

Priory Old Schools Services Limited
Annual Report and Unaudited Financial Statements
for the Year Ended 31 December 2021
Registration number: 02838284



Priory Old Schools Services Limited

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Priory Old Schools Services Limited

Company Information

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

Priory Old Schools Services Limited

Strategic Report for the Year Ended 31 December 2021

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

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 5 and the position of the company as at the year end is set out in the balance sheet on page 7.

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 Old Schools Services Limited

Directors' Report for the Year Ended 31 December 2021

The Directors present their report and the 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.

Directors of the Company

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

David Hall - Company secretary and director

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.

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 Old Schools Services 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.

Priory Old Schools Services Limited

Profit and Loss Account for the Year Ended 31 December 2021

	Note	2021 £	2020 £
Turnover		-	-
Administrative expenses		<u>329,001</u>	<u>-</u>
Operating profit		<u>329,001</u>	<u>-</u>
Profit before tax		<u>329,001</u>	<u>-</u>
Profit for the financial year		<u><u>329,001</u></u>	<u><u>-</u></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.

Priory Old Schools Services Limited

Statement of Comprehensive Income for the Year Ended 31 December 2021

	Note	2021 £	2020 £
Profit for the year		<u>329,001</u>	<u>-</u>
Total comprehensive income for the year		<u><u>329,001</u></u>	<u><u>-</u></u>

Priory Old Schools Services Limited

(Registration number: 02838284)

Balance Sheet as at 31 December 2021

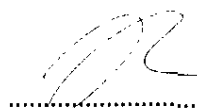
	Note	2021 £	2020 £
Investments	6	8	8
Current assets			
Debtors	7	<u>329,009</u>	<u>8</u>
Net assets		<u>329,017</u>	<u>16</u>
Capital and reserves			
Called up share capital	8	2	2
Profit and loss account		<u>329,015</u>	<u>14</u>
Total equity		<u>329,017</u>	<u>16</u>

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



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Jim Lee

Director

Priory Old Schools Services Limited

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

	Share capital £	Profit and loss account £	Total £
At 1 January 2021	2	14	16
Profit for the year	-	329,001	329,001
Total comprehensive income	-	329,001	329,001
At 31 December 2021	2	329,015	329,017

	Share capital £	Profit and loss account £	Total £
At 1 January 2020	2	14	16
At 31 December 2020	2	14	16

Priory Old Schools Services Limited

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

1 General information

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

The address of its registered office is:

Fifth Floor
80 Hammersmith Road
London
W14 8UD
United Kingdom

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

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. 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.

Priory Old Schools Services Limited

Notes to the 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.

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.

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.

Debtors

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

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

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 Other gains and losses

The analysis of the company's other gains and losses for the year is as follows:

	2021 £	2020 £
Gain (loss) on disposal of property, plant and equipment	329,001	-

The gain on disposal relates to the disposal of freehold titles during the year which had a carrying value of £nil.

Priory Old Schools Services Limited

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

4 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.*

5 Taxation

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

The differences are reconciled below:

	2021 £	2020 £
Profit before tax	329,001	-
Corporation tax at standard rate	62,510	-
Tax increase (decrease) from effect of rollover relief on profit on disposal of fixed assets	(62,510)	-
Total tax charge/(credit)	-	-

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.

Priory Old Schools Services Limited

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

6 Investments in subsidiaries, joint ventures and associates

Subsidiaries	£
Cost or valuation	
At 1 January 2021	<u>28,577,882</u>
At 31 December 2021	<u>28,577,882</u>
Provision	
At 1 January 2021	<u>28,577,874</u>
At 31 December 2021	<u>28,577,874</u>
Carrying amount	
At 31 December 2021	<u>8</u>
At 31 December 2020	<u>8</u>

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2021	2020
Subsidiary undertakings				
Farleigh Schools Limited	United Kingdom	Ordinary shares	100%	100%
Chelfham Senior School Limited	United Kingdom	Ordinary shares	100%	100%
Autism (GB) Limited	United Kingdom	Ordinary shares	100%	100%
Solutions (Llangarron) Limited	United Kingdom	Ordinary shares	100%	100%

Priory Old Schools Services Limited

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

6 Investments in subsidiaries, joint ventures and associates (continued)

The principal activity of Farleigh Schools Limited is Non trading

The principal activity of Chelfham Senior School Limited is Non trading

The principal activity of Autism (GB) Limited is Non trading

The principal activity of Solutions (Llangarron) Limited is Non trading

7 Debtors

	2021 £	2020 £
Amounts owed by related parties	<u>329,009</u>	<u>8</u>
Total current trade and other debtors	<u>329,009</u>	<u>8</u>

Amounts owed by related parties are unsecured, non-interest bearing and repayable on demand.

8 Share capital

Allotted, called up and fully paid shares

	No.	2021 £	No.	2020 £
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

Priory Old Schools Services Limited

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

9 Parent and ultimate parent undertaking

The company's immediate parent is Priory Securitisation Limited, incorporated in the United Kingdom.

The ultimate parent is Waterland Private Equity Investments B.V., incorporated in the Netherlands.

Relationship between entity and parents

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

The address of Median B.V. is:

Basisweg 10, 1043 AP, Amsterdam, the Netherlands.

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

The address of Priory Group UK 1 Limited is:

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

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