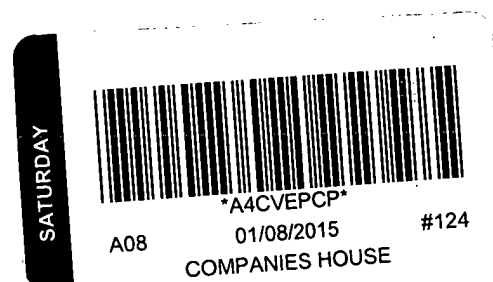


Semperian PPP Investment Partners Group Limited
Annual report and financial statements
for the year ended 31 March 2015

Registration number: 7009647



Semperian PPP Investment Partners Group Limited

Annual report and financial statements for the year ended 31 March 2015

	Page
Directors and advisors	1
Strategic report for the year ended 31 March 2015	2
Directors' report for the year ended 31 March 2015	3
Independent auditors' report to the members of Semperian PPP Investment Partners Group Limited	5
Profit and loss account for the year ended 31 March 2015	7
Balance sheet as at 31 March 2015	8
Notes to the financial statements for the year ended 31 March 2015	9

Semperian PPP Investment Partners Group Limited

Directors and advisors

Directors A E Birch
 S P Hornby
 A C M Rhodes
 T Ryan
 J M Simpson

Company secretary M Saunders

Registered office Third Floor
 Broad Quay House
 Prince Street
 Bristol
 BS1 4DJ

Independent auditors PricewaterhouseCoopers LLP
 Chartered Accountants and Statutory Auditors
 31 Great George Street
 Bristol
 BS1 5QD

Semperian PPP Investment Partners Group Limited

Strategic report for the year ended 31 March 2015

The directors present their annual report and the audited financial statements for the year ended 31 March 2015.

Results, principal activities and review of business

The principal activity of the company is to hold investments in undertakings engaged in the development and funding of investment opportunities in Private Finance Initiative markets.

The result for the year is set out in the profit and loss account on page 7. The directors consider the performance of the company during the year, the financial position at the end of the year and its prospects for the future to be satisfactory.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties and financial risk management policies are integrated with the principal risks of the Semperian PPP Investment Partners Holdings Limited group of companies ("the group") and are not managed separately. Accordingly, the principal risks and uncertainties of Semperian PPP Investment Partners Holdings Limited, which include those of the company, are discussed in the Semperian PPP Investment Partners Holdings Limited consolidated report and financial statements which does not form part of this report.

Going concern

The company is in a net current liability position.

The directors have reviewed the company's projected profits and cash flows by reference to a financial model. Having examined the current status of the company's fixed asset investments and likely developments in the foreseeable future, and taking into account the ability of its fixed asset investments to pay dividends, interest and other fees, if required, the directors of the company consider that the company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

Key performance indicators ('KPIs')

Given the nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

By order of the Board



.....
On behalf of M. Saunders
Company secretary

16 JUL 2015

Semperian PPP Investment Partners Group Limited

Registration number: 7009647 Directors' report for the year ended 31 March 2015

The directors present their annual report and the audited financial statements for the year ended 31 March 2015.

Future developments

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

Dividends and transfers to reserves

No dividend was paid during the year, (2014: £nil).

Directors of the company

The directors of the company during the year, and up to the date of signing the financial statements, are set out below:

A E Birch

S P Hornby

A C M Rhodes

T Ryan

J M Simpson

Directors' responsibilities statement

The directors are responsible for preparing the Annual report and 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 prepared 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.

Semperian PPP Investment Partners Group Limited

Directors' report for the year ended 31 March 2015 (continued)

Statement of disclosure of information to auditors

In the case of each director in office at the date the directors' report is approved, so far as the director is aware, there is no relevant audit information of which PricewaterhouseCoopers LLP ('PwC') are unaware, and the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information, and to establish that PwC are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

By order of the Board

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by a horizontal line and a small flourish.

.....
On behalf of M. Saunders
Company secretary

16 JUL 2015

Semperian PPP Investment Partners Group Limited

Independent auditors' report to the members of Semperian PPP Investment Partners Group Limited

Report on the financial statements

Our opinion

In our opinion, Semperian PPP Investment Partners Group Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its result 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.

