322

FOREST LABORATORIES UK LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2003



ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2003

CONTENTS

PAGE

- 1 Report of the Directors
- 3 Statement of directors' responsibilities
- 4 Report of the independent auditors
- 6 Profit and loss account
- 7 Balance sheet
- 8 Notes forming part of the financial statements

DIRECTORS

H Solomon (USA)

R Stafford (Republic of Ireland)

J Worth

D Burke (Republic of Ireland)

SECRETARY AND REGISTERED OFFICE

A Livingstone

Bourne Road

Bexley

Kent DA5 1NX

COMPANY NUMBER

532832

AUDITORS

BDO Stoy Hayward 8 Baker Street

London W1U 3LL

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2003

The directors submit their report together with the audited financial statements for the year ended 31st March 2003.

Principal Activity

The principal activities of the Company are the manufacture and distribution of ethical and over-the-counter pharmaceutical products.

Review of Business

Another steady year for the company with taxable profits exceeding one million pounds. Two new products were introduced on the OTC side of our business.

The directors are convinced that we have the capacity to add products into our portfolio without expanding our current infrastructure and continue to explore every avenue possible to bring further brands on board.

Results & Dividends

The profit and loss statement is set out on page 6 and shows the Company's results for the year, together with the retained profits.

No dividend is proposed.

There have been no events since the balance sheet date which materially affect the position of the Company.

Land and Buildings

In the opinion of the directors there is no material difference between the market value and the book value of land and buildings.

Research & Development

Research & development is primarily focused on maintaining our current marketing authorisations. However, we have recently embarked on a project to develop a new delivery method for one of our products which we believe will, amongst other benefits, greatly enhance the patients quality of life.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH 2003 (continued)

Directors

The directors of the Company during the year ended 31st March 2003 were:-

H Solomon (USA)

R Stafford (Republic of Ireland)

J Worth

D Burke (Republic of Ireland)

None of the directors had any interest in the share capital of the Company during the year or previous year.

Messrs Worth and Burke retire by rotation and, being eligible, offer themselves for reelection.

The interests of the directors in the shares of the ultimate parent company are disclosed in the accounts of that company.

Auditors

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting.

By order of the board

A Livingstone Secretary

Date: 15th December 2003

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31ST MARCH 2003

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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 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 assume that the company will continue in business.

The directors are responsible for keeping proper accounting records which 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 1985. 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF FOREST LABORATORIES UK LIMITED

We have audited the financial statements on pages 6 to 19 which have been prepared under the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Accounting Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

This report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

Basis of opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF FOREST LABORATORIES UK LIMITED (Continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31st March 2003 and of the Company's results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO Stoy Hayward

Chartered Accountants and Registered Auditors

BDO Stoy Haywourd

London

Date: 15 December 2003

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2003

<u>N</u>	OTE		2003 <u>£</u>	2002 £
TURNOVER	2		21,091,101	20,638,587
Cost of Sales			14,133,424	14,106,889
GROSS PROFIT			6,957,677	6,531,698
Distribution Costs		3,717,672	3,957,183	3
Administrative Expenses		2,606,377	2,344,46	5_
		-	6,324,049	6,301,648
OPERATING PROFIT	3		633,628	230,050
Interest Receivable		_	403,407	400,635
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	N	·	1,037,035	630,685
Taxation	6		(342,000)	(246,000)
PROFIT FOR THE YEAR		=	695,035	384,685
STATEMENT OF RETAINED PRO	OFITS			
Retained profits at 1st April	•		7,358,948	6,974,263
Profit for the year		-	695,035	384,685
Retained profits at 31st March		<u>-</u>	8,053,983	7,358,948
All amounts relate to continuing acti	vities.			

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 8 to 19 form part of these financial statements.

