

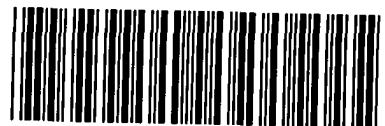


UCB (Investments) Limited

Annual Report and Financial Statements for the
year ended 31 December 2018

Company registration number: 01106309

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UCB (Investments) Limited
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2018

The Directors present their Strategic Report of UCB (Investments) Limited (the "Company") for the year ended 31 December 2018, detailing the main factors impacting upon the business during the year and a review of progress.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the Company (registered number: 01106309) is that of a holding company, providing management and financial services to its subsidiaries.

The Company made a profit for the financial year of £25,037,000 (2017: £111,000 profit).

After allowing for remeasurements of the defined benefit pension scheme net deficit of £nil (2017: £1,816,000) the total comprehensive income/(loss) for the year was £25,037,000 (2017: £1,705,000 loss).

The Company has net assets of £463,068,000 (2017: £986,991,000) at the Balance Sheet date.

PRINCIPAL RISKS AND UNCERTAINTIES

A global Risk Management policy, applicable for the whole UCB Group and its affiliates worldwide, describes the UCB Group's commitment to provide an effective risk management system across the Group in order to minimise its exposure to risks that could threaten the UCB Group's corporate objectives.

The Board of Directors is responsible for approving the UCB Group's strategy, goals and objectives and overseeing the establishment, implementation and review of the Group's risk management system. The Board of Directors is assisted by the Audit Committee in its responsibility for the appreciation of risk and risk management. The Audit Committee examines on a regular basis the areas where risk could significantly affect the Group's financial situation and reputation and monitors the overall risk management process of the Group.

The Corporate Risk Management Committee, consisting of Executive Committee members and senior management representatives of all business functions and reporting to the Executive Committee, provides strategic leadership that endorses the corporate risk assessment and prioritisation process that drives the establishment of risk mitigation plans within all business functions and operations, supported by a global risks management system to effectively and efficiently assess, report, mitigate and manage actual or potential risk or exposures.

UCB (Investments) Limited is part of the UK Group of UCB Companies and as such is included within the global Risk Management policy.

KEY PERFORMANCE INDICATORS (KPI's)

Given the straightforward nature of the business and the fact that the Company is not engaged in any trading activities, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development performance or position of the business.

On behalf of the Board:



Y. Khatri
Director

Date: 23/09/2019

UCB (Investments) Limited
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2018

The Directors are responsible for preparing the Strategic Report, the Directors' Report and audited Financial Statements of the Company for the year ended 31 December 2018 (referred to as "2018" and "year" throughout the Financial Statements).

FINANCIAL RISK MANAGEMENT

The Company is exposed to various financial risks arising from its operations and UCB Group corporate finance activities. The Group manages, on behalf of the subsidiaries, these financial risks. These financial risks are market risk (including foreign exchange risk and interest rate risk) and liquidity risk.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's Statement of Comprehensive Income. The objective of market risk management is to manage and control market risk exposures. The Group enters into derivative financial instruments and also incurs financial liabilities in order to manage market risk.

Foreign exchange risk

The Company as part of the UCB Group operates across the world and is exposed to movements in foreign currencies affecting its net income and financial position, as expressed in Sterling. The Group actively monitors its currency exposures, and when appropriate enters into transactions with the aim of preserving the value of assets and anticipated transactions. The Group uses forward contracts, foreign exchange options and cross currency swaps to hedge certain committed and anticipated foreign exchange flows and financing transactions.

Interest rate risk

Changes in interest rates may cause variations in interest income and expenses resulting from interest bearing assets and liabilities. The Group uses interest rate derivatives to manage its interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity risk is managed by the Group. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due under normal circumstances without incurring unacceptable losses or risking damage to the Group reputation. The Group maintains sufficient reserves of cash and readily realisable marketable securities to meet its liquidity requirements at all times. In addition the Group has certain unutilised revolving committed facilities at its disposal.

FUTURE DEVELOPMENTS

The Company will continue to act as a Group holding Company for fellow subsidiaries in the forthcoming future.

