

Registered No. 04779021

HCA UK CAPITAL LIMITED

Report and Financial Statements

31 December 2016



HCA UK Capital Limited

Registered No. 04779021

DIRECTORS

M T Neeb
J Loyal
T F Pritchard
J R Midkiff

SECRETARY

J Loyal

AUDITORS

Ernst & Young LLP
Apex Plaza
Forbury Road
Reading
RG1 1YE

BANKERS

Bank of America
5 Canada Square
London
E14 5AQ

REGISTERED OFFICE

242 Marylebone Road
London
NW1 6JL

STRATEGIC REPORT

The directors present their strategic report for the year ended 31 December 2016.

REVIEW OF THE BUSINESS

The principal activity of the company is to provide financing arrangements to other group companies.

The company made a loss before tax of £1,155,000 (2015: £271,000 *loss*) as a result of interest payable on loans exceeding interest received during the year. This reflects a similar pattern to previous years.

The company has ended the year in a strong financial position with net assets of £563,028,000 (2015: £564,183,000).

The company will continue to provide financing arrangements to other group companies.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties to the company relate to the recoverability of its investment in subsidiary. Management assess the position of the Company's investment on an annual basis to ensure that provisions are made where necessary.

The loans receivable and payable are all within the wider HCA Holdings Inc. group where the risk of non-payment is minimised and where group support is provided to the company and other group entities where required. Management continue to monitor the recoverability of loan receivables and payables and ensure provisions are made where required.

On behalf of the board



J R Midkiff
Director

15 May 2017

HCA UK Capital Limited

Registered No. 04779021

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 2016.

REVIEW OF THE BUSINESS

A review of the business has been provided within the Strategic Report.

DIVIDENDS

The directors do not propose any dividend for the year (2015: £nil).

DIRECTORS

The directors of the company who served during the year ended 31 December 2016 were as follows:

M T Neeb
J R Bugos (resigned 12 August 2016)
T F Pritchard (appointed 22 August 2016)
K M Giger (resigned 1 April 2016)
J Loyal
J R Midkiff (appointed 1 September 2016)

FUTURE DEVELOPMENTS

There are no plans to change the activities of the company.

EVENTS AFTER THE BALANCE SHEET DATE

No significant events affecting the company have occurred since the balance sheet date.

GOING CONCERN

The company has received a commitment of financial support from its parent undertaking, HCA UK Holdings Limited. The company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Therefore, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIRECTORS' STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were members of the board at the time of approving the Directors' Report are listed on page 1.

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

DIRECTORS' REPORT (CONTINUED)

AUDITORS

In accordance with Section 487 of the Companies Act 2006, Ernst & Young LLP will continue as auditor of the company.

On behalf of the board

A handwritten signature in black ink, appearing to read 'J R Midkiff', with a stylized flourish at the end.

J R Midkiff
Director

15 May 2017

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable United Kingdom 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 to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HCA UK CAPITAL LIMITED

We have audited the financial statements of HCA UK Capital Limited for the year ended 31 December 2016 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland').

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the 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.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102 "*The Financial Reporting standard applicable in the UK and Republic of Ireland*"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- 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.
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HCA UK CAPITAL LIMITED (CONTINUED)

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the Strategic Report or Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Ernst & Young LLP

Ian Oliver (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Reading

15 May 2017

HCA UK Capital Limited

STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 December 2016

	<i>Notes</i>	<i>2016</i> <i>£000</i>	<i>2015</i> <i>£000</i>
Administrative expenses		(155)	(278)
OPERATING LOSS	2	(155)	(278)
Interest receivable and similar income	4	370	1,234
Interest payable and other financial expenditure	5	(1,370)	(1,227)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(1,155)	(271)
Tax on loss on ordinary activities	6	-	3,166
(LOSS) \ PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(1,155)	2,895
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE (LOSS) \ INCOME		(1,155)	2,895

All activities relate to continuing operations.

HCA UK Capital Limited

STATEMENT OF FINANCIAL POSITION at 31 December 2016

	<i>Notes</i>	<i>2016</i> <i>£000</i>	<i>2015</i> <i>£000</i>
FIXED ASSETS			
Investments	7	<u>597,524</u>	<u>597,524</u>
CURRENT ASSETS			
Debtors	8	33,646	33,124
Cash at bank		<u>4,896</u>	<u>4,246</u>
		38,542	37,370
CREDITORS: amounts falling due within one year	9	<u>(73,038)</u>	<u>(70,711)</u>
NET CURRENT LIABILITIES		(34,496)	(33,341)
TOTAL ASSETS LESS CURRENT LIABILITIES		563,028	564,183
NET ASSETS		<u>563,028</u>	<u>564,183</u>
CAPITAL AND RESERVES			
Called up share capital	10	-	-
Share premium		576,132	576,132
Profit and loss account		(13,104)	(11,949)
EQUITY SHAREHOLDERS' FUNDS		<u>563,028</u>	<u>564,183</u>