BALANCE SHEET AT 31ST MARCH 2003

	<u>NOTE</u>		2003 £		2002 £
FIXED ASSETS			<u>~</u>		<u>~</u>
Tangible Assets	7		1,844,073		1,942,058
Investments	8		1,394		1,394
			1,845,467		1,943,452
CURRENT ASSETS					
Stocks	9	2,859,573		2,873,218	
Debtors	10	4,018,755		3,727,616	
Cash at bank	10	11,318,834		10,353,457	
Casii at bank		18,197,162		16,954,291	
		10,177,102		10,751,271	
CREDITORS - amounts falling					
due within one year	11	10,802,046		10,394,195	
NET CURRENT ASSETS			7,395,116		6,560,096
TOTAL ASSETS less CURREN	Т				
<u>LIABILITIES</u>	-		9,240,583		8,503,548
PROVISIONS FOR LIABILITIE	E <u>S</u>				
AND CHARGES					
Deferred Taxation	12		87,000		45,000
			9,153,583		8,458,548
CAPITAL and RESERVES					
Called up Share Capital	13				
Equity	15		215		215
Non-equity			534,723		534,723
Tron equity			02 1,720		001,720
<u>RESERVES</u>					
Capital Reserve		564,662		564,662	
Profit and loss account		8,053,983		7,358,948	
			8,618,645		7,923,610
			9,153,583		8,458,548

APPROVED by the BOARD OF DIRECTORS

R. Stafford / My My / Will 19
Date: 15th December 2000

The notes on pages 8 to 19 form part of these financial statements.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

1. Accounting Policies

(a) Convention

These financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The principal accounting policies which the directors have adopted within that convention are set out below.

(b) Foreign Currency

Foreign currency transactions are translated at the rates ruling when they occurred. Assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Exchange profits and losses are included in the Company's trading results.

(c) Turnover

Turnover is the amount derived from the provision of goods and services falling within the Company's ordinary activities after deduction of trade discounts and value added tax.

(d) Research & Development

Research and development expenditure is written off in the year in which it is incurred.

(e) Deferred Taxation

Following the adoption of FRS 19 "Deferred Tax", deferred tax is recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except for:

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company is anticipated to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

The adoption of the accounting policy has not had a material effect on the tax charge for the current or prior year.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

1 Accounting Policies (continued)

(f) Tangible Fixed Assets and Depreciation

For all tangible fixed assets depreciation is calculated to write down their cost or valuation to their estimated residual values by equal annual instalments over the period of their estimated useful economic lives, which are considered to be:

Freehold Buildings

40 years

Plant and machinery, fixtures and fittings

Up to 10 years

Motor vehicles

Up to 4 years

(g) Patents, Licences and Trade Marks

The normal expenses of maintaining patents, licences and trade marks are charged against the Company's trading results as incurred.

(h) Stock and Work in Progress

Stock and work in progress are valued at the lower of cost and net realisable value.

Cost is calculated as follows:-

Raw materials, bought in parts

cost of purchase on first in,

and consumable stores

first out basis.

Work in progress and

finished goods

cost of raw materials and labour

together with attributed overheads

based on the normal level of activity.

(i) Pension Costs

Contributions to the Company's pension scheme are charged to the profit and loss account so as to spread the cost of pensions over the employees' working lives with the Company.

(j) Leased assets

All leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

2 Analysis of Turnover

Turnover is attributable mainly to the manufacture and distribution of Ethical and Over The Counter (OTC) Pharmaceuticals.

Turnover attributable to each of the Company's geographical markets is:-

	<u>2003</u>	<u>2002</u>
	$\underline{\mathbf{t}}$	$\underline{\mathfrak{t}}$
United Kingdom	18,725,627	18,426,561
Republic of Ireland	614,556	726,644
Rest of Europe	402,469	445,685
Middle East	444,059	416,536
Asia	563,346	308,277
Canada	192,359	191,830
Other	148,685	123,054
	21,091,101	20,638,587

All assets of the company are situated within the United Kingdom, and all trading results are generated from operations within the United Kingdom.

3.	Operating Profit	<u>2003</u>	<u>2002</u>
	Operating profit is arrived at	$\underline{\mathbf{t}}$	<u>£</u>
	after charging / (crediting):		
	Depreciation	274,430	295,503
	Research and Development Expenditure	990,758	863,675
	Profit on disposal of fixed assets		(8,425)
	(Profit) / Loss on foreign currency transactions	(2,086)	9,944
	Auditor's remuneration		
	- audit services	31,973	27,023
	- non audit services	5,000	8,500
	Operating leases - plant and machinery	7,200	14,065
	Operating leases - motor vehicles	177,262	258,039

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

4.	Employees		
	The average monthly number of employees within each	category was:	
		<u>2003</u>	2002
		<u>No</u>	<u>No</u>
	Production	69	71
	Distribution	45	46
	Administrative	26	26
		140	143
	The costs incurred in respect of these employees were:		
		2003	2002
		$\underline{\mathfrak{t}}$	$ar{f t}$
	Wages and salaries	3,463,353	3,428,453
	Social security costs	349,812	337,730
	Other pension costs	533,359	401,768
	Redundancy costs	-	7,986
		4,346,524	4,175,937
5.	Directors' Emoluments		
		<u>2003</u>	<u>2002</u>
		$\underline{\underline{\mathbf{f}}}$	$\underline{\mathfrak{L}}$
	Aggregate emoluments	<u>109,406</u>	104,055

