

PCGH ZDP PLC

Half-Year Report and Financial Statements
for the half year ended 31 March 2018

CONTENTS

Page	
2	Company Information and Key Contacts
	Management Report comprising:
3	Interim Management Report
4	Statement of Directors' Responsibilities
	Financial Statements comprising:
5	Statement of Comprehensive Income
6	Statement of Changes in Equity
7	Balance Sheet
8	Cash Flow Statement
9	Notes to the Financial Statements

COMPANY INFORMATION

PCGH ZDP Plc (the 'Company') is a public limited company incorporated in England and Wales on 30 March 2017, with registration number 10700107. The principal legislation under which the Company operates is the Companies Act 2006. The Company's zero dividend preference (ZDP) shares have a standard listing on the London Stock Exchange.

KEY CONTACTS

Board of Directors

James Robinson (*Chairman*)
 Lisa Arnold (*appointed 1 February 2018*)
 Anthony Brampton
 Neal Ransome (*appointed 13 December 2017*)

Registered Office

16 Palace Street
 London
 SW1E 5JD

Investment Manager and AIFM

Polar Capital LLP
 16 Palace Street
 London
 SW1E 5JD

Company Secretary

Polar Capital Secretarial Services Limited
 16 Palace Street
 London
 SW1E 5JD

Independent Auditors

PricewaterhouseCoopers LLP
 Atria One, 144 Morrison Street
 Edinburgh
 EH3 8EX

Depository

HSBC Bank plc
 8 Canada Square
 London
 E14 5HQ

Registrar

Equiniti Limited
 Aspect House, Spencer Road
 Lancing, West Sussex
 BN99 6DA

Legal Adviser

Herbert Smith Freehills LLP
 Exchange House, Primrose Street
 London
 EC2A 2EG

Company identification codes:

TICKER: PGHZ **LEI:** 5493004C3YRF9HEVQI09
SEDOL: BDHXP96 **ISIN:** GB00BDHXP963

INTERIM MANAGEMENT REPORT

for the six months ended 31 March 2018

This interim management report is provided in accordance with the Disclosure and Transparency Rules (DTR) 4.2.7 and 4.2.8.

The Company is a public limited company with the sole purpose of issuing zero dividend preference (ZDP) shares and advancing the proceeds of the issue, by way of a loan, to the parent company. The Company is managed by an independent board of non-executive directors and the day to day operations are delegated to the Investment Manager, Polar Capital LLP. The Company's entire ordinary share capital is owned by the parent company while the ZDP shares have a standard listing on the London Stock Exchange. The parent company, Polar Capital Global Healthcare Trust Plc (PCGH) and the Company form the Group (the Group).

The sole objective of the Company is to repay the ZDP shareholders, on 19 June 2024, their entitlement to 122.99 pence per ZDP share. The performance of the Company in meeting this objective is directly linked to the performance of the parent company. To meet such objective, the parent company has provided an undertaking to the Company, whereby any shortfall between the final capital entitlement of 122.99 pence per ZDP share and the aggregate principal amount and interest due pursuant to the Agreement will be met in full by the parent company.

Directors

The directors who served in office during the six months under review are as follows:

- James Robinson (Chairman)
- Lisa Arnold (appointed 1 February 2018)
- John Aston, OBE (retired 28 February 2018)
- Anthony Brampton
- Antony Milford (retired 28 February 2018)
- Neal Ransome (appointed 13 December 2017)

All of the directors were, or are, also serving directors of the parent company and therefore have an indirect interest in the loan and undertaking entered into by the Company and parent.

Principal Risks and Uncertainties

There have been no changes to the risks and uncertainties within the six months under review to those reported in the last annual report, and there were no events or otherwise during the period under review which had any significant effect of the Company, its objective or purpose.

