REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 FOR

PRACTICE PARTNERS LIMITED

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PRACTICE PARTNERS LIMITED

COMPANY INFORMATION for the Year Ended 31 December 2012

DIRECTORS:

R Laing

R G E Williams L Chumbley Mrs V Town

SECRETARY.

R G E Williams

REGISTERED OFFICE:

5 The Triangle Wildwood Drive Worcester Worcestershire WR5 2QX

REGISTERED NUMBER:

06599922 (England and Wales)

AUDITORS:

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Cornwall Court 19 Cornwall Street Birmingham West Midlands

B3 2DT

REPORT OF THE DIRECTORS for the Year Ended 31 December 2012

The directors present their report with the financial statements of the company for the year ended 31 December 2012

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of commercial long term business development partner within the general medical practice sector

REVIEW OF BUSINESS

During the year, the company continued to work with its clients to grow both their businesses and their patient list size

However in November 2012, the board decided that despite its commitment to the company's business model, it would be winding up it's long term management contracts with both clients. The company will remain trading into 2013 whilst delivering a consultancy services contract that has been in place since 2011.

The company continues to benefit from being part of the Prime group (the group), headed by Prime (UK) Holdings Plc The group has decided to write back the intercompany loan which will not be settled by on-going contracts, which has led to an exceptional item being credited to the Profit & Loss account All employees were either made redundant or transferred by TUPE to other group companies effective 1 January 2013

The company performs to key performance indicators as set by the parent company of the group, which are disclosed in the consolidated statements of that company

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2012 (2011 - £Nil)

RESEARCH AND DEVELOPMENT

Development costs have been capitalised within the balance sheet for the development period up to the signing of the first merger agreement on 1 June 2009 Development activities consist of design of partnering contracts and other intellectual property that can be used to grow the business

Due to the winding up of the contracts this asset was fully impaired on 16 November 2012

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2012 to the date of this report

R Laing R G E Williams L Chumbley Mrs V Town

Other changes in directors holding office are as follows

S S Basi - resigned 16 November 2012

FINANCIAL RISK MANAGEMENT

The company does not actively use financial instruments as part of its financial risk management. Its policy is to finance working capital through retained earnings and through intercompany borrowings on which the company is charged interest annually at fixed rates of 4% and 8%

The nature of its financial instruments means that they are not subject to price risk or liquidity risk

REPORT OF THE DIRECTORS for the Year Ended 31 December 2012

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted. Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

APPROVED BY THE BOARD AND SIGNED ON ITS BEHALF:

R G E Williams - Director-

Date 26 NIMBOH 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PRACTICE PARTNERS LIMITED

We have audited the financial statements of Practice Partners Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom. Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, 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). 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

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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

Paul Nott (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Birmingham

Date 26 March 2013

PROFIT AND LOSS ACCOUNT for the Year Ended 31 December 2012

	Notes	31 12 12 £	31 12 11 £
TURNOVER		147,637	154,238
Cost of sales		455	9,115
GROSS PROFIT		147,182	145,123
Administrative expenses		842,256	562,076
OPERATING LOSS	3	(695,074)	(416,953)
Exceptional items	4	2,075,000	
		1,379,926	(416,953)
Interest receivable and similar income		135	396
		1,380,061	(416,557)
Interest payable and similar charges	5	125,744	93,369
PROFIT/(LOSS) ON ORDINARY ACT BEFORE TAXATION	TIVITIES	1,254,317	(509,926)
Tax on profit/(loss) on ordinary activities	6	<u> </u>	
PROFIT/(LOSS) FOR THE FINANCIA	AL YEAR	1,254,317	(509,926)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit the current year and the loss for the previous year

BALANCE SHEET 31 December 2012

		31 12	12	31 12	11
	Votes	£	£	£	£
FIXED ASSETS	_				
Intangible assets	7 8		-		417,693
Tangible assets	8		14,571		36,339
			14,571		454,032
CURRENT ASSETS					
Debtors	9	19,515		20,563	
Cash at bank		5,441		20,309	
		24,956		40,872	
CREDITORS					
Amounts falling due within one year	10	53,624		81,736	
NET CURRENT LIABILITIES			(28,668)		(40,864)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			(14,097)		413,168
CREDITORS					
Amounts falling due after more than one year	11		11,773		1,693,355
NET LIABILITIES			(25,870)		(1,280,187)
					``==
CAPITAL AND RESERVES					
Called up share capital	13		95		95
Profit and loss account	14		(25,965)		(1,280,282)
SHAREHOLDERS' FUNDS	17		(25,870)		(1,280,187)
			 =		