DIRECTORS

The Directors who held office during the year and up to the date of signing the Financial Statements are listed below:

M G Hardy
Y Khatri
S Turley (Resigned 8 October 2018)
D Coombes (Appointed on 8 October 2018)

DIVIDENDS

The directors have proposed a final dividend and was duly paid in respect of the current financial year of £24,960,000 (2017: £nil).

DIRECTORS' INDEMNITIES

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

POST BALANCE SHEET EVENTS

There are no significant post Balance Sheet events since the year end.

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

UCB (Investments) Limited
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

INDEPENDENT AUDITORS

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

On behalf of the Board:



Y Khatri
Director

208 Bath Road
Slough
Berkshire
United Kingdom
SL1 3WE

Date: 23/09/2019

UCB (Investments) Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 period. 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;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

On behalf of the board:



Y Khatri
Director

208 Bath Road
Slough
Berkshire
United Kingdom
SL1 3WE

Date: 23/09/ 2019

UCB (Investments) Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UCB (INVESTMENTS) LIMITED

Opinion

In our opinion UCB (Investments) Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 Balance Sheet as at 31 December 2018; the statement of comprehensive income, the statement of changes in equity for the year 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.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

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. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

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 Strategic Report and 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.

UCB (Investments) Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UCB (INVESTMENTS) LIMITED (CONTINUED)

Reporting on other information (continued)

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 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 Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in respect of the financial statements 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.

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.

UCB (Investments) Limited

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UCB (INVESTMENTS) LIMITED
(CONTINUED)**

Other matter

The Company has passed a resolution in accordance with section 506 of the Companies Act 2006 that the senior statutory auditor's name should not be stated.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge

Date: 23/09/2019

UCB (Investments) Limited
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018

	Note	2018 £'000	2017 £'000
Income from shares in group undertakings	2	24,960	-
Administrative expenses		(339)	(505)
Operating profit/(loss)	3	24,621	(505)
Other interest receivable and similar income	4	263	310
Profit/(loss) before taxation		24,884	(195)
Tax on profit/(loss)	5	153	306
Profit for the financial year		25,037	111
Other comprehensive income/(expense)			
Remeasurements of defined benefit liability		-	(1,816)
Total other comprehensive income/(expense) for the year, net of income tax		-	(1,816)
Total comprehensive income/(loss) for the year		25,037	(1,705)

The notes on pages 11 to 19 form part of these Financial Statements.

All results derive from continuing operations.

UCB (Investments) Limited
BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £'000	2017 £'000
Fixed assets			
Investments	6	457,066	457,066
		<u>457,066</u>	<u>457,066</u>
Current assets			
Debtors	7	4,313	528,032
Cash at bank and in hand		1,708	1,912
		<u>6,021</u>	<u>529,944</u>
Creditors: amounts falling due within one year	8	(19)	(19)
		<u>6,002</u>	<u>529,925</u>
Net current assets			
		<u>463,068</u>	<u>986,991</u>
Total assets less current liabilities			
		<u>463,068</u>	<u>986,991</u>
Net assets			
		<u>463,068</u>	<u>986,991</u>
Capital and reserves			
Called up share capital	10	45,928	45,928
Share premium account		391,804	915,804
Profit and loss account		25,336	25,259
		<u>463,068</u>	<u>986,991</u>
Shareholders' funds			
		<u>463,068</u>	<u>986,991</u>

The notes on pages 11 to 19 form part of these Financial Statements.

The Financial Statements on pages 8 to 19 were approved by the Board of Directors on 23 September 2019 and signed on its behalf by:


Y Khatri
Director

COMPANY REGISTERED NUMBER: 01106309

UCB (Investments) Limited
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital £'000	Share premium account £'000	Profit and loss account £'000	Shareholders' funds £'000
Balance at 1 January 2017	45,928	915,804	26,964	988,696
Total comprehensive income for the year	-	-	111	111
Profit for the financial year	-	-	(1,816)	(1,816)
Other comprehensive expense for the year	-	-	-	-
Total comprehensive expense for the year	-	-	(1,705)	(1,705)
Balance at 31 December 2017 and at 1 January 2018	45,928	915,804	25,259	986,991
Total comprehensive income for the year	-	-	25,037	25,037
Profit for the financial year	-	-	-	-
Total comprehensive income for the year	-	-	25,037	25,037
Transactions with owners, recorded directly in equity	-	-	-	-
Disposal of own shares	-	(524,000)	-	(524,000)
Dividends	-	-	(24,960)	(24,960)
Total contributions by and distributions to owners	-	(524,000)	(24,960)	(548,960)
Balance at 31 December 2018	45,928	391,804	25,336	463,068

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

1 ACCOUNTING POLICIES

BASIS OF PREPARATION

UCB (Investments) Limited ("the Company") is a private company limited by shares and incorporated, domiciled and registered in the United Kingdom. The principal activity of the Company is that of a holding company, providing management and financial services to its subsidiaries. The registered number is 01106309 and the registered address is 208 Bath Road, Slough, Berkshire, SL1 3WE.