What we have audited

Semperian PPP Investment Partners Group Limited's financial statements comprise:

- the balance sheet as at 31 March 2015;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Semperian PPP Investment Partners Group Limited

Independent auditors' report to the members of Semperian PPP Investment Partners Group Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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) ("ISAs (UK & 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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



.....
Katharine Finn (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

22 July 2015

Semperian PPP Investment Partners Group Limited

Profit and loss account for the year ended 31 March 2015

	Note	Year ended 31 March 2015 £	Year ended 31 March 2014 £
Operating profit		-	-
Interest receivable and similar income	5	31,506,781	28,456,541
Interest payable and similar charges	6	(31,506,781)	(28,456,541)
Profit on ordinary activities before taxation		-	-
Tax on profit on ordinary activities		-	-
Profit for the financial year	12	-	-

The company has been engaged solely in continuing activities in a single class of business within the United Kingdom.

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.

The company has no recognised gains and losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

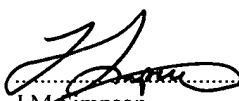
The movements on reserves are shown in note 12 to the financial statements.

Semperian PPP Investment Partners Group Limited

Balance sheet as at 31 March 2015

	Note	31 March 2015 £	31 March 2014 £
Fixed assets			
Investments	7	562,322,064	585,248,855
Current assets			
Debtors: amounts falling due within one year	8	17,222,861	14,189,289
Cash at bank and in hand		-	-
		17,222,861	14,189,289
Creditors: amounts falling due within one year	9	(20,622,863)	(17,589,291)
Net current liabilities		(3,400,002)	(3,400,002)
Total assets less current liabilities		558,922,062	581,848,853
Creditors: amounts falling due after more than one year	10	(549,009,690)	(571,936,481)
Net assets		9,912,372	9,912,372
Capital and reserves			
Called up share capital	11	1,000,000	1,000,000
Profit and loss account	12	8,912,372	8,912,372
Total shareholders' funds	12	9,912,372	9,912,372

The financial statements on pages 7 to 13 were approved by the Board on 30 JUN 2015 and signed on its behalf by:


 J M Simpson
 Director

Semperian PPP Investment Partners Group Limited

Notes to the financial statements for the year ended 31 March 2015

1 Principal accounting policies

A summary of the company's principal accounting policies, which have been consistently applied, is set out below.

Basis of preparation of financial statements

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

The financial statements contain information about Semperian PPP Investment Partners Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt from the requirement to prepare consolidated financial statements, under section 401 of the Companies Act 2006, as its results are included in the consolidated financial statements of Semperian PPP Investment Partners Holdings Limited.

Going concern

The company is in a net current liability position.

The directors have reviewed the company's projected profits and cash flows by reference to a financial model. Having examined the current status of the company's fixed asset investments and likely developments in the foreseeable future, and taking into account the ability of its fixed asset investments to pay dividends, interest and other fees, if required, the directors of the company consider that the company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

Interest

Interest is recognised on an accruals basis.

Taxation

Current tax, including United Kingdom corporation tax, is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Deferred tax assets are only recognised when it is considered more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted.

Semperian PPP Investment Partners Group Limited

Notes to the financial statements for the year ended 31 March 2015 (continued)

1 Principal accounting policies (continued)

Investments

Investments in equity and subordinated loan notes are held as fixed assets and are stated at cost less an appropriate provision to reflect any impairment in the value of the investments. Premiums and discounts on subordinated loan note investments have been amortised over the life of the loan to give a constant effective finance rate. Repayments of loans have been disclosed as disposals of fixed asset investments. Any other impairment of fixed assets is reflected as impairment charges. Where an equity investment has fixed return the premium paid for the equity has been amortised in proportion to the actual dividends to total dividends.

Impairment

Fixed asset investments are subject to impairment review if events or changes in circumstances occur which indicate that the carrying amount of the fixed asset may not be fully recoverable. An impairment review comprises a comparison of the carrying amount of the fixed asset with its recoverable amount, which is the higher of net realisable value and value in use.

