COMPANY REGISTRATION NUMBER 00502370 (ENGLAND AND WALES)

ENVIGO INTERNATIONAL LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014



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8.

ENVIGO INTERNATIONAL LIMITED

COMPANY INFORMATION

Directors Mr A Baker

Dr P Brooker Mr C Brown Mr B Cass Dr A Hardy Mr R Michaelson

Company secretary Mr M G O'Reilly

Company registration number 00502370

Registered office Woolley Road Alconbury

Huntingdon Cambridgeshire PE28 4HS United Kingdom a

ENVIGO INTERNATIONAL LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report and the financial statements of the company for the year ended 31 December 2014.

Company name

As of 18 September 2015 the company changed its name to Envigo International Limited from Life Sciences Research Limited.

Principal activities

The principal activity of the company continues to be that of a holding company.

Directors

The directors who served the company during the year were as follows:

Mr A Baker

Dr P Brooker

Mr C Brown

Mr B Cass

Dr A Hardy

Mr R Michaelson

Directors' insurance

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Disclosure of information to auditors

Each of the directors has confirmed that there is no information of which they are aware which is relevant to the audit, but of which the auditors are unaware. They have further confirmed that they have taken appropriate steps to identify such relevant information and to establish that the auditors are aware of such information.

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Signed on behalf of the directors

Mr C Brown

29/09/2015

Director

ENVIGO INTERNATIONAL LIMITED STATEMENT OF DIRECTORS' RESPONSIBILITIES

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FOR THE YEAR ENDED 31 DECEMBER 2014

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENVIGO INTERNATIONAL LIMITED

We have audited the financial statements of Envigo International Limited for the year ended 31 December 2014 set out on pages 6 to 15. 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).

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 Statement of Directors' Responsibilities 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). 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 Directors' Report 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 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENVIGO INTERNATIONAL LIMITED (continued)

Matters on which we are required to report by exception

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.
- the directors were not entitled to take advantage of the small companies' exemptions when preparing a Strategic Report and in preparing the Directors' Report.

Senior statutory auditor exemption

The company passed a resolution in accordance with Section 506 of the Companies Act 2006 that the Auditors' name should not be stated.

Dated: 29 9 15

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PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £000	2013 £000
Turnover	. 2	1,645	1,159
Administrative expenses		(1,645)	(1,159)
Operating profit	3	_	-
Income from shares in group undertakings Interest payable and similar charges	6	690 -	- (1)
Profit/(loss) on ordinary activities before t	axation	690	(1)
Tax on profit/(loss) on ordinary activities	7	. –	112
Profit for the financial year		690	

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

BALANCE SHEET

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AS AT 31 DECEMBER 2014

	Note	£000	2014 £000	£000	2013 £000
Fixed assets					
Tangible assets	8		2		3
Investments	9		63,664		63,664
•			63,666		63,667
Current assets					
Debtors	10	2,516		~ 228	
Creditors: Amounts falling due					
within one year	11	(12,868)		(11,192)	
Net current liabilities			(10,352)		(10,964)
Total assets less current liabilities	;		53,314		52,703
Creditors: Amounts falling due					
after more than one year	12				(79)
Net assets			53,314		52,624
Capital and reserves		•	•		
Called-up equity share capital	16		14,676		14,676
Share premium account	17		24,310		24,310
Profit and loss account	18		14,328		13,638
Shareholders' funds	19		53,314		52,624

These accounts have been prepared in accordance with the provisions relating to small companies within Part 15 of the Companies Act 2006.

These accounts were approved by the directors and authorised for issue on 29/09/2015..., and are signed on their behalf by:

Mr C Brown Director

Company Registration Number: 00502370

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

1. Accounting policies

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1.1 Accounting convention

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards.

1.2 Cash flow statement

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within a group, whose consolidated accounts are publicly available.

1.3 Revenue recognition

Turnover represents management charges received from group companies.

1.4 Fixed assets

Tangible fixed assets are stated at cost less depreciation.

1.5 Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant and machinery

8 - 10 years

1.6 Deferred taxation

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the accounts. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1.7 Foreign currency translation

Transactions denominated in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

1.8 Consolidation

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Envigo Holdings, Inc, a company incorporated in the United States of America, and is included in the consolidated accounts of that company which are available from the company's registered office.

1.9 Share based payments

The company follows the provisions of FRS20 - "Share Based Payments" and recognises the cost of certain share awards schemes in accordance with the standard.

As detailed in note 13 to the financial statements, six of the serving directors of the company have been granted stock appreciation rights in the ultimate parent company. The fair market value of these rights is calculated using an option pricing model and remeasured at each balance sheet date until the liability is settled. The movement in the fair value is recognised in the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

1. Accounting policies (continued)

1.10 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

2. Turnover

1.

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3. Operating profit

Operating profit is stated after charging/(crediting):

	2014	2013
	£000	£000
Depreciation of owned fixed assets	1	2
Auditor's fees	146	180
Net gain on foreign currency translation	(99)	(18)
	==	

Auditors' remuneration is borne by the company on behalf of its subsidiary undertakings and recharged by way of management fee.

