

COMPANY REGISTRATION NUMBER: 08091546

UCLH Investors (Holdings) Limited
Annual Report and Financial Statements
31 March 2018

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UCLH Investors (Holdings) Limited
Annual Report and Financial Statements
Period from 1 July 2017 to 31 March 2018

Contents	Page
Officers and Professional Advisers	1
Directors' Report	2
Directors' Responsibilities Statement	4
Independent Auditors' Report to the Members of Uclh Investors (Holdings) Limited	5
Statement of Comprehensive Income	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Notes to the Annual Report and Financial Statements	12

UCLH Investors (Holdings) Limited

Officers and Professional Advisers

The Board of Directors

R Ammoun
V Bhaskar
J Gordon (Appointed 1 September 2017)
H O'Gorman (Appointed 1 September 2017)
S Jones (Resigned 1 September 2017)
A Ray (Resigned 1 September 2017)

Registered Office

1 Park Row
Leeds
England
LS1 5AB

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Level 4
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

UCLH Investors (Holdings) Limited

Directors' Report

Period from 1 July 2017 to 31 March 2018

The directors present their report and the audited Annual Report and Financial Statements of UCLH Investors (Holdings) Limited ("the Company") for the period ended 31 March 2018.

Principal Activities

The principal activity of the company is that of a holding company. This activity is not anticipated to change in the foreseeable future. On 23 August 2018, the Company shortened its accounting reference date from 30 June 2018 to 31 March 2018 to be in line with the year end of the group. This change has resulted in a current accounting period of 9 months, whereas the comparative period to 30 June 2017 is for the period of one year.

Performance Review

The profit for the financial year, after taxation, amounted to £1,126,323 (2017: £3,834,590).

The profit for the financial year will be transferred to reserves.

The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

Key Performance Indicators

In its role as a holding company there are no key performance indicators for the directors to monitor. However, from a group point of view the performance of the underlying investments are assessed regularly (at least every six months) by testing the cash resources against the bank lending covenants. The key indicator being the debt service cover ratio. The investments are performing well and have been compliant with the covenants laid out in their respective loan agreements.

Directors

The directors who served the Company during the period and up to the date of this report were as follows:

R Ammoun
V Bhaskar
J Gordon
H O'Gorman
S Jones
A Ray

Dividends

Particulars of dividends paid are detailed in note 10 to the financial statements.

Qualifying Third Party Indemnity Provisions

The Company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Small Company Provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

UCLH Investors (Holdings) Limited

Directors' Report *(continued)*

Period from 1 July 2017 to 31 March 2018

Disclosure of Information to Auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The auditors are deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 27 September 2018 and signed by order of the board by:



J Gordon
Director

UCLH Investors (Holdings) Limited

Directors' Responsibilities Statement

Period from 1 July 2017 to 31 March 2018

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare the Annual Report and Financial Statements for each financial period. Under that law the directors have prepared the Annual Report and Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102), and applicable law).

Under company law the directors must not approve the Annual Report and Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing the Annual Report and Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the Annual Report and Financial Statements; and
- prepare the Annual Report and 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 Annual Report and 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.

UCLH Investors (Holdings) Limited

Independent Auditors' Report to the Members of UCLH Investors (Holdings) Limited

Period from 1 July 2017 to 31 March 2018

Report on the Audit of the Financial Statements

Opinion

In our opinion, UCLH Investors (Holdings) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its profit for the 9 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 31 March 2018; the statement of comprehensive income, the statement of changes in equity for the 9 month period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for Opinion

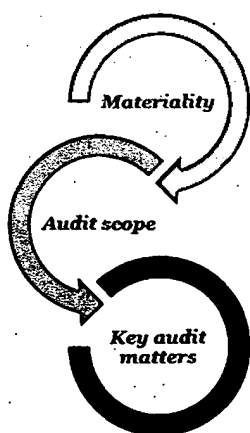
We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our Audit Approach

Overview



- Overall materiality: £802,277, based on 1% of total assets.
- We tailored the scope of our audit taking into account the significant balances within the Company, the accounting processes and controls, and the industry in which the Company operates.
- All audit work was performed by one team in the UK.
- We have no key audit matters to report.

UCLH Investors (Holdings) Limited

Independent Auditors' Report to the Members of UCLH Investors (Holdings) Limited *(continued)*

Period from 1 July 2017 to 31 March 2018

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We determined that there were no key audit matters applicable to the company to communicate in our report.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the accounting processes and controls, and the industry in which it operates.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	£802,277.
How we determined it	1% of total assets.
Rationale for benchmark applied	As the company is a non-profit orientated intermediate investment holding company, we deemed total assets to be the most appropriate benchmark.