The financial statements were approved and authorised for issue by the Board of Directors on 26 HECH 2013 and were signed on its behalf by

R Laing - Director

CASH FLOW STATEMENT for the Year Ended 31 December 2012

		31 12	12	31 12	11
	Notes	£	£	£	£
Net cash outflow from operating activities	1		(316,174)		(355,050)
Returns on investments and servicing of finance	2		(1,033)		(1,073)
Capital expenditure	2		13,122		(523)
			(304,085)		(356,646)
Financing	2		289,217		226,162
Decrease in cash in the period			(14,868)		(130,484)
Reconciliation of net cash flow to movement in net debt	3				
Decrease in cash in the period Cash inflow		(14,868)		(130,484)	
from increase in debt and lease financing	;	(289,217)		(226,162)	
Change in net debt resulting from cash flows Change in net debt resulting		_	(304,085)	-	(356,646)
from non cash flows			1,950,423		(91,900)
Movement in net debt in the period Net debt at 1 January			1,646,338 (1,682,658)		(448,546) (1,234,112)
Net debt at 31 December			(36,320)		(1,682,658)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 December 2012

1 RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	31 12 12	31 12 11
	£	£
Operating loss	(695,074)	(416,953)
Loss on disposal of fixed assets	45	•
Depreciation & amortisation charges	426,294	68,332
Decrease in debtors	1,048	30,378
Decrease in creditors	(48,487)	(36,807)
Net cash outflow from operating activities	(316,174)	(355,050)

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	31 12 12 £	31 12 11 £
Returns on investments and servicing of finance	2	2-
Interest received	135	396
Interest element of hire purchase payments	(1,168)	(1,469)
Net cash outflow for returns on investments and servicing of finance	(1,033)	(1,073)
Capital expenditure		
Purchase of tangible fixed assets	-	(523)
Sale of tangible fixed assets	13,122	-
Net cash inflow/(outflow) for capital expenditure	13,122	(523)
Financing		
New loans in year	311,000	210,000
New HP loans in year	-	24,166
Capital repayments in year	(21,783)	(8,004)
Net cash inflow from financing	289,217	226,162

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 December 2012

3 ANALYSIS OF CHANGES IN NET DEBT

	At 1 1 12	Cash flow £	Other non-cash changes	At 31 12 12 £
Net cash Cash at bank	20,309	(14,868)		5,441
	20,309	(14,868)		5,441
Debt Hire purchase Debts falling due	(38,317)	21,783	-	(16,534)
within one year Debts falling due	-	-	(25,227)	(25,227)
after one year	(1,664,650)	(311,000)	1,975,650	
	(1,702,967)	(289,217)	1,950,423	(41,761)
Total	(1,682,658)	(304,085)	1,950,423	(36,320)

4 MAJOR NON-CASH TRANSACTIONS

The non-cash decrease on debt represents accrued interest of £124,577 (2011 - £91,900) that has been added to the loan payable and a write off of part of the loan of £2,075,000 (2011 - £Nil)

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 December 2012

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical convention in accordance with Companies Act 2006, applicable accounting standards in the United Kingdom and on a going concern basis

Turnover

Turnover represents revenue recognised by the company in respect of fees earned during the year, excluding value added tax. Income is recognised in the period to which it relates. The whole of the turnover is attributable to one class of business and arose in the United Kingdom.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter

Motor vehicles

- 25% on reducing balance

Computer & office equipment

25% on cost

Deferred tax

As required by Financial Reporting Standard Number 19 "Deferred Tax", full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation, except for those timing differences in respect of which the standard specifies that deferred tax should not be recognised. Deferred assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets are only recognised where their recoverability is deemed to be more likely than not. Deferred tax assets and liabilities are not discounted.