The Company is exempt by virtue of, section 400 of the Companies Act 2006 from the requirement to prepare group Financial Statements. These Financial Statements present information about the Company as an individual undertaking and not about its group.

These Financial Statements were prepared in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these Financial Statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, UCB S.A. includes the Company in its consolidated Financial Statements. The consolidated Financial Statements of UCB S.A. are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Celltech Group Limited, 208 Bath Road, Slough, Berkshire, SL1 3WE.

In these Financial Statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes (*IAS 7 Statement of Cash Flows*);
- Comparative period reconciliations for share capital;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs (*IAS 8, paragraph 30 and 31, Accounting Policies, Changes in Accounting Estimates and Errors*);
- Disclosures in respect of the compensation of Key Management Personnel (*IAS 24 Related Party Disclosures*);
- The requirements to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member (*IAS 24 Related Party Disclosures*).

As the consolidated Financial Statements of UCB S.A. include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of a trading portfolio or derivatives; and
- The disclosures required by IAS 36 paragraph 134 (d) to 134 (f), Impairment of assets.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in these Financial Statements.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the Financial Statements and estimates with a significant risk of material adjustment in the next year are discussed in note 15.

CHANGES IN ACCOUNTING POLICIES

During the year, the Company adopted the following new standards:

- IFRS 9: Financial instruments
- IFRS 15: Revenue from contracts with customers
- IFRS 16: Leases

No material changes arising upon adoption.

ACCOUNTING CONVENTION

The Financial Statements are prepared on the going concern basis, under the historical cost convention modified by revaluation of financial assets and financial liabilities held at fair value through profit and loss, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

1 ACCOUNTING POLICIES (CONTINUED)

INTEREST RECEIVABLE AND PAYABLE

Interest receivable and payable are recognised on an accruals basis.

DIVIDENDS

Dividends receivable are recognised at the date on which their payment becomes irrevocable. Dividend distributions to the Company shareholders are recognised in the year in which the dividends are approved by the Shareholders.

FOREIGN CURRENCY TRANSLATION

Transactions denominated in foreign currencies are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling on the Balance Sheet date and the gains or losses arising on translation are dealt with through the Statement of Comprehensive Income in the period in which they arise. Foreign currency differences are recognised within finance income or expense.

DEFERRED TAXATION

Deferred taxation is provided on timing differences that have originated but not reversed by the Balance Sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the Balance Sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which the asset can be utilised.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax is measured on an undiscounted basis.

INVESTMENTS

Investments are carried at the lower of cost and recoverable amount. Investments are tested for impairment by comparing the carrying value of the investment with its recoverable amount on an annual basis at the Balance Sheet date.

EMPLOYEE BENEFITS

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years; that benefit is discounted to determine its present value, and the fair value of any plan assets are deducted. The Company determines the net interest on the net defined benefit liability for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the net defined benefit liability.

Remeasurements arising from defined benefit plans comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Company recognises them immediately in other comprehensive income and all other expenses related to defined benefit plans in employee benefit expenses in the Statement of Comprehensive Income.

The calculation of the defined benefit obligations is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the present value of benefits available in the form of any future refunds from the plan or reductions in future contributions and takes into account the adverse effect of any minimum funding requirements.

The Company is the sponsoring employer of three group wide defined benefit pension plans. As there is no contractual agreement or stated group policy for charging the net defined benefit cost of the plan to participating entities, the net defined benefit cost of the pension plans is recognised fully by the sponsoring employer, which is the Company.

NON-DERIVATIVE FINANCIAL INSTRUMENTS

Non-derivative financial instruments comprise trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. Provision is made when there is objective evidence that the Company will not be able to recover balances in full, with the charge being recognised in the Statement of Comprehensive Income. Balances are written off when the probability of recovery is assessed as being remote.