Retirement benefits accrued to one director under a defined benefit scheme during the year.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

Tax on profit on ordinary activities 2003 2002 £ £ Analysis of tax charge: 300,000 UK corporation tax 260,000 Deferred tax (note 12) 42,000 (14,000)Tax on profit on ordinary activities 342,000 246,000 Factors affecting the UK tax charge for the year: 2003 2002 £ Profit on ordinary activities before tax 1,037,035 630,685 Profit on ordinary activities at the standard rate of UK corporation tax at 30% (2001 - 30%) 311,111 189,206 Effects of: Expenses not deductible 38,114 58,294 Capital allowances in excess of depreciation 14,841 12,500 Research and Development tax credit (64,066)Current tax charge for the year 300,000 260,000

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

7. <u>Tangible Assets</u>	FREEHOLD LAND & BUILDINGS £	FURNITURE FIXTURES & FITTINGS $\frac{\underline{\mathfrak{t}}}{\underline{\mathfrak{t}}}$	PLANT & MACHINERY	MOTOR VEHICLES <u>£</u>	TOTAL <u>£</u>
Cost at 1st April 2002	1,758,735	688,518	2,938,870	15,964	5,402,087
Additions during year	-	59,440	117,005	-	176,445
Cost at 31st March 2003	1,758,735	747,958	3,055,875	15,964	5,578,532
Depreciation at 1st April 2002	644,541	581,541	2,230,617	3,330	3,460,029
Charge for the year	35,219	77,336	157,879	3,996	274,430
Depreciation at 31st March 2003	679,760	658,877	2,388,496	7,326	3,734,459
Net book value at 31st March 2003	1,078,975	89,081	667,379	8,638	1,844,073
Net book value at 31st March 2002	1,114,194	106,977	708,253	12,634	1,942,058

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

8. Fixed Asset Investments

Subsidiaries and Related Companies

The following companies were incorporated in the UK and were dormant at 31st March 2003.

	Percentage of Share	Unquoted shares
	Capital held	at cost
		£
Subsidiary		
Pharmax Limited	100% ordinary	100
Related Company		
Forest Pharmax Limited	50% ordinary	<u>1,294</u>
•		
Cost at 31st March 2003		1.394
2000		
Cost at 31st March 2002		<u>1,394</u>

The Company has taken advantage of the exemption granted under S228 (1) of the Companies Act 1985 from preparing consolidated financial statements being itself a wholly owned subsidiary undertaking.

9.	Stocks	2003 <u>£</u>	2002 <u>£</u>
	Raw materials	980,992	1,143,127
	Work in progress	490,684	378,467
	Finished goods and goods for resale	1,387,897	<u>1,351,624</u>
	•	2,859,573	<u>2,873,218</u>

In the opinion of the directors, the above value of stocks is not materially different to replacement cost at 31st March 2003.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

10.	<u>Debtors</u>		
		2003 £	2002 £
	Trade debtors	3,482,658	3,337,983
	Prepayments and accrued income	536,097	389,633
		4,018,755	3,727,616
·	All debts fall due for payment within one year.		
11.	Creditors - Amounts falling due within one year		
		2003 £	2002 £
	Trade creditors	616,733	499,753
	Amounts owed to Group undertakings	8,417,078	7,992,378
	Corporation Tax	277,048	83,993
	Other creditors	163,403	174,897
	Accruals and deferred income	1,112,295	1,014,243
	Other Taxation and Social Security	215,489	628,931
		10,802,046	10,394,195

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

12.	Provisions for Liabilities and Charges	· · · · · · · · · · · · · · · · · · ·	
12.	Deferred Taxation		
	Deterrod Taxation	2003	2002
		<u>£</u>	£
	Provision for deferrred tax	_	_
	Accelerated capital allowances	87,000	45,000
	Provision at 1 April 2002	45,000	59,000
	Transfer to profit and loss account (note 6)	42,000	(14,000)
	Provision at 31 March 2003	87,000	45,000
13.	Share Capital		
		2003	<u>2002</u>
		$\underline{\mathfrak{t}}$	$\underline{\mathtt{f}}$
	Equity		
-	Authorised, issued and fully paid		
	2,150 Ordinary shares of 10p each	215	215
	Non-Equity		
	21,500 Deferred shares of 10p each	2,150	2,150
	12% non-cumulative redeemable	522 572	£20 £72
	preference shares of £1 each	532,573	532,573
		534,723	534,723

Ordinary shareholders have 1,000 votes per share and the right to all profits after payment of the preference dividend. On a winding up, following payment to the Preference Shareholders, Ordinary Shareholders will receive £100 per share and the balance of any assets following payment to Deferred Shareholders.