We agreed with the Directors that we would report to them misstatements identified during our audit above £40,113 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Conclusions Relating to Going Concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

UCLH Investors (Holdings) Limited

Independent Auditors' Report to the Members of UCLH Investors (Holdings) Limited *(continued)*

Period from 1 July 2017 to 31 March 2018

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on Other Information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the period ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the Financial Statements and the Audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

UCLH Investors (Holdings) Limited

Independent Auditors' Report to the Members of UCLH Investors (Holdings) Limited *(continued)*

Period from 1 July 2017 to 31 March 2018

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

Other Required Reporting

Companies Act 2006 Exception Reporting


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 by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to Exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Mark Hoskyns-Abraham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Edinburgh

28 September 2018

UCLH Investors (Holdings) Limited

Statement of Comprehensive Income

Period from 1 July 2017 to 31 March 2018

		Period from 1 Jul 17 to 31 Mar 18 £	Year to 30 Jun 17 £
	Note		
Administrative expenses		(99)	—
Operating loss		(99)	—
Income from participating interests	6	1,126,422	3,834,803
Other interest receivable and similar income	7	6,172,960	8,223,103
Interest payable and similar expenses	8	(6,172,960)	(8,223,316)
Profit before taxation		1,126,323	3,834,590
Tax on profit	9	—	—
Profit for the financial period and total comprehensive income		<u>1,126,323</u>	<u>3,834,590</u>

All the activities of the Company are from continuing operations.

The notes on pages 12 to 19 form part of the Annual Report and Financial Statements.

UCLH Investors (Holdings) Limited

Statement of Financial Position

As at 31 March 2018

	Note	31 Mar 18 £	30 Jun 17 £
Fixed assets			
Investments	11	80,226,000	80,226,000
Current assets			
Debtors: amounts falling due within one year	12	1,100	1,605,160
Cash at bank and in hand		592	446,775
		<u>1,692</u>	<u>2,051,935</u>
Creditors: amounts falling due within one year	13	<u>(600)</u>	<u>(2,050,744)</u>
Net current assets		<u>1,092</u>	<u>1,191</u>
Total assets less current liabilities		<u>80,227,092</u>	<u>80,227,191</u>
Creditors: amounts falling due after more than one year	14	<u>(80,225,400)</u>	<u>(80,225,400)</u>
Net assets		<u><u>1,692</u></u>	<u><u>1,791</u></u>
Capital and reserves			
Called up share capital	16	1,100	1,100
Retained earnings	17	592	691
Total shareholders' funds		<u><u>1,692</u></u>	<u><u>1,791</u></u>

The Annual Report and Financial Statements were approved by the board of directors and authorised for issue on 27 September 2018, and are signed on behalf of the board by:



J Gordon
Director

Company registration number: 08091546

The notes on pages 12 to 19 form part of the Annual Report and Financial Statements.

UCLH Investors (Holdings) Limited

Statement of Changes in Equity

Period from 1 July 2017 to 31 March 2018

		Called up share capital £	Retained earnings £	Total £
At 1 July 2016		1,100	604	1,704
Profit for the financial period			3,834,590	3,834,590
Total comprehensive income for the financial period		—	3,834,590	3,834,590
Dividends paid and payable	10	—	(3,834,503)	(3,834,503)
Total investments by and distributions to owners		—	(3,834,503)	(3,834,503)
At 30 June 2017		1,100	691	1,791
Profit for the financial period			1,126,323	1,126,323
Total comprehensive income for the financial period		—	1,126,323	1,126,323
Dividends paid and payable	10	—	(1,126,422)	(1,126,422)
Total investments by and distributions to owners		—	(1,126,422)	(1,126,422)
At 31 March 2018		<u>1,100</u>	<u>592</u>	<u>1,692</u>

The notes on pages 12 to 19 form part of the Annual Report and Financial Statements.

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements

Period from 1 July 2017 to 31 March 2018

1. General Information

UCLH Investors (Holdings) Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is 1 Park Row, Leeds, LS1 5AB.

The principal activity of the company is that of a holding company. This activity is not anticipated to change in the foreseeable future.

The Company's functional and presentation currency is the pound sterling.

