

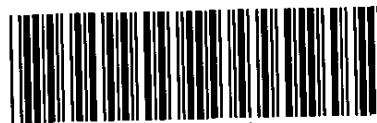
# **Partnerships in Care Investments 2 Limited**

**Annual Report and Unaudited Financial Statements**

**for the Year Ended 31 December 2019**

**Registration number: 07773953**

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# Partnerships in Care Investments 2 Limited

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# **Partnerships in Care Investments 2 Limited**

## **Company Information**

<b>Directors</b>	Trevor Torrington Ryan Jervis
<b>Company secretary</b>	David Hall
<b>Registered office</b>	Fifth Floor 80 Hammersmith Road London W14 8UD

## Partnerships in Care Investments 2 Limited

### Strategic Report for the Year Ended 31 December 2019

The Directors present their strategic report for the year ended 31 December 2019.

#### Principal activity

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

#### 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

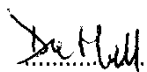
From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of Priory Group UK 1 Limited which include those of the company, are discussed in the group's 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 30 September 2020 and signed on its behalf by:

  
.....  
David Hall  
Company secretary

## **Partnerships in Care Investments 2 Limited**

### **Directors' Report for the Year Ended 31 December 2019**

The Directors present their report and the financial statements for the year ended 31 December 2019.

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

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

#### **Directors of the Company**

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

Trevor Torrington

Nigel Myers (resigned 17 December 2019)

Ryan Jervis (appointed 17 December 2019)

The directors do not recommend the payment of a final dividend (2018: £nil). No dividends were paid during the year (2018: £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.

## **Partnerships in Care Investments 2 Limited**


### **Directors' Report for the Year Ended 31 December 2019 (continued)**

#### **Going concern**

The Directors have adopted the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of the COVID-19 pandemic. The going concern 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.

After making appropriate enquiries and having considered the business activities and principal risks and uncertainties, the directors of the group are satisfied that the group as a whole has adequate resources to continue in operational existence for the foreseeable future. As a result 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 30 September 2020 and signed on its behalf by:

  
.....  
David Hall  
Company secretary

## **Partnerships in Care Investments 2 Limited**

### **Statement of Directors' Responsibilities**

The Directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## Partnerships in Care Investments 2 Limited

### Profit and Loss Account for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Turnover		-	-
Operating profit/(loss)		-	-
Profit/(loss) before tax		-	-
Taxation	4	(827)	(827)
Loss for the financial year		<u>(827)</u>	<u>(827)</u>

The above results were derived from continuing operations.

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

The notes on pages 10 to 16 form an integral part of these financial statements.



## Partnerships in Care Investments 2 Limited

### Statement of Comprehensive Income for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Loss for the year		<u>(827)</u>	<u>(827)</u>
Total comprehensive income for the year		<u>(827)</u>	<u>(827)</u>

## Partnerships in Care Investments 2 Limited

(Registration number: 07773953)

### Balance Sheet as at 31 December 2019

	Note	2019 £ 000	2018 £ 000
<b>Fixed assets</b>			
Investments	5	2,040	2,040
<b>Current assets</b>			
Debtors	6	61,320	62,147
<b>Creditors:</b> Amounts falling due within one year	7	<u>(827)</u>	<u>(827)</u>
<b>Net current assets</b>		<u>60,493</u>	<u>61,320</u>
<b>Net assets</b>		<u>62,533</u>	<u>63,360</u>
<b>Capital and reserves</b>			
Called up share capital	8	-	-
Share premium reserve		10	10
Profit and loss account		<u>62,523</u>	<u>63,350</u>
Total equity		<u>62,533</u>	<u>63,360</u>

For the financial year ending 31 December 2019 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

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

Approved and authorised by the Board on 30 September 2020 and signed on its behalf by:



Ryan Jervis

Director

The notes on pages 10 to 16 form an integral part of these financial statements.

## Partnerships in Care Investments 2 Limited

### Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital £ 000	Share premium £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2019	-	10	63,350	63,360
Loss for the year	-	-	(827)	(827)
Total comprehensive income	-	-	(827)	(827)
At 31 December 2019	-	10	62,523	62,533

	Share capital £ 000	Share premium £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2018	-	10	64,177	64,187
Loss for the year	-	-	(827)	(827)
Total comprehensive income	-	-	(827)	(827)
At 31 December 2018	-	10	63,350	63,360

## **Partnerships in Care Investments 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2019**

#### **1 General information**

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

The address of its registered office is:

Fifth Floor  
80 Hammersmith Road  
London  
W14 8UD  
United Kingdom

These financial statements were authorised for issue by the Board on 30 September 2020.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

##### **Basis of preparation**

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

##### **Summary of disclosure exemptions**

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

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

##### **Group accounts not prepared**

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements on the grounds that it is included in the consolidated financial statements of a parent undertaking. These financial statements present information about the company as an individual undertaking and not about its group.

