the banking facilities based on floating LIBOR. The company has entered into interest hedging agreements to be applied to the expected future borrowings under the facilities. The hedging agreement in respect of the term loan fixed the interest rate at 5.025% until 31 March 2035.

The facilities are secured, by way of first fixed charge, over all of the assigned rights which the company and its parent, STAG PCT (Holdco) Limited, now has, its present and future interest in the securities and all other stocks, shares, debentures, bonds and other securities, all account monies, all benefits in respect of insurances, all book and other debts and other monies due, its present and future goodwill and its present and future uncalled capital. They are also secured by way of a floating charge over the whole of the charged assets being in the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the charger.

The company's parent company STAG PCT (Holdco) Limited has subscribed to £1,691,000 of Loan Stock. This loan is due for repayment, in instalments, on or before September 2034 and carried interest at a fixed rate of 10.5%.

**STAG PCT (PROJECTCO) LIMITED**

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**14. Financial instruments**

	2018 £000	2017 £000
<b>Financial assets</b>		
Financial assets measured at fair value through profit or loss	3,483	3,196
Debt instruments measured at amortised cost	21,080	21,443
	<u>24,563</u>	<u>24,639</u>
<b>Financial liabilities</b>		
Derivative financial instruments measured at fair value through profit or loss held as part of a trading portfolio	8,265	7,456
Other financial liabilities measured at fair value through profit or loss	19,310	20,198
	<u>27,575</u>	<u>27,654</u>

Financial assets measured at amortised cost comprise of trade and other debtors and financial assets.

Financial liabilities measured at amortised cost comprise of trade and other creditors, accruals, and loans.

The derivative is accounted for as a hedge of variable interest rate risks, in accordance with FRS 102 and has a fair value of a liability of £8,265,000 (2017: liability of £7,456,000) as at the year end date. The cash flows arising from the interest rate swaps will continue until their maturity in 2035, coincidental with the repayment of the term loans.

The fair values of the interest rate swap and the RPI swap have been determined by reference to prices available from the markets on which the instruments involved are traded.

**15. Deferred taxation**

	2018 £000	2017 £000
At beginning of year	209	362
Charged to other comprehensive income	89	(153)
Charged to Profit or Loss	(134)	-
<b>At end of year</b>	<u>164</u>	<u>209</u>

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**15. Deferred taxation (continued)**

The deferred tax asset is made up as follows:

	2018 £000	2017 £000
Accelerated capital allowances	(523)	(381)
Derivative financial instruments	813	724
Capital (gains)	(126)	(134)
	<u>164</u>	<u>209</u>

**16. Share capital**

	2018 £000	2017 £000
<b>Allotted, called up and fully paid</b>		
700,490 (2017 - 700,490) Ordinary shares of £1.00 each	<u>700</u>	<u>700</u>

**17. Reserves**

The following describes the nature of each reserve within equity:

**Other reserves**

Gains or losses on the effective portion of hedging instruments carried at fair value in a qualifying cash flow hedge.

**Profit and loss account**

All other net gains or losses and transactions with owners not recognised elsewhere.

**18. Related party transactions**

As a 100% subsidiary of STAG PCT (Holdco) Limited, the company has taken advantage of the exemption under section 33.1A of FRS 102 not to provide information on related party transactions with other undertakings within the STAG PCT (Holdco) Limited Group. The company does not have any other balances or transactions with other related parties.

**19. Parent undertakings**

The company's immediate parent company is STAG PCT (Holdco) Limited, a company incorporated in the United Kingdom and registered in England and Wales.

The company's ultimate parent and controlling entity is Equitix Fund II LP, an English limited partnership.