

Priory New Investments No.3 Limited
Annual Report and Unaudited Financial Statements
for the Year Ended 31 December 2021
Registration number: 07102547

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Priory New Investments No.3 Limited

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Priory New Investments No.3 Limited

Company Information

Directors	David Hall Jim Lee
Company secretary	David Hall
Registered office	Fifth Floor 80 Hammersmith Road London W14 8UD

Priory New Investments No.3 Limited

Strategic Report for the Year Ended 31 December 2021

The directors present their strategic report for the year ended 31 December 2021.

Fair review of the business

The results for the year are set out in the profit and loss account on page 6 and the position of the company as at the year end is set out in the balance sheet on page 8.

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 principal 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 by the Board on 31 August 2022 and signed on its behalf by:

David Hall

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David Hall
Company secretary and director

Priory New Investments No.3 Limited

Directors' Report for the Year Ended 31 December 2021

The directors present their report and the unaudited financial statements for the year ended 31 December 2021.

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.

Principal activity

The principal activity of the company is to act as a holding company.

Directors' of the company

The directors, who held office during the year and up to the date of signing the financial statements were as follows:

David Hall - Company secretary and director (appointed 12 July 2021)

Trevor Torrington (resigned 31 August 2021)

Ryan Jervis (resigned 31 August 2021)

Jim Lee (appointed 12 July 2021)

Dividends

The directors do not recommend the payment of a final dividend (2020: £nil). No dividends were paid during the year (2020: £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.

Priory New Investments No.3 Limited

Directors' Report for the Year Ended 31 December 2021 (continued)

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 by the Board on 31 August 2022 and signed on its behalf by:

David Hall

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David Hall
Company secretary and director

Priory New Investments No.3 Limited

Statement of Directors' Responsibilities

The directors are responsible 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 FRS 101 has 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.

Priory New Investments No.3 Limited

Profit and Loss Account for the Year Ended 31 December 2021

	Note	2021 £ 000	2020 £ 000
Turnover		-	-
Administrative expenses		<u>2,890</u>	<u>-</u>
Operating profit	4	2,890	-
Other interest receivable and similar income	5	1,330	1,927
Interest payable and similar charges	6	<u>(5,009)</u>	<u>(5,093)</u>
Loss before tax		(789)	(3,166)
Tax on loss on ordinary activities	8	<u>917</u>	<u>979</u>
Profit/(loss) for the year		<u>128</u>	<u>(2,187)</u>

The above results were derived from continuing operations.

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

Priory New Investments No.3 Limited

Statement of Comprehensive Income for the Year Ended 31 December 2021

	Note	2021 £ 000	2020 £ 000
Profit/(loss) for the year		<u>128</u>	<u>(2,187)</u>
Total comprehensive income for the year		<u><u>128</u></u>	<u><u>(2,187)</u></u>

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

Prory New Investments No.3 Limited

(Registration number: 07102547)

Balance Sheet as at 31 December 2021

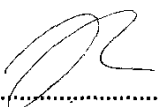
	Note	2021 £ 000	2020 £ 000
Fixed assets			
Investments	9	12,010	12,010
Current assets			
Debtors	10	59,716	60,688
Creditors: Amounts falling due within one year	11	<u>(27,271)</u>	<u>(27,462)</u>
Net current assets		<u>32,445</u>	<u>33,226</u>
Total assets less current liabilities		44,455	45,236
Creditors: Amounts falling due after more than one year	12	<u>(69,994)</u>	<u>(70,903)</u>
Net liabilities		<u>(25,539)</u>	<u>(25,667)</u>
Capital and reserves			
Called up share capital	13	-	-
Profit and loss account		<u>(25,539)</u>	<u>(25,667)</u>
Shareholders' deficit		<u>(25,539)</u>	<u>(25,667)</u>

For the financial year ending 31 December 2021 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 by the Board on 31 August 2022 and signed on its behalf by:



Jim Lee
Director

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

Priory New Investments No.3 Limited

Statement of Changes in Equity for the Year Ended 31 December 2021

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2021	-	(25,667)	(25,667)
Profit for the year	-	128	128
Total comprehensive income	-	128	128
At 31 December 2021	-	(25,539)	(25,539)

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2020	-	(23,480)	(23,480)
Loss for the year	-	(2,187)	(2,187)
Total comprehensive income	-	(2,187)	(2,187)
At 31 December 2020	-	(25,667)	(25,667)

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

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021

1 General information

The company is a private company limited by share capital incorporated and domiciled 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 August 2022.

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.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The financial statements are presented in sterling, rounded to the nearest thousand.

Summary of disclosure exemptions

FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 14 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The principle disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- Statement of cash flows;
- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies (the company had no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1).

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

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.

Exemption from preparing group accounts

The financial statements contain information about Priory New Investments No.3 Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Priory Group UK 1 Limited, a company incorporated in United Kingdom.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2021 have had a material effect on the financial statements.

Tax

The tax expense for the period comprises current 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.