2. Statement of Compliance

The individual financial statements of UCLH Investors (Holdings) Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Accounting Policies

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

(b) Going concern

The Company's underlying investment is in a PFI contract which is forecast to continue to be profitable. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and accordingly the financial statements have been prepared on the going concern basis.

(c) Disclosure exemptions

The Company has taken advantage of the exemption in FRS 102 Section 7 'Statement of Cash Flows' part 1B, which states that a small company is not required to prepare a cash flow statement.

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Period from 1 July 2017 to 31 March 2018

3. Accounting Policies *(continued)*

(d) Judgments and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported. These estimates and judgments are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

i) Impairment of assets

The carrying value of those assets recorded in the Company's Statement of Financial Position, at amortised cost, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and/or value in use of the potentially impaired asset or assets and compares that with the carrying value of the asset or assets in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

(e) Income tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

i) Current Tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Period from 1 July 2017 to 31 March 2018

3. Accounting Policies *(continued)*

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is also recognised on the revaluations of derivative financial instruments, with the movements going through the Statement of Comprehensive Income.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the deferred tax asset or liability.

(f) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of six months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

(g) Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

(h) Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

(i) Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price and subsequently at amortised cost, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Period from 1 July 2017 to 31 March 2018

3. Accounting Policies *(continued)*

Financial instruments *(continued)*

Other financial instruments are subsequently measured at fair value, with any changes recognised in the Statement of Comprehensive Income, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in the Statement of Comprehensive Income immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in the Statement of Comprehensive Income immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the Statement of Comprehensive Income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

4. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial period, including the directors, amounted to nil (2017: nil). The directors did not receive any remuneration from the Company during the period (2017: £nil).

5. Auditors' Remuneration

The audit fee of £2,500 (2017: £6,215) along with the non audit compliance tax fees of £nil (2017: £1,330) were borne by another group company.

6. Income from Participating Interests

	Period from 1 Jul 17 to 31 Mar 18 £	Year to 30 Jun 17 £
Dividends from participating interests	<u>1,126,422</u>	<u>3,834,803</u>

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Period from 1 July 2017 to 31 March 2018

7. Other Interest Receivable and Similar Income

	Period from 1 Jul 17 to 31 Mar 18 £	Year to 30 Jun 17 £
Loan interest from participating interests	<u>6,172,960</u>	<u>8,223,103</u>

8. Interest Payable and Similar Expenses

	Period from 1 Jul 17 to 31 Mar 18 £	Year to 30 Jun 17 £
Interest on amounts due to parent undertakings	<u>6,172,960</u>	<u>8,223,316</u>

9. Tax on Profit

Reconciliation of tax income

The tax assessed on the profit for the period is lower than (2017: lower than) the standard rate of corporation tax in the UK of 19% (2017: 19.75%).

	Period from 1 Jul 17 to 31 Mar 18 £	Year to 30 Jun 17 £
Profit before taxation	<u>1,126,323</u>	<u>3,834,590</u>
Profit by rate of tax	<u>214,002</u>	<u>757,000</u>
Effect of revenue exempt from tax	<u>(214,002)</u>	<u>(757,000)</u>
Total tax credit	<u>—</u>	<u>—</u>

10. Dividends

Dividends paid during the period (excluding those for which a liability existed at the end of the prior period):

	Period from 1 Jul 17 to 31 Mar 18 £	Year to 30 Jun 17 £
Dividends on equity shares at £1,126 (2017: £3,835) per ordinary allotted A and B shares	<u>1,126,422</u>	<u>3,834,503</u>

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Period from 1 July 2017 to 31 March 2018

11. Investments

	Shares in participating interests £	Loans to participating interests £	Total £
Cost			
At 1 July 2017 and 31 March 2018	<u>600</u>	<u>80,225,400</u>	<u>80,226,000</u>
Impairment			
At 1 July 2017 and 31 March 2018	<u>-</u>	<u>-</u>	<u>-</u>
Carrying amount			
At 31 March 2018	<u>600</u>	<u>80,225,400</u>	<u>80,226,000</u>
At 30 June 2017	<u>600</u>	<u>80,225,400</u>	<u>80,226,000</u>

Interest is charged on the loan notes of £80,225,400 at a rate of 10.25% and is payable bi-annually.

Investments in associates and joint ventures

In the opinion of the directors, the aggregate value of the shares in joint venture undertakings are not less than the aggregate of the amounts at which they are stated in the Statement of Financial Position.