Net realisable value is calculated by reference to the amount at which the asset could be disposed of. Value in use is calculated by discounting the expected future cash flows obtainable as a result of the assets continued use, including those resulting from its ultimate disposal, at a market based discount rate on a pre-tax basis. The carrying values of fixed assets are written down by the amount of any impairment and this loss is recognised in the profit and loss account in the year in which it occurs.

Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that the company's ultimate parent undertaking, Semperian PPP Investment Partners Holdings Limited, prepares a consolidated cash flow statement, in which the company's cash flows are included.

2 Operating result

The audit fee has been borne on the company's behalf by a related company, Semperian Capital Management Limited, for which no recharge has been made during the current or previous year.

3 Directors' emoluments

The remuneration of the directors is paid by a group undertaking and their services to the company are primarily of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the group. The company has not been charged in respect of these services, which are of negligible value, during the current or previous year.

4 Employee information

The company had no employees during the current or previous year.

Semperian PPP Investment Partners Group Limited

Notes to the financial statements for the year ended 31 March 2015 (continued)

5 Interest receivable and similar income

	Year ended 31 March 2015 £	Year ended 31 March 2014 £
Interest receivable on subordinated debt	31,506,781	28,456,541

6 Interest payable and similar charges

	Year ended 31 March 2015 £	Year ended 31 March 2014 £
Loan interest payable to group undertakings	31,506,781	28,456,541

7 Fixed asset investments

	Equity Investments £	Interest Bearing Loan Notes £	Zero Coupon Loan Notes £	Total £
Cost and Net Book Value:				
At 1 April 2014	2	392,504,018	192,744,835	585,248,855
Repayments and disposals	-	-	(22,926,791)	(22,926,791)
At 31 March 2015	2	392,504,018	169,818,044	562,322,064

At 31 March 2015 the company holds investments in the following undertakings incorporated in the UK:

Direct subsidiary undertakings	Activities	Percentage of ordinary shares held
Semperian PPP Investment Partners Limited	Intermediate investment holding company	100%
Semperian (Holdings) Limited	Intermediate investment holding company	100%

Semperian PPP Investment Partners Group Limited

Notes to the financial statements for the year ended 31 March 2015 (continued)

8 Debtors: amounts falling due within one year

	31 March 2015 £	31 March 2014 £
Amounts owed by group undertakings	17,222,861	14,189,289

9 Creditors: amounts falling due within one year

	31 March 2015 £	31 March 2014 £
Amounts owed to group undertakings	20,622,863	17,589,291

Amounts owed to group undertakings relates to interest payable to group undertakings on loan stock due after more than one year.

10 Creditors: amounts falling due after more than one year

(a) Debt

	31 March 2015 £	31 March 2014 £
Subordinated debt	549,009,690	571,936,481

(b) Maturity of debt

	31 March 2015 £	31 March 2014 £
In more than five years	549,009,690	571,936,481

On 31 March 2010, the company agreed a zero coupon loan of £265,095,587 and an additional loan of £406,408,308, of which £392,504,018 was interest bearing, from Semperian PPP Investment Partners Holdings Limited.

The zero coupon loan has a final repayment date of 14 December 2106, whilst the interest bearing loan has a final repayment date of 14 December 2039 with an interest rate of 7.25% until 30 September 2014, when it increased to 8.8%.

All other amounts owed to or owed by group undertakings are interest free, unsecured and repayable on demand.

Semperian PPP Investment Partners Group Limited

Notes to the financial statements for the year ended 31 March 2015 (continued)

11 Called up share capital

	31 March 2015 £	31 March 2014 £
Allotted and fully paid		
100,000,000 Ordinary shares of £0.01 each	1,000,000	1,000,000

12 Reconciliation of movements in total shareholders' funds and reserves

	Called up share capital £	Profit and loss account £	Total Shareholders' funds £
At 31 March 2015 and 2014	1,000,000	8,912,372	9,912,372

13 Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Semperian PPP Investment Partners Holdings Limited, registered in Jersey.

The ultimate parent undertaking and controlling party is Semperian PPP Investment Partners Holdings Limited which is registered in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited.

Consolidated financial statements for Semperian PPP Investment Partners Holdings Limited can be obtained from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

14 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under Financial Reporting Standard 8 - 'Related Party Disclosures' of the requirement to disclose transactions between it and other group companies.