These accounts were approved by the board of directors on 15 May 2017 and signed on its behalf by:



J R Midkiff
Director
Registered No. 04779021

HCA UK Capital Limited

STATEMENT OF CHANGES IN EQUITY for the year ended 31 December 2016

	<i>Share capital £000</i>	<i>Share premium £000</i>	<i>Profit and loss account £000</i>	<i>Total £000</i>
At 1 January 2015	-	576,132	(14,844)	561,288
Profit for the year	-	-	2,895	2,895
At 1 January 2016	-	576,132	(11,949)	564,183
Loss for the year	-	-	(1,155)	(1,155)
At 31 December 2016	-	576,132	(13,104)	563,028

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
at 31 December 2016

1. ACCOUNTING POLICIES

The principal accounting policies adopted by the company are set out below and are consistent with the previous year.

Statement of compliance

HCA UK Capital Limited is a company incorporated in England.

The company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the company for the year ended 31 December 2016.

The company is exempt from the obligation to prepare and deliver group accounts by virtue of section 401 of the Companies Act 2006. Its results are included in the consolidated accounts of HCA Holdings Inc., which is incorporated in the United States of America. Information in these financial statements is therefore presented for the individual company rather than for the group.

Basis of preparation

The financial statements of HCA UK Capital Limited for the year ended 31 December 2016 were authorised for issue by the Board of Directors on 15 May 2017.

The financial statements have been prepared in accordance with applicable accounting standards. The financial statements are prepared in sterling which is the functional currency of the company, and rounded to the nearest £'000.

The company has taken advantage of the following exemptions under FRS 102:

- (a) the requirements of section 4 *Statement of Financial Position* paragraph 4.12 (a)(iv)
- (b) the requirements of Section 7 *Statement of Cash Flows* and Section 3 *Financial Statement Presentation* paragraph 3.17
- (c) the requirements of Section 11 *Basic Financial Instruments* paragraphs 11.39 to 11.48A and Section 12 *Other Financial Instrument Issues* paragraphs 12.26 to 12.29
- (d) the requirement of Section 33 *Related Party Disclosures* paragraph 33.7

Basis of measurement

The financial statements have been prepared on the historical cost basis.

Going concern

The company has received a commitment of financial support from its parent undertaking, HCA UK Holdings Limited. The company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Therefore, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the Statement of Financial Position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ:

1. ACCOUNTING POLICIES (CONTINUED)

Significant accounting judgements, estimates and assumptions (continued)

from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Impairment

The company holds an investment in London Radiography & Radiotherapy Services Limited which in turn holds investments within other affiliated entities.

Where there are indicators of impairment of individual assets, the company performs impairment tests based on fair value less costs to sell or a value in use calculation. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset.

The value in use calculation is based on a discounted cash flow model. The cash flows are derived from past performance and future budgets and do not include restructuring activities that the company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested.

The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

Significant accounting policies

Investments

Investments are recorded at the lower of cost or net realisable value. The carrying values of investments are reviewed for impairment on an annual basis or when events or changes in circumstances indicate the carrying value may not be recoverable.

Foreign currencies

Transactions denominated in foreign currencies are translated into sterling at the exchange rates ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rates ruling at the balance sheet date. Exchange gains and losses are included in the statement of comprehensive income.

Taxation

Current tax is provided as amounts expected to be paid (or recovered) using the tax rate and laws that have been enacted or substantively enacted by the balance sheet date.

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

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 or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying time difference can be deducted.

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

1. ACCOUNTING POLICIES (CONTINUED)

Financial Assets

Initial recognition and measurement

The company determines the classification of its financial assets at initial recognition. All financial assets are recognised initially at fair value plus directly attributable transaction costs.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest receivable and similar income in the statement of comprehensive income. The losses arising from impairment are recognised in the statement of comprehensive income in administrative expenses.

Derecognition of financial assets

A financial asset is derecognised when (i) the rights to receive cash flows from the asset have expired or (ii) the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass through” arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The company assesses at each reporting date whether there is any objective evidence that a financial asset or group of financial assets is impaired. If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced, with the amount of the loss recognised in administrative expenses.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the statement of comprehensive income, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Financial liabilities

Initial recognition and measurement

The company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

Interest bearing loans and borrowings

Obligations for loans and borrowings are recognised when the company becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in interest receivable and interest payable.

Derecognition of financial liabilities

A liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a

1. ACCOUNTING POLICIES (CONTINUED)**Derecognition of financial liabilities (continued)**

derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity of three months or less.

2. OPERATING LOSS

The auditors of the company are also the auditors of HCA International Limited and are remunerated in respect of their services to the company by HCA International Limited. The audit fee for the company was £7,530 (2015: £8,820). There were no non-audit services provided during the year (2015: £nil).