The joint venture undertakings and the percentage of ownership are set out below. None of the shares relate to a listed investment. All undertakings are incorporated in the United Kingdom, registered in England and Wales and domiciled in the United Kingdom. All investments held are ordinary shares:

Joint venture undertakings	Holding	Share capital held	Operations
<i>Registered Office - Third floor, Broad Quay House, Princess Street, Bristol, BS1 4DJ</i>			
UCLH Investors Limited	Direct	80%	Holding company
Health Management (UCLH) Holdings Limited	Indirect	60%	Holding company
Health Management (UCLH) Limited	Indirect	60%	Operating company

12. Debtors

Debtors amounts falling due within one year are as follows:

	31 Mar 18 £	30 Jun 17 £
Amounts owed by undertakings in which the Company has a participating interest	-	1,604,060
Called up share capital not paid	<u>1,100</u>	<u>1,100</u>
	<u>1,100</u>	<u>1,605,160</u>

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Period from 1 July 2017 to 31 March 2018

13. Creditors: amounts falling due within one year

	31 Mar 18	30 Jun 17
	£	£
Amounts owed to Group undertakings	–	2,050,144
Called up share capital not paid	600	600
	<u>600</u>	<u>2,050,744</u>

Interest is charged on the loan notes of £80,225,400 at a rate of 10.25% and is payable bi-annually.

14. Creditors: amounts falling due after more than one year

	31 Mar 18	30 Jun 17
	£	£
Amounts owed to Group undertakings	<u>80,225,400</u>	<u>80,225,400</u>

Interest is charged on the unsecured loan of £80,225,400 at a rate of 10.25% and is payable bi-annually. The debt is in the form of Eurobonds listed on The International Stock Exchange (TISE) and will mature on 31 March 2040.

15. Financial Instruments

The carrying amount for each category of financial instrument is as follows:

	31 Mar 18	30 Jun 17
	£	£
Financial assets that are debt instruments measured at amortised cost		
Financial assets that are debt instruments measured at amortised cost	<u>80,226,000</u>	<u>82,276,000</u>
Financial assets that are equity instruments measured at cost less impairment		
Financial assets that are equity instruments measured at cost less impairment	<u>1,700</u>	<u>1,700</u>
Financial liabilities measured at amortised cost		
Financial liabilities measured at amortised cost	<u>80,226,000</u>	<u>82,275,000</u>

16. Called Up Share Capital

Issued, called up and fully paid

	31 Mar 18		30 Jun 17	
	No.	£	No.	£
A ordinary shares of £1 each	500	500	500	500
B ordinary shares of £1 each	500	500	500	500
C ordinary shares of £1 each	100	100	100	100
	<u>1,100</u>	<u>1,100</u>	<u>1,100</u>	<u>1,100</u>

UCLH Investors (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Period from 1 July 2017 to 31 March 2018

17. Retained Earnings

Retained earnings records retained earnings and accumulated losses.

18. Related Party Transactions

Name of Party	Nature of transaction	Income/ (Expense) during the period ended 31 March 2018	Amount owed by/(to) related party as at 31 March 2018	Income/ (Expense) during the year ended 30 June 2017	Amount owed by/(to) related party as at 30 June 2017
		£'000	£'000	£'000	£'000
PFI 2005 Limited	Loan interest	(1,073)	-	(1,429)	(356)
	Loan principal	-	(13,945)	-	(13,945)
	Dividend	(563)	-	(1,917)	-
CFIG Unicorn Holdings SPV LLC	Loan interest	(5,100)	-	(6,794)	(1,694)
	Loan principal	-	(66,280)	-	(66,280)
	Dividend	(563)	-	(1,917)	-
UCLH Investors Limited	Loan interest	6,173	-	8,223	1,604
	Loan principal	-	80,225	-	80,225
	Dividend	1,126	-	3,835	-

19. Controlling Party

The Company is registered and domiciled in the United Kingdom. The Company's immediate parent companies are the joint venture partners PFI 2005 Limited, whose registered address is 1 Park Row, Leeds, LS1 5AB, incorporated in the United Kingdom and registered in England and Wales and CFIG Unicorn Holdings SPV Limited Liability Company, whose registered office address is 251 Little Falls Drive, Wilmington, Delaware, 19808, incorporated in the United States of America and registered in Delaware.

In the directors' opinion there is no ultimate controlling party. The ultimate shareholders are Coral Project Investments LP, Dalmore Capital Fund LP and CFIG Unicorn Holdings SPV LLC.