## **Partnerships in Care Investments 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

#### **2 Accounting policies (continued)**

##### **Going concern**

The Directors have adopted the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of the COVID-19 pandemic. The going concern 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.

After making appropriate enquiries and having considered the business activities and principal risks and uncertainties, the directors of the group are satisfied that the group as a whole has adequate resources to continue in operational existence for the foreseeable future. As a result 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.

##### **Judgements**

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

##### **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.

##### **Investments**

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

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.

##### **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.

## Partnerships in Care Investments 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 3 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.

#### 4 Taxation

Tax charged/(credited) in the income statement

	2019 £ 000	2018 £ 000
<b>Current taxation</b>		
UK corporation tax	827	827

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2018 - higher than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £ 000	2018 £ 000
Profit/(loss) before tax	-	-
Corporation tax at standard rate	-	-
Tax increase (decrease) from transfer pricing adjustments	827	827
Total tax charge	827	827

The company's profits for this accounting year are taxed at an effective rate of 19% (2018: 19%).

A reduction in the main rate of corporation tax to 17% with effect from 1 April 2020 was substantively enacted on 6 September 2016. Finance Bill 2020 reversed this proposed rate reduction hence the rate remains at 19% from 1 April 2020.

## Partnerships in Care Investments 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 5 Investments in subsidiaries, joint ventures and associates

<b>Subsidiaries</b>	<b>£ 000</b>
<b>Cost or valuation</b>	
At 1 January 2019	2,040
At 31 December 2019	2,040
<b>Carrying amount</b>	
At 31 December 2019	2,040
At 31 December 2018	2,040

#### Details of undertakings

Details of the investments the company holds are as follows:

<b>Undertaking</b>	<b>Country of incorporation</b>	<b>Holding</b>	<b>Proportion of voting rights and shares held</b>	
			<b>2019</b>	<b>2018</b>
<b>Subsidiary undertakings</b>				
Partnerships in Care Property 2 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 3 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 4 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 6 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 7 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 8 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 9 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 10 Limited	United Kingdom	Ordinary shares	100%	100%

## Partnerships in Care Investments 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 5 Investments in subsidiaries, joint ventures and associates (continued)

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
Partnerships in Care Property 11 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 12 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 14 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 15 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 16 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 17 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 19 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 20 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 21 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 22 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 24 Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Property 31 Limited	United Kingdom	Ordinary shares	100%	100%

#### 6 Debtors

	2019 £ 000	2018 £ 000
Amounts owed by related parties	61,320	62,147
Total current trade and other debtors	61,320	62,147

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



## Partnerships in Care Investments 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 7 Creditors

	2019 £ 000	2018 £ 000
<b>Due within one year</b>		
Income tax liability	<u>827</u>	<u>827</u>

#### 8 Share capital

##### Allotted, called up and fully paid shares

	No.	2019 £	No.	2018 £
A ordinary shares of £0.00 each	192,496	2	192,496	2
B ordinary shares of £0.00 each	792,000	8	792,000	8
C ordinary shares of £0.00 each	<u>24,000,000</u>	<u>240</u>	<u>24,000,000</u>	<u>240</u>
	<u>24,984,496</u>	<u>250</u>	<u>24,984,496</u>	<u>250</u>

#### 9 Parent and ultimate parent undertaking

The company's immediate parent is Partnerships in Care Property 1 Limited, incorporated in the United Kingdom.

The ultimate parent is Acadia Healthcare Company Inc., incorporated in the US.

##### Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Acadia Healthcare Company Inc., incorporated in 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 United Kingdom.

The address of Priory Group UK 1 Limited is:

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

## **Partnerships in Care Investments 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

#### **10 Non adjusting events after the financial period**

The evolving situation regarding the COVID-19 outbreak is regarded by the company as a disclosable event occurring after the reporting date but prior to the issuance of these financial statements. The company has determined that COVID-19 is a non-adjusting post balance sheet event as at 31 December 2019 on the basis that at that date the World Health Organisation had not declared a global health emergency, and there was no significant known presence of the virus outside China, a territory with minimal direct involvement with the company.

As a non-adjusting event, no adjustment to the financial performance or position for the year has been made.

The impact of COVID-19 on the profitability, financial position and solvency of Priory Group UK 1 Limited, which include this company, is discussed in the group's financial statements which do not form part of this report.

The directors' report sets out the considerations made by the company in determining that the going concern basis of preparation remains appropriate.