Development costs

Development costs are capitalised within intangible fixed assets where they can be identified with a specific product anticipated to produce future benefits. The costs will be amortised over a 10 year period in line with the contracted service period and will be accordingly written off to the profit and loss account

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

Impairment

Where it is determined that the carrying value of assets is no longer recoverable, the remaining cost of the asset will be impaired in the profit and loss account and the asset's value will be reduced accordingly

Going Concern

Although the balance sheet shows net liabilities, the company benefits from being part of the Prime group which brings strong financial backing. Therefore the company will be able to meet all of its forecast commitments in the coming financial year.

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NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2012

2 STAFF COSTS

3

STAFF COSTS		
	31 12 12	31 12 11
	£	£
Wages and salaries	226,716	228,104
Social security costs	29,568	31,402
Other pension costs	9,992	8,817
	266,276	268,323
		====
The average monthly number of employees during the year was as follows		
	31 12 12	31 12 11
Consultancy	3	3
		
OPERATING LOSS		
The operating loss is stated after charging		
	31 12 12	31 12 11
	£	£
Depreciation - owned assets	451	586
Depreciation - assets on hire purchase contracts	8,150	11,428
oss on disposal of fixed assets	45	-
Development costs amortisation	417,693	56,318
Auditors remuneration	2,750	2,640
Directors' remuneration	98,559	91,476
Directors' pension contributions to money purchase schemes	3,896	4,250

4 EXCEPTIONAL ITEMS

The company recognised an exceptional credit of £2,075 000 during the year (2011 - £Nil) relating to the waiver of part of the loan payable to Prime Plc

5 INTEREST PAYABLE AND SIMILAR CHARGES

	31 12 12 f	31 12 11
Interest payable - loans from group	*	~
undertakings	124,576	91,900
Hire purchase	1,168	1,469
	125,744	93,369
		====

6 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2012 nor for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2012

6 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

	31 12 12 £	31 12 11 £
Profit/(loss) on ordinary activities before tax	1,254,317	(509,926)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax		
in the UK of 24 500% (2011 - 26 500%)	307,308	(135,130)
Effects of		
Expenses not deductible for tax purposes	450	769
Depreciation in excess of capital allowances	89,290	325
Group relief	111,327	-
Loan write off	(508,375)	-
Losses carried forward	•	134,036
Current tax charge	-	

Factors that may affect future tax charges

Tax losses of £260,513 have been carried forward and may be set against future taxable profits. The potential deferred tax asset in respect of these losses has not been recognised in the financial statements as there is not a sufficient certainty of future taxable profit against which the asset can be recognised.

The Finance Act 2011, which was enacted on 19 July 2011, included legislation reducing the main rate of corporation tax from 27% to 26% from 1 April 2011 and also reducing the main rate of corporation tax from 26 per cent to 25% from 1 April 2012 Further reductions to the main rate were proposed to reduce the rate by 1 per cent per annum to 23% by 1 April 2014

In addition to the changes in rates of Corporation tax disclosed above further changes to the UK Corporation tax system were announced in the Budget statement 2013. This includes a further reduction to the main rate to reduce the rate to 20% from 1 April 2015. These further changes had not been substantially enacted at the balance, sheet date and are therefore not included in these Financial Statements.

Based on the enacted changes to the main rate of corporation tax at the reporting date, current tax has been calculated at a blended rate of 24 5%, and closing balances on deferred taxes have been measured at 23% (2011 - 25%)

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NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2012

7 INTANGIBLE FIXED ASSETS

				Development costs
				£
	COST			
	At 1 January 2012			
	and 31 December 2012			563,181
	AMORTISATION			
	At 1 January 2012			145,488
	Amortisation for year			417,693
	At 31 December 2012			563,181
	NET BOOK VALUE			
	At 31 December 2012			
	At 31 December 2011			417,693
8	TANGIBLE FIXED ASSETS			
			Computer	
		Motor	& office	
		vehicles £	equipment	Totals
	COST	r	£	£
	At 1 January 2012	52,765	2,062	54,827
	Disposals	(27,327)	(1,539)	(28,866)
	At 31 December 2012	25,438	523	25,961
	ACST December 2012	25,438		23,901
	DEPRECIATION			
	At 1 January 2012	17,461	1,027	18,488
	Charge for year	8,150	451	8,601
	Eliminated on disposal	(14,482)	(1,217)	(15,699)
	At 31 December 2012	11,129	261	11,390
	NET BOOK VALUE			
	At 31 December 2012	14.309	<u>262</u>	14,571
	At 31 December 2011	35,304	1,035	36,339