3. DIRECTORS' REMUNERATION

One director is employed by the ultimate parent company, HCA Holdings Inc., and provides services for the global Group. The directors do not believe that it is practicable to apportion his remuneration between services to the company and services of fellow Group companies.

The other directors of the company are also directors of the holding company and fellow subsidiaries. The directors received total remuneration for the year of £2,169,000 (2015: £1,601,000), all of which was paid by the holding company. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of the holding and fellow subsidiary companies.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2016 £000	2015 £000
Interest receivable on intercompany loans	370	1,204
Gain on foreign exchange	-	30
	<u>370</u>	<u>1,234</u>

5. INTEREST PAYABLE AND OTHER FINANCIAL EXPENDITURE

	2016 £000	2015 £000
Bank interest payable	-	10
Interest payable on intercompany loans	1,137	1,217
Loss on foreign exchange	233	-
	<u>1,370</u>	<u>1,227</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
at 31 December 2016

6. TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Analysis of tax in the year:

	2016 £000	2015 £000
UK current tax:		
UK corporation tax	-	-
Tax (over) provided in prior years	-	(3,166)
		(3,166)
UK deferred tax:		
Origination and reversal of timing differences	-	-
Tax (credit) / charge on loss on ordinary activities	-	(3,166)

(b) Factors affecting total tax:

The tax assessed on the loss on ordinary activities for the year differs from the standard rate of corporation tax in the UK. The differences are reconciled below:

	2016 £000	2015 £000
Loss on ordinary activities before tax	(1,155)	(271)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 20.25%)	231	55
Effect of:		
Disallowed expenses and other permanent differences	(12)	(54)
Non taxable income		
Group relief exchanged for nil consideration	(219)	(1)
Adjustment in respect of prior periods	-	(3,166)
Total tax credit for the year	-	(3,166)

(c) Factors that may affect future tax:

A reduction in the UK corporation tax rate from 20% to 19%, with effect from 1 April 2017 was substantively enacted in 2015. A further reduction from 19% to 17% was substantively enacted in 2016 and will take effect from 1 April 2020.

HCA UK Capital Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) at 31 December 2016

7. INVESTMENTS

	<i>£000</i>
<i>Cost</i>	
At 1 January 2016	597,524
At 31 December 2016	<u>597,524</u>

Details of the company's principal subsidiary undertakings at 31 December 2016 are as follows:

<i>Company name</i>	<i>Country of incorporation</i>	<i>Ordinary shares held</i>	<i>Nature of business</i>
London Radiography and Radiotherapy Services Limited *	England	100%	Investment company
HCA Luxembourg 1 Sarl	Luxembourg	2.3%	Investment company
HCA Luxembourg Finance Limited	England	2.3%	Investment company
HCA Luxembourg Investments Sarl	Luxembourg	2.3%	Investment company
HCA Switzerland Finance GmbH	Switzerland	2.3%	Investment company

**Directly held by the company*

8. DEBTORS: amounts falling due within one year

	<i>2016</i>	<i>2015</i>
	<i>£000</i>	<i>£000</i>
Loan amounts due from other group undertakings	23,890	22,382
Amounts due from other group undertakings	<u>9,756</u>	<u>10,742</u>
	<u>33,646</u>	<u>33,124</u>

All loan receivable amounts have no set repayment date and are due on demand by the company. Accordingly they have been classified as amounts due within one year.

9. CREDITORS: amounts falling due within one year

	<i>2016</i>	<i>2015</i>
	<i>£000</i>	<i>£000</i>
Loan amounts owed to other group companies	60,827	58,361
Amounts owed to other group companies	12,192	12,083
Accrued expenses	<u>19</u>	<u>267</u>
	<u>73,038</u>	<u>70,711</u>

The intercompany loans have no set repayment date. Repayment is due on demand of the lender. Accordingly, all intercompany loans have been presented within 'amounts falling due within one year'. The Group companies have confirmed that they would not demand repayment if it were to detriment the going concern status of the company. All interest is borne at a variable rate of 1 month euro LIBOR plus 2.25%.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
at 31 December 2016
10. SHARE CAPITAL

	2016	2015	2016	2015
	No.	No.	£	£
<i>Allotted, called up and fully paid:</i>				
Ordinary shares of £1 each	<u>81</u>	<u>81</u>	<u>81</u>	<u>81</u>

11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company is HCA UK Holdings Limited, a company incorporated in the UK.

The company's ultimate parent undertaking is HCA Healthcare Inc., which is incorporated in the United States of America. HCA Healthcare Inc. is the smallest and largest group of which the company is a member and for which group financial statements are prepared. Copies of the parent's consolidated accounts may be obtained from HCA, Investor Relations, One Park Plaza, 1-4W, Nashville, TN 37203, USA.