The board acknowledges its ultimate responsibility for managing the risks associated with the Company. The principal risks and uncertainties as identified by the board are detailed below:

Capital Value:

The primary risk to the ZDP shareholders is that the assets of the Company are insufficient to repay the final capital entitlement of the ZDP Shares of 122.99 pence per share on the repayment date of 19 June 2024. The payment will be dependent on the parent company's ability to comply with its obligations under the loan and the undertaking.

Investment tenure:

There is a risk that there may not be a liquid secondary market for the ZDP Shares. The investment should therefore be regarded as long-term in nature and should not be considered a suitable short-term investment.

Going Concern and Future Developments

The board monitors the financial position of the Company and Group and confirms that there continues to be a reasonable expectation that there are adequate resources to continue in operational existence for the foreseeable future. Accordingly, the board continues to adopt the going concern basis for the Company in preparing the financial results of the Company. The Company does not have, and does not expect to have, any other business interests, and the current activities of the Company are expected to continue until the scheduled ZDP Repayment Date of 19 June 2024 at which time the Company will enter into voluntary liquidation to wind up its operations.

Statement of Directors' Responsibilities

The Directors of PCGH ZDP Plc, who are listed above, confirm to the best of their knowledge that:

- The condensed set of financial statements has been prepared in accordance with IAS34 as adopted by the European Union and gives a true and fair view of the assets, liabilities and financial position of the Company as at 31 March 2018 and the results for the six months ended 31 March 2018 as required by the Disclosure and Transparency Rules 4.2.4R;
- The Interim Management Report includes a fair review of the information required by the Disclosure and Transparency Rules 4.2.7R and 4.2.8R;

The half year financial report for the six-month period to 31 March 2018 has not been audited or reviewed by the Auditors. The half year financial report for the six-month period to 31 March 2018 was approved by the Board on 29 May 2018.

Approved by the board of directors and signed on its behalf by

James Robinson
Chairman
29 May 2018

STATEMENT OF COMPREHENSIVE INCOME
for the half year ended 31 March 2018

		(Unaudited) Half year ended 31 March 2018	(Audited) Six months period ended 30 September 2017
	Notes	Total Return £	Total Return £
Loan interest	2	400,505	226,660
Contribution from parent	3	80,101	45,331
Total income		480,606	271,991
Total expenses		-	-
Profit before finance costs and tax		480,606	271,991
Finance costs			
Appropriation to ZDP shares	4	(480,606)	(271,991)
Total finance costs		(480,606)	(271,991)
Profit before tax		-	-
Tax		-	-
Net profit for the period and total comprehensive income		-	-

The amounts dealt with in the Statement of Comprehensive Income are all derived from continuing activities.

The notes to follow form part of these financial statements

STATEMENT OF CHANGES IN EQUITY
for the half year ended 31 March 2018

(Unaudited)
Half year ended 31 March 2018

	Called up share capital £	Capital reserve £	Total equity £
Total equity at 1 October 2017	50,000	-	50,000
Total comprehensive income:			
Profit for the half year ended 31 March 2018	-	-	-
Total equity at 31 March 2018	50,000	-	50,000

(Audited)
**Six months period ended
30 September 2017**

	Called up share capital £	Capital reserve £	Total equity £
Total equity at 30 March 2017	-	-	-
Total comprehensive income:			
Profit for the period ended 30 September 2017	-	-	-
Transactions with owners, recorded directly to equity:			
Ordinary shares issued 50,000 at £1 per share	50,000	-	50,000
Total equity at 30 September 2017	50,000	-	50,000

The notes to follow form part of these financial statements

BALANCE SHEET

For the half year ended 31 March 2018

	(Unaudited) 31 March 2018 £	(Audited) 30 September 2017 £
Non current assets		
Loan to parent company	32,881,034	32,400,428
Current assets		
Cash and cash equivalents	50,000	50,000
Total assets	<u>32,931,034</u>	<u>32,450,428</u>
Non current liabilities		
Zero dividend preference shares	(32,881,034)	(32,400,428)
Total liabilities	<u>(32,881,034)</u>	<u>(32,400,428)</u>
Net assets	<u>50,000</u>	<u>50,000</u>
Equity attributable to equity shareholders		
Called up share capital	50,000	50,000
Total equity	<u>50,000</u>	<u>50,000</u>