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2012

8 TANGIBLE FIXED ASSETS - continued

	Fixed assets, included in the above, which are held under hire purchase contract	cts are as follows	Motor vehicles
	COST		£
	At 1 January 2012		52,765
	Disposals		(27,327)
	At 31 December 2012		25,438
	DEPRECIATION		
	At 1 January 2012		17,461
	Charge for year		8,150
	Eliminated on disposal		(14,482)
	Similarda on disposar		
	At 31 December 2012		11,129
	NET BOOK VALUE		
	At 31 December 2012		14,309
			==
	At 31 December 2011		35,304
9	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31 12 12	31 12 11
		£	£
	Trade debtors	14,400	17,100
	VAT	4,906	2,197
	Prepayments and accrued income	209	1,266
		19,515	20,563
		====	====
10	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
-		31 12 12	31 12 11
		£	£
	Hire purchase contracts (see note 12)	4,761	9,612
	Trade creditors	•	120
	Amounts owed to group undertakings	-	59,336
	Loans owed to group undertakings	25,227	
	Social security and other taxes	2,180	8,442
	Staff expenses	•	46
	Deferred income	17,308	-
	Accrued expenses	4,148	4,180
		53,624	81,736

Amounts owed to group undertakings are payable on demand and attract no interest

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2012

11 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31 12 12	31 12 11
	£	£
Hire purchase contracts (see note 12)	11,773	28,705
Amounts owed to group undertakings	-	1,664,650
	11,773	1,693,355

Amounts owed to group undertakings previously had no fixed repayment date but were recorded as long term in nature. The remaining loans with group undertakings will be settled during 2013 and have therefore, been classified as falling due within one year as at 31 December 2012. Interest it currently charged at 8%

12 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS

	31 12 12 £	31 12 11 £
Net obligations repayable		
Within one year	4,761	9,612
Between one and five years	11,773	28,705
	16,534	38,317

The hire purchase obligations repayable of £16,534 (2011 - £38,317) are net of finance costs of £1,573 (2011 - £4,219)

13 CALLED UP SHARE CAPITAL

Allotted, issi	ued and fully paid			
Number	Class	Nominal	31 12 12	31 12 11
		value	£	£
95	Ordinary	1	95	95

14 RESERVES

	and loss account £
At 1 January 2012 Profit for the year	(1 280,282) 1,254,317
At 31 December 2012	(25,965)

15 ULTIMATE PARENT COMPANY

The immediate parent company is Prime Operations Limited, which owns 80% of the ordinary share capital of the company. There is no ultimate controlling party. The largest and smallest group of undertakings for which group financial statements are drawn up is that headed by Prime (UK) Holdings Plc, the ultimate parent company. Group financial statements are available from Companies House, Crown Way, Cardiff CF14 3UZ.

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Profit

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2012

16 RELATED PARTY DISCLOSURES

17

Prime (UK) Developments Limited is a 100% subsidiary of Prime Operations Limited, the immediate parent, which in turn is a 100% subsidiary of Prime Plc

Loans from Prime Plc relate to an investment loan, which bears an interest rate of 4% and a working capital loan which bears an interest rate of 8%

Company name	Nature	2012	2011			
Loans to / (from) related parties at 31 December 2	2012	_				
Prime Plc	Loans	£ (25,227)	£ (1,664,650)			
Other trading debtor / (creditor) balances at 31 December 2012						
Prime Plc		-	(59,336)			
Sales to / (Purchases from) related parties during 2012						
Prime Plc Prime Plc Prime Plc	Services & disbursements Services & disbursements	(123,709) 7,503	(243,058)			
Prime (UK) Developments Limited Prime (UK) Developments Limited	Services & disbursements Services & disbursements	(10,737) 330	(16,508) 4,612			
The sales and purchase transactions with related parties are all stated inclusive of VAT						
RECONCILIATION OF MOVEMENTS IN S	HAREHOLDERS' FUNDS					
Profit/(loss) for the financial year		31 12 12 £ 1,254,317	31 12 11 £ (509,926)			
Net addition/(reduction) to shareholders' funds Opening shareholders' funds	s	1,254,317 (1,280,187)	(509,926) (770,261)			
Closing shareholders' funds		(25,870)	(1,280,187)			