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

1 ACCOUNTING POLICIES (CONTINUED)

Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

2 INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2018 £'000	2017 £'000
Dividend received from group undertakings	24,960	-

3 OPERATING PROFIT/(LOSS)

	2018 £'000	2017 £'000
Operating profit/(loss) is stated after charging:		
Auditors' remuneration for the statutory audit of UCB (Investments) Limited	11	11

The Company has no employees (2017: nil) and no staff costs (2017: £nil).

None of the Directors received nor were due remuneration from the Company during the year (2017: £nil).

The emoluments of the Directors were paid by another UCB group company. The Directors' services to this company are of a non-executive nature. Accordingly, the Statement of Comprehensive Income includes no emoluments in respect of the Directors.

4 OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	2018 £'000	2017 £'000
Interest receivable from group undertakings	263	264
Net interest on net defined benefit pension liability	-	46
	263	310

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

5 TAX ON PROFIT/(LOSS)

Recognised in the Statement of Comprehensive Income

	2018	2017
	£'000	£'000
UK corporation tax		
UK Corporation tax on profit of the year at 19% (2017: 19.25%)	(868)	(1,250)
Adjustments in respect of prior years	(146)	-
Total current tax	(1,014)	(1,250)
Deferred tax		
Origination and reversal of timing differences	861	944
Total deferred tax	861	944
Tax on profit/(loss)	(153)	(306)

Factors affecting the tax expense

The tax assessed for the year is lower (2017: lower) than the standard rate of corporation tax in the UK 19% (2017: 19.25%). The differences are explained below.

Reconciliation of effective tax rate

	2018	2017
	£'000	£'000
Profit for the year	25,037	111
Total tax credit	(153)	(306)
Profit/(loss) before taxation	24,884	(195)
Tax using the UK corporation tax rate 19% (2017: 19.25%)	4,728	(38)
Effects of:		
Dividend income not taxable	(4,742)	-
Pension contribution and spreading	-	(1,099)
Non deductible expenses	-	831
Tax recognised on losses	7	-
Adjustments in respect of prior years	(146)	-
Total tax credit	(153)	(306)

Factors that may affect future tax charges

The UK corporation tax reduced to 19% from 1 April 2017. Changes to the UK corporation tax rates were substantively enacted as part of Finance bill 2016 (on 6 September 2016). This included reduction to the main rate to reduce the rate to 17% from 1 April 2020.

The deferred tax assets and liabilities have been calculated at the tax rate effective in the period that the tax is expected to crystallise.

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

6 INVESTMENTS

	Shares in subsidiary undertakings £'000
Cost	
Balance at 1 January 2018	938,153
Balance at 31 December 2018	938,153
Accumulated impairment	
Balance at 1 January 2018	(481,087)
Balance at 31 December 2018	(481,087)
Net book value	
At 31 December 2017	457,066
At 31 December 2018	457,066

The Directors believe that the carrying value of the investments is supported by their underlying net assets and cash flows.

At 31 December 2018 the Company held direct or indirect shareholdings in the following subsidiary undertakings:

Subsidiary undertaking	Principal business activity	Registered address	Country of Incorporation	Percent of shareholding held	Description of shares held
Celltech Group Limited (a)	Holding company	208 Bath Road, Slough, Berkshire, SL1 3WE	England and Wales	100%	Ordinary shares
Celltech R&D Limited	Provider of employees to UCB	208 Bath Road, Slough, Berkshire, SL1 3WE	England and Wales	100%	Ordinary shares
Darwin Discovery Limited	Dormant	208 Bath Road, Slough, Berkshire, SL1 3WE	England and Wales	100%	Ordinary shares
Celltech Pension Trustees Limited	Pension scheme	208 Bath Road, Slough, Berkshire, SL1 3WE	England and Wales	100%	Ordinary shares
UCB Pharma Limited	Sale and marketing of a range of branded speciality and generic pharmaceutical products	208 Bath Road, Slough, Berkshire, SL1 3WE	England and Wales	100%	Ordinary shares

(a) Held directly.