Payment is generally made for group relief at the current tax rate at the time of first estimating the tax provision. To the extent that amendments are subsequently made to the group relief plan, there is generally no payment or receipt in respect of the change.

Investments

Investments in securities are classified on initial recognition as available-for-sale and are carried at fair value, except where their fair value cannot be measured reliably, in which case they are carried at cost, less any impairment.

Unrealised holding gains and losses other than impairments are recognised in other comprehensive income. On maturity or disposal, net gains and losses previously deferred in accumulated other comprehensive income are recognised in income.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Trade debtors

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables 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 trade receivables 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.

Trade creditors

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. 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 income statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 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 Critical accounting judgements and key sources of estimation uncertainty

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.

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

4 Operating profit

Arrived at after charging/(crediting)

	2021 £ 000	2020 £ 000
Gain from disposal of investments	<u>(2,890)</u>	<u>-</u>

5 Other interest receivable and similar income

	2021 £ 000	2020 £ 000
Other finance income	<u>1,330</u>	<u>1,927</u>

6 Interest payable and similar charges

	2021 £ 000	2020 £ 000
Interest expense on other financing liabilities	<u>5,009</u>	<u>5,093</u>

7 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.

The company has no employees.

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

8 Income tax

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

	2021 £ 000	2020 £ 000
Current taxation		
UK corporation tax	<u>(917)</u>	<u>(979)</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2020 - lower than the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	2021 £ 000	2020 £ 000
Loss before tax	<u>(789)</u>	<u>(3,166)</u>
Corporation tax at standard rate	(150)	(601)
Increase (decrease) from effect of expenses not deductible in determining taxable profit (tax loss)	(549)	-
Increase (decrease) from transfer pricing adjustments	<u>(218)</u>	<u>(378)</u>
Total tax credit	<u>(917)</u>	<u>(979)</u>

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.

9 Investments

	£ 000
Subsidiaries	
Cost or valuation	
At 1 January 2021	<u>12,010</u>
At 31 December 2021	<u>12,010</u>
Carrying amount	
At 31 December 2021	<u>12,010</u>
At 31 December 2020	<u>12,010</u>

Details of the subsidiaries as at 31 December 2021 are as follows:

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

9 Investments (continued)

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2021	2020
Affinity Healthcare Holdings Limited*	Holding company	United Kingdom	100%	100%
Affinity Healthcare Limited	Holding company	United Kingdom	100%	100%
Affinity Hospitals Holding Limited	Holding company	United Kingdom	100%	100%
Affinity Hospitals Group Limited	Holding company	United Kingdom	100%	100%
Affinity Hospitals Limited	Holding company	United Kingdom	100%	100%
Cheadle Royal Healthcare Limited	Private healthcare	United Kingdom	100%	100%
Middleton St George Healthcare Limited	Private healthcare	United Kingdom	100%	100%
Cheadle Royal Residential Services Limited	Non trading	United Kingdom	100%	100%

* indicates directly held subsidiary

The Company disposed of its investment in Priory New Education Services Limited on 31 August 2021 for a consideration of £2,890,000.

10 Trade and other debtors

	2021 £ 000	2020 £ 000
Income tax asset	917	979
Debtors from related parties	58,799	59,709
Total current trade and other debtors	<u>59,716</u>	<u>60,688</u>

Debtors from related parties are unsecured. Loans totalling £52,144,000 bear interest at LIBOR plus 2.5% per annum; the remaining loans are interest free. It is not expected that the demand would be made or that these amounts will be paid within one year.

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

11 Creditors: amounts falling due within one year

	2021 £ 000	2020 £ 000
Amounts due to group undertakings	<u>27,271</u>	<u>27,462</u>

Amounts owed to group undertakings are unsecured, non-interest bearing and repayable on demand.

12 Loans and borrowings

	2021 £ 000	2020 £ 000
Non-current loans and borrowings		
Amounts owed to group undertakings	<u>69,994</u>	<u>70,903</u>

Included within amounts owed to group undertakings are the following unsecured loans:

£38,298,000 (2020: £38,809,000) which bears interest at 7% per annum;

£21,346,000 (2020: £21,346,000) which bears interest at 7.125% per annum;

£8,406,000 (2020: £8,804,000) which bears interest at 9% per annum; and

£1,944,000 (2020: £1,944,000) which bears interest at LIBOR plus 2.25% per annum.

It is not expected that the demand would be made or that these amounts will be paid within one year and accordingly these amounts have been shown as amounts falling due after more than one year.

13 Share capital

Allotted, called up and fully paid shares

	No.	2021 £	No.	2020 £
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

Priory New Investments No.3 Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

14 Parent and ultimate parent undertaking

The company's immediate parent is Priory New Investments No.2 Limited.

The ultimate parent is Rehab and Mental Healthcare Group B.V..

The parent of the largest group in which these financial statements are consolidated is Acadia Healthcare Company Inc., incorporated in the United States of America. The address of Acadia Healthcare Company Inc. is 830 Crescent Centre Drive, Suite 610, Franklin, TN 37067, United States of America.

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