4. Employees

The average number of staff employed by the company during the financial year amounted to:

	2014 No	2013 No
Administration	<u> </u>	1
The aggregate payroll costs of the above were:		
	2014 £000	2013 £000
Wages and salaries Social security costs Other pension costs	1,196 77 113 1,386	623 77 104 804

5. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services for the company were:

	2014 £000	£000
Aggregate remuneration Value of company pension contributions to money purchase	801	623
schemes	113	104
	914	727

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

5. Directors' remuneration (continued)

Emoluments disclosed above represent amounts paid to the highest paid director. Emoluments of 5 (2013: 6) of the other directors are borne by other group companies.

Included in the above are amounts receivable in respect of long term incentive schemes totalling £125,000 (2013: £125,000). The number of directors who received entitlements under long term incentive schemes during the year was 1 (2013: 1).

A charge of £276,000 has been made in the company's profit and loss account in the year (2013: £1,000 credit) in respect of stock appreciation rights (note 13), for the directors whose emoluments are charged to the company.

6. Income from shares in group undertakings

		2014 £000	2013 £000
	Income from group undertakings	690	_
7.	Taxation on ordinary activities		
	(a) Analysis of tax credit in the year		
		2014 £000	2013 £000
	Current tax:		
	Corporation tax Adjustment in respect of prior year group relief	<u>-</u>	(112)
	Total current tax	<u>.</u>	(112)

(b) Factors affecting the tax credit for the year

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21% (2013 - 23.25%).

	2014 £000	2013 £000
Profit/(loss) on ordinary activities before taxation	690	(1)
Loss on ordinary activities before taxation multiplied by standard rate of tax Income not taxable Difference between capital allowances and depreciation Utilisation of tax losses Adjustment in respect of prior year group relief Provisions Group relief surrendered	148 (148) (1) (2) - 3	(112) (6)
Total current tax (note 7(a))		(112)

The company has tax losses available of approximately £4.0m (2013: £4.0m). A deferred tax asset of £0.9m (2013: £0.9m) has not been recognised due to uncertainty over future eligible profits.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

8. Tangible fixed assets

		Plant and machinery £000
	Cost At 1 January 2014 and 31 December 2014	13
	Depreciation At 1 January 2014 Charge for the year	10 1
	At 31 December 2014	11
	Net book value At 31 December 2014	2
	At 31 December 2013	3
9.	Investments	
		Shares in subsidiary undertakings £000
	Cost At 1 January 2014 and 31 December 2014	85,660
	Provisions for diminution in value At 1 January 2014 and 31 December 2014	21,996
	Net book value At 31 December 2014 and 31 December 2013	63,664

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

9. Investments (continued)

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Principal activity
Envigo CRS Limited	England	The provision of pre-clinical safety and efficacy evaluation services to the pharmaceutical, biopharmaceutical, agricultural and industrial chemical industry.
Envigo Analytics Limited*	England	The provision of character assessment and stability services to pharmaceutical and biotechnological product manufacturers.
Envigo Consulting Limited	England	The provision of regulatory and consultancy services to the chemical and agrochemical industries
Envigo CRS, Inc	USA	The provision of pre-clinical and non-clinical safety and efficacy evaluation services
Envigo CRS Co. Ltd	Japan	Marketing and contracting for pre-clinical and non- clinical contract research services
CentraLabs Clinical Research Limited*	England	The company provides analytical support for clinical trials of pharmaceutical compounds
Envigo Pharma Consulting Limited**	England	The provision of regulatory and consultancy services to the chemical and agrochemical industries
HIH limited	England	Dormant
Huntingdon Research Centre Limited	England	Dormant
Huntingdon Consulting Engineers Limited	England	Dormant
LSR Pension Scheme Limited	England ·	Dormant
Pathfinder Clinical Development Ltd***	England	Dormant
Pathfinder Nominees Ltd*	England	Dormant
SPD Properties I Limited***	British Virgin Islands	
SPD Properties II Limited***	British Virgin Islands	Nominee Company
Paragon Global Services	England	Dormant
Envigo Laboratories, Inc.	USA	Nominee Company
Acorn Research Ltd	St. Kitts and Nevis	Holding Company
Centralabs Clinical Research, Inc.	USA	Dormant

All holdings consist of ordinary shares and represent 100% of the share capital.

10. Debtors

	2014 £000	2013 £000
Amounts owed by group undertakings	2,513	225
Other debtors	3	3
	2,516	228

^{*}A subsidiary of Pathfinder Clinical Development Limited

^{**}A subsidiary of Acorn Research Limited

^{***}A subsidiary of Envigo CRS Limited



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

11. Creditors: Amounts falling due within one year

	2014 £000	2013 £000
Amounts owed to group undertakings Accruals and deferred income	11,868 1,000	10,359 833
	12,868	11,192
12. Creditors: Amounts falling due after more tha	n one year	
	2014 £000	2013 £000
Other creditors		79

13. Stock appreciation rights

The directors and certain senior management of the company have been granted stock appreciation rights (SARs) in the ultimate parent company, Envigo International Holdings, Inc. The rights replace stock options held in a former ultimate parent company which were cancelled on 24 November 2009, the date of that company's merger with Envigo International Holdings, Inc.