7 DEBTORS

	2018 £'000	2017 £'000
Amounts owed by group undertakings	4,313	527,171
Deferred tax assets (see note 9)	-	861
	4,313	528,032

Amounts owed by group undertakings are unsecured and are repayable on demand. £4,059,065 (2017: £3,044,000) is interest free and £269,935 (2017: £524,127,000) bears interest at LIBOR GBP 1 month less 0.25%

Debtors include other debtors of £nil (2017: £nil) due after more than one year.

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

8 CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 £'000	2017 £'000
Accruals and deferred income	19	19
	<u>19</u>	<u>19</u>

9 DEFERRED TAX ASSETS

Recognised deferred tax assets are attributable to the following:

	2018 £'000	2017 £'000
Defined benefit pension scheme net asset	-	861
	<u>-</u>	<u>861</u>

Movement in deferred tax during the year:

	1 January 2018 £'000	Recognised in income £'000	Recognised in other comprehensive income £'000	31 December 2018 £'000
Defined benefit pension scheme net asset	861	(861)	-	-
	<u>861</u>	<u>(861)</u>	<u>-</u>	<u>-</u>

Movement in deferred tax during the prior year:

	1 January 2017 £'000	Recognised in income £'000	Recognised in other comprehensive income £'000	31 December 2017 £'000
Defined benefit pension scheme net asset	1,805	(944)	-	861
	<u>1,805</u>	<u>(944)</u>	<u>-</u>	<u>861</u>

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

10 CAPITAL AND RESERVES

Share capital	2018 £'000	2017 £'000
Allotted, called up and fully paid		
44,928,426 (2017: 44,928,426) redeemable cumulative preference shares of £1 each	44,928	44,928
1,000,000 (2017: 1,000,000) Ordinary shares of £1	1,000	1,000
	<u>45,928</u>	<u>45,928</u>
Balance as at 1 January and 31 December		

The redeemable cumulative preference shares carry the right to receive the same dividend as the ordinary shares and shareholders are not entitled to vote at a general meeting unless dividends are in arrears or the business of the meeting affects the rights attaching to the shares or the borrowing powers of the Directors. These shares are repayable, including arrears of dividend, at the option of the Company on giving thirty days' notice. On a winding up the shareholders are entitled to be repaid in full, including arrears of dividend, in priority to ordinary shareholders.

The directors have proposed a final dividend and was duly paid in respect of the current financial year of £24,960,000 (2017: £nil).

11 RELATED PARTY TRANSACTIONS

The Company is exempt, under paragraph 8(k) of FRS 101, from the requirement to disclose related party transactions on the grounds that it is a wholly owned subsidiary undertaking. This exemption covers transactions with other Group undertakings.

There were no other related party transactions in the year.

12 ULTIMATE PARENT COMPANY

The Company is a subsidiary undertaking of UCB Pharma S.A. . The ultimate controlling party is UCB S.A. a company registered in Belgium.

The smallest and largest group in which the Company's results are consolidated is that headed by UCB S.A., Allée de la Recherche, 60, Brussels, 1070, Belgium. The consolidated financial statements of UCB S.A. can be obtained from the Company secretary at the following address: UCB (Investments) Limited, 208 Bath Road, Slough, Berkshire, SL1 3WE.

13 CONTINGENT LIABILITIES

Pension fund

On 26 June 2007 an account charge was registered between the Company and the UCB British Pension Trust Limited, being the present corporate trustee of the UCB British Pension Scheme, on a newly created deposit escrow account. The Company agreed to pay the pension contributions into this account which could have been used to fund any future deficit in the UCB British Pension Scheme.

Following the wind up of the UCB British Pension Scheme on 1 October 2015, the charge between the Company and the UCB British Pension Trust Limited has been removed in full.

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

14 EMPLOYEE BENEFITS

Nature of schemes

UCB (Investments) Limited was the sponsoring employer for two pension schemes, UCB Bridge Water Pension and UCB Dumfries Pension schemes which were constituted through separate independent trusts. The schemes were contributory, funded, defined benefit schemes, the benefits of which were based on final pensionable pay. The Company had no active members in the schemes during 2018 (2017: none), the scheme members being employees of other UCB Group companies in the United Kingdom. In 2017 UCB Dumfries Pension was wound up followed by UCB Bridge Water Pension in 2018.