These financial statements of PCGH ZDP Plc were approved by the Board of Directors and authorised for issue on 29 May 2018, they were subsequently signed by:

James Robinson

Chairman

The notes to follow form part of these financial statements

CASH FLOW STATEMENT

for the half year ended 31 March 2018

	(Unaudited) Half Year Ended 31 March 2018 £	(Audited) Six months period Ended 30 September 2017 £
Cash flows from operating activities		
Profit before finance costs and taxation	480,606	271,991
Net cash inflow from operating activities	<u>480,606</u>	<u>271,991</u>
Cash flows from financing activities		
Ordinary shares issued	-	50,000
Proceeds from issue of ZDP shares	-	32,128,437
Increase in payables	(480,606)	(32,400,428)
Net cash outflow from financing activities	<u>(480,606)</u>	<u>(221,991)</u>
Net increase in cash and cash equivalents	-	50,000
Cash and cash equivalents at the beginning of the period	<u>50,000</u>	<u>-</u>
Cash and cash equivalents at the end of the period	<u>50,000</u>	<u>50,000</u>

The notes to follow form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the six months ended 31 March 2018

1. General Information

The Company's financial statements have been prepared under the historical cost convention modified to include the revaluation of certain investments. In line with the Company's parent, the financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), which comprise standards and interpretations approved by the International Accounting Standards Board (IASB) and International Accounting Standards Committee (IASC), as adopted by the European Union, and with those parts of the Companies Act 2006 applicable to companies under IFRS.

The financial information in this half year report does not constitute statutory accounts as defined in section 434 of the Companies Act 2006.

The financial information for the half year ended 31 March 2018 have not been audited. The figures and financial information for the six-month period ended 30 September 2017 are an extract from the latest published accounts and do not constitute statutory accounts for that period.

Full statutory accounts for the six-month period ended 30 September 2017, prepared under IFRS, including the report of the auditors which was unqualified, did not draw attention to any matters by way of emphasis and did not contain a statement under section 498 of the Companies Act 2006, have been delivered to the Registrar of Companies.

The Company's accounting policies have not varied from those described in the financial statements for the six-month period ended 30 September 2017.

The Company's presentational currency is pounds sterling. Pounds sterling is also the functional currency of the Company because it is the currency of the primary economic environment in which the Company operates.

2. Loan interest

Under a loan agreement the gross initial ZDP Placing proceeds have been lent to the parent company (Polar Capital Global Healthcare Trust Plc). The loan agreement provides that interest will accrue on the loan at a daily rate of 2.5% compounded annually.

3. Contribution from parent

The contribution represents the additional funding required from the parent company to meet the entitlement due to the ZDP shareholders at the period end.

4. Finance costs

The ZDP shares are designed to provide a pre-determined capital growth from their original issue price of 100p on 19 June 2017 to a final capital entitlement of 122.99 on 20 June 2024. The initial capital of 100p at 19 June 2017 will increase at an interest rate of 3% compounding annually. The provision for the capital growth entitlement on the ZDP shares is included as a finance cost.

5. Net asset value per ZDP share

	(Unaudited) Half Year Ended 31 March 2018	(Audited) Six month period ended 30 September 2017
Calculated entitlement of ZDP shareholders (£)	32,881,034	32,400,428
ZDP shares in issue at the end of the year	32,128,437	32,128,437
Net asset value per ZDP share (pence)	<u>102.34</u>	<u>100.85</u>

6. Related party

The Company has provided an interest-bearing loan to its parent company, Polar Capital Global Healthcare Trust Plc. The loan is carried at amortised cost, which represents the initial cost of the loan plus accrued interest and any contribution due from the parent company to meet the total ZDP entitlement. As at 31 March 2018, £32,881,034 was due from the parent company in respect of the loan (30 September 2017: £32,400,428).