The fair market value of the SARs is calculated using The Black-Scholes option pricing model and the following assumptions:

	2014	2013
Expected dividend yield of stock	0%	0%
Expected volatility of stock	32.0%	34.4%
Risk-free interest rate	1.10% - 1.66%	1.12% - 2.28%
Expected term of SARs	3.0 - 5.0 years	3.5 - 6.5 years

The expected life is the number of years that the Company estimates, based upon history, that the SARs will be outstanding prior to exercise or forfeiture. The stock volatility factor is based on an average volatility rate of entities providing similar services.

Upon exercise, each right entitles the holder to receive an amount in cash equal to the difference between the notional fair market value of one share in Envigo International Holdings, Inc on the exercise date and the notional fair market value of one share in Envigo International Holdings, Inc on the grant date.

Date of				Date 1st 50%	No of SARS	Date 2nd 50%	No of SARS
Grant	Number E	xercise		become	exercisable	become	exercisable -
	Granted	Price	Terms	exercisable	- 1st 50%	exercisable	2nd 50%
3 Dec, 2010	568,826	\$ 8.50	10 years	24 Nov, 2011	284,413	24 Nov, 2011	284,413
31 Jul, 2012	10,000	\$ 8.50	10 years	31 Jul, 2013	5,000	31 Jul, 2014	5,000
31 Jul, 2012	10,000	\$ 8.50	10 years	31 Jul, 2012	5,000	3 Dec, 2012	5,000

All SARs may subsequently only be exercised on 31 March and 30 September each year. The holders may only exercise 50% of the rights granted to them at any one time. The exercising of the rights is subject to the holder's continuous service from the grant date through to the vesting date and certain other conditions.

A charge of £458,000 has been made in the company's profit and loss account for the year (2013: £1,000 credit), reflecting the revaluation of 355,000 existing SARs granted to the director whose emoluments are charged to the company, as well as rights granted to certain members of senior management of the company which were transferred to the company during 2014. The charge is based upon an option pricing model and represents the proportion of the balance sheet valuation of the rights granted which relate to the directors' and employees' continuous service from grant date to the year end.

A total of 233,326 rights were transferred to the company in the year, which had previously been charged to the profit and loss account of subsidiary companies, resulting in a charge for the year of £182,000.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

14. Contingent liabilities

Group borrowings

The company has guaranteed the borrowings of its subsidiaries. The outstanding borrowings at 31 December 2014 were approximately £277m (2013:£93m). Borrowings are secured by way of a first legal mortgage against certain of the group's freehold land and buildings and by way of fixed and floating charges over certain property, assets and rights whatsoever and wheresoever both present and future.

Pensions

The company is ultimately responsible for meeting the liabilities of the LSR Pension Scheme (formerly LSR Pension and Life Assurance Scheme), a funded multi-employer pension scheme providing benefits, based on final pensionable salary, for Group employees in the UK. This scheme has been closed to new entrants since 5 April 1997. As of 31 December 2002, the accumulation of plan benefits of employees in the scheme was permanently suspended, and therefore, the scheme was curtailed. The assets of the scheme are held in an independent trust and a qualified independent actuary determines contributions to it.

All contributions are met by Envigo CRS Limited, a subsidiary company, and the entire scheme deficit of approximately £25m at 31 December 2014 (2013: £24m) is reflected in that company's accounts. Envigo International Limited is unable to identify its share of the underlying assets and liabilities of providing pensions on a consistent and rational basis. Full details of the scheme, including the major assumptions used by the actuary are shown in the financial statements of Envigo CRS Limited. A full actuarial valuation of the scheme was carried out at 31 December 2013 by a qualified actuary, independent of the scheme's sponsoring employer.

15. Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard No.8 from the requirement to disclose details of transactions with group companies that are wholly owned members of the group.

16. Share capital

Allotted, called up and fully paid:

	No	2014 £000	No	2013 £000
Ordinary shares of £0.05 each	293,510,294	14,676	293,510,294	14,676

17. Share premium account

There was no movement on the share premium account during the financial year.

18. Profit and loss account

	2014	2013
ı	£000	£000
Balance brought forward	13,638	13,527
Profit for the financial year	690	111
Balance carried forward	14,328	13,638



ENVIGO INTERNATIONAL LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

19. Reconciliation of movements in shareholders' funds

	2014 £000	2013 £000
Profit for the financial year Opening shareholders' funds	690 52,624	111 52,513
Closing shareholders' funds	53,314	52,624

20. Controlling parties

The company's immediate parent company is Envigo International, Inc, which is incorporated in the United States.

The company's ultimate parent company is Envigo International Holdings, Inc, which is incorporated in the United States.

The smallest and largest group in which the results of the company are consolidated as at 31 December 2014 was that headed by Envigo Holdings, Inc. Copies of the consolidated financial statements of Envigo Holdings, Inc are available from the company's registered office.