The last full actuarial valuations of the scheme was carried out on 31 January 2017 and was updated in accordance with Financial Reporting Standard 101 (FRS101) to 31 December 2018 by a qualified independent actuary.

	2018 £'000	2017 £'000
Defined benefit asset	-	34,522
Total defined benefit asset	-	34,522
Total defined benefit liability	-	(34,522)
Net assets for defined benefit schemes	-	-

Movements in net defined benefit liability

	Defined benefit obligation		Fair value of plan assets		Impact of asset ceiling		Net defined benefit assets	
	2018 £'000	2017 £'000	2018 £'000	2017 £'000	2018 £'000	2017 £'000	2018 £'000	2017 £'000
Balance at 1 January	34,522	54,984	(34,522)	(54,984)	-	-	-	-
Included in profit or loss								
Interest cost/(income)	446	1,412	(446)	(1,458)	-	-	-	(46)
	446	1,412	(446)	(1,458)	-	-	-	(46)
Included in OCI								
Remeasurements loss/(gain):								
Actuarial gain/(loss) arising from								
- Change in financial assumptions	83	(2,308)	-	-	-	-	83	(2,308)
- Experience adjustment	-	(178)	-	-	-	-	-	(178)
Return on scheme assets greater than interest income on assets	-	-	(83)	4,302	-	-	(83)	4,302
	83	(2,486)	(83)	4,302	-	-	-	1,816
Other								
Contributions paid by the employer	-	-	-	(1,770)	-	-	-	(1,770)
Benefits and expenses paid	(432)	(2,858)	432	2,858	-	-	-	-
(Liabilities extinguished)/assets distributed on settlements	(34,619)	(16,530)	34,619	16,530	-	-	-	-
Balance at 31 December	-	34,522	-	(34,522)	-	-	-	-

The changes in assumption would be offset by an equal and opposite change in the fair value of plan assets, and therefore no impact on the net defined benefit obligation.

UCB (Investments) Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018

14 EMPLOYEE BENEFITS (CONTINUED)

Scheme assets	2018 £'000	2017 £'000
Annuities	-	34,522
Total	-	34,522

Scheme assets do not include any of UCB (Investments) Limited's own financial instruments, or any property occupied by UCB (Investments) Limited.

The expected return on scheme assets is determined by considering the expected returns available on the assets underlying the current investment policy. Expected yields on fixed interest investments are based on gross redemption yields as at the Balance Sheet date. Expected returns on equity investments reflect long-term real rates on return experiences in the respective markets.

15 ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Employee benefits

The Company currently has defined benefit plans, which are disclosed in note 14. The calculation of the assets or liabilities related to these plans is based upon statistical and actuarial assumptions. This is in particular the case for the present value of the defined benefit obligation which is impacted by assumptions on discount rates used to arrive at the present value of future pension liabilities, and assumptions on future increases in salaries and benefits. Furthermore, the Company uses statistically-based assumptions covering areas such as future withdrawals of participants from the plans and estimates of life expectancy. The actuarial assumptions used might differ materially from actual results due to changes in market and economic conditions, higher or lower employee turnover, longer or shorter life spans of participants, and other changes in the factors being assessed. These differences could impact the assets or liabilities recognized in the Balance Sheet in future years.

Tax positions

The Company operates in complex legal and tax regulatory environments. The income tax positions taken are considered by the Company to be supportable and are intended to withstand challenge from tax authorities. However, it is accepted that some of the positions are uncertain and include interpretations of complex tax laws as well as transfer pricing considerations which could be disputed by tax authorities. A liability is recorded for each item that is not probable of being sustained on examination by the tax authorities based on all relevant information. The liability is calculated by the entity as the single best estimate of the current tax it expects to pay. These estimates are based on facts and circumstances existing at the end of the reporting year. The tax liability and income tax expense include penalties and late payment interests arising from tax disputes.

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future against which the reversal of temporary differences can be used.

Impairment of investments

At each reporting date, the Company reviews the carrying amount of its investments in subsidiaries to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. To determine the value in use, the Company uses estimates of future cash flows generated by the investments. Estimated cash flows are discounted using an appropriate rate that reflects current market assessments of the time value of money and the risks specific to the investments.

An impairment loss is recognised directly in the Statement of Comprehensive Income under the "Impairment of fixed asset investment" caption.