Deferred Shareholders have one vote per share, no rights to share in the profits, and on a winding up, repayment of the amount paid up following payment to the preference shareholders and £100 per Ordinary Share.

Preference Shareholders have one vote per share and in a winding up, surplus assets remaining after payment of liabilities shall first be applied to repaying the paid up amount on their shares. The shares were issued on 26th May 1978 and can be redeemed only at the Company's option. The Company must give three months written notice of redemption. The shares would be redeemed at par value.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

14. Commitments under operating leases

The Company's annual commitments under non cancellable operating leases is as follows:-

	2003 £	2002 <u>£</u>
Plant and machinery - expiring between 2 and 5 years	7,597	7,806
•	7,597	7,806

15. Pension Scheme

The Company operates a defined benefit pension scheme for the majority of its employees who joined the scheme prior to 6th April 1993. Any new entrants to the Company's pension scheme, subsequent to 6th April 1993, joined a money purchase scheme. The assets of the scheme are held in a separate trustee administered fund.

The total pension cost for the year was £533,359 (2002 - £401,768). The employer's contribution was 16.1% (2002 - 16.1%) of an employee's pensionable salary. The pension cost charged to the profit and loss account is such as to spread the cost of pensions over employees' working lives. The pension cost has been based on the latest valuation which was conducted as at 30th June 2000 and was completed allowing for 7% investment returns and 5.5% future salary increases. The next valuation is due at 30th June 2003.

Additional disclosure required by FRS17 - Retirement Benefits

The last full actuarial valuation of the pension Scheme upon which the additional disclosure points are based was carried out on 30 June 2000. The major assumptions used by the actuary as at 31 March 2003 were:-

	<u>2003</u>	2002
Inflation Assumption	2.2%	2.5%
Rate of increase in salaries	3.0%	4.0%
Rate of increase of pensions in payment	2.2%	2.5%
Rate of increase for deferred pensioners	2.2%	2.5%
Discount Rate	5.6%	6.1%

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

Pension Scheme (Continued) 15.

The fair value of assets in the scheme were:

Deficit in the scheme

Pension Liability

	Long term rate of return expected at 31st March 2003	Value at 31st March 2003 £	Value at 31st March 2002 £
Equities	7.5%	4,700,000	5,900,000
Bonds	4.5%	1,200,000	1,100,000
Cash		700,000	700,000
Total		6,600,000	7,700,000
The following amounts at 31st March requirements of FRS 17:-	2003 were measured in	accordance with the $\underline{\mathbf{f}}$	£
Fair value of scheme assets Actuarial value of scheme lia	bilities	6,600,000 9,000,000	7,700,000 8,100,000

If the above amounts had been recognised in the financial statements, the company's profit and loss account reserve at 31st March 2003 would have been as follows:

At 31st	At 31st
March 2003	March 2002
8,053,983	7,358,948
(2,400,000)	(400,000)
5,653,983	6,958,948
	March 2003 8,053,983 (2,400,000)

(2,400,000)

(2,400,000)

(400,000)

(400,000)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2003

16. Related Party Transactions

The Company has taken advantage of the exemption allowed by FRS8 Related Party Transactions not to disclose any transactions or balances with entities which have 90% or more voting rights controlled within the Group.

17. Cash Flow Statement

The Company has taken advantage of the exemption allowed under Financial Reporting Standard 1 "Cash Flow Statements" not to produce a cash flow statement, as it is a wholly owned subsidiary of Pharmax Holding Limited. A Group cash flow statement is included in the financial statements of Pharmax Holding Limited, the United Kingdom parent company. Copies of the consolidated financial statements of Pharmax Holding Limited are available from Companies House.

18. Parent Company

The Company's ultimate parent company is Forest Laboratories Inc., a company incorporated in the USA.