

Avent Group Limited
Annual report and financial statements
for the year ended 31 December 2008

Registered number: 02437245



Avent Group Limited
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for the year ended 31 December 2008

Contents

Directors and advisors	1
Directors' report for the year ended 31 December 2008.....	2-3
Independent auditors' report to the members of Avent Group Limited	4
Profit and loss account for the year ended 31 December 2008	5
Balance sheet as at 31 December 2008	6
Notes to the financial statements	7-12

Avent Group Limited

Directors and advisors

Directors

M Armstrong

G Tranter

Secretary

M Armstrong

Registered office

Philips Centre

Guildford Business Park

Guildford

Surrey

GU2 8XH

Auditors

KPMG LLP

8 Salisbury Square

London

EC47 8BB

Registered number

02437245

Avent Group Limited

Directors' report for the year ended 31 December 2008

The directors present their report and the audited financial statements of the company for the year ended 31 December 2008.

Principal activities

The principal activity of the company is that of an investment holding company.

Business review

The company's results are set out in the profit and loss account on page 5.

Dividends

No dividend has been declared in respect of the year ended 31 December 2008 (2007: £nil).

Directors

The current directors and those who held office during the year ended 31 December 2008 are given below:

N Backhaus	(resigned 30 January 2009)
J Hey	(resigned 30 January 2009)
J Eysermans	(resigned 23 September 2008)
B Mulder	(resigned 30 January 2009)
G Tranter	(appointed 30 January 2009)
M Armstrong	(appointed 30 January 2009)

Auditors

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

Avent Group Limited

Directors' Report (continued)

Directors' Statement as to Disclosure of Information to Auditors

Each person who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the director has taken all of the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of the information.

Directors' Responsibilities

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 UK Accounting Standards and applicable laws (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have a 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.

By Order of the Board



G Tranter
Director

6 August 2009

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AVENT GROUP LIMITED

We have audited the financial statements of Avent Group Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



KPMG LLP
Chartered Accountants
Registered Auditor

8 Salisbury Square
London
EC4T 8BB

6 August 2009

Avent Group Limited
Profit and loss account
for the year ended 31 December 2008

	Notes	2008 £'000	2007 £'000
Investment Income		1,671	-
Other operating expenses		-	(3)
Administration costs		-	-
Operating profit/ (loss)	2	1,671	(3)
Loss on disposal of investments		(5,356)	20,145
Loan Waivers		(70,102)	-
Interest receivable and similar income	5	1,986	2,953
Interest payable and similar charges	4	-	(40)
(Loss)/profit on ordinary activities before taxation		(71,801)	23,055
Tax on profit on ordinary activities	6	(108)	186
(Loss)/profit for the financial year		(71,909)	23,241

There is no material difference between the loss on ordinary activities before taxation and the loss for the year as stated above and their historical cost equivalents.

The company has no recognised gains or losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

Avent Group Limited

Balance sheet as at 31 December 2008

		2008		2007	
	Notes	£'000	£'000	£'000	£'000
Fixed assets					
Investments	7		-		5,356
			<u>-</u>		<u>5,356</u>
Current assets					
Debtors	8	-		66,545	
Cash at bank and in hand		-		8	
Net current assets		<u>-</u>	<u>-</u>	<u>66,553</u>	<u>66,553</u>
Net assets			<u>-</u>		<u>71,909</u>
Capital and reserves					
Called up share capital	9		471		471
Share premium account	10		4,899		4,899
Profit and loss account	10		(5,370)		66,539
Total shareholders' funds	11		<u>-</u>		<u>71,909</u>

The financial statements which comprise the profit and loss account, the balance sheet and related notes were approved by the Board of Directors on 6 August 2009 and were signed on its behalf by:



G Tranter
Director

Avent Group Limited

Notes to the financial statements

1 Accounting policies

These financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards in the United Kingdom. A summary of accounting policies, which have been applied consistently, is set out below.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date, or the appropriate hedged rate, and the gains or losses on translation are included in the profit and loss account. Transactions in foreign currencies accounted for in the profit and loss account are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract.

Related party transactions

The company has taken advantage of the exemptions available under Financial Reporting Standard No. 8, "Related party transactions", from disclosing transactions with 90% or more controlled subsidiary undertakings which eliminate on consolidation.

Cash flow statement

The company has taken advantage of the exemptions available under Financial Reporting Standard No. 1, "Cash flow statements", from preparing a cash flow statement on the grounds that it is a wholly owned subsidiary and is included in the cash flow statement of its ultimate parent undertaking, Koninklijke Philips Electronics NV, whose consolidated financial statements are publicly available (see note 12).

Consolidated financial statements

The company is a wholly-owned subsidiary and is included in the consolidated financial statements of its ultimate parent undertaking, Koninklijke Philips Electronics NV, whose consolidated financial statements are publicly available (see note 12).

Consequently, the company is exempt by virtue of S228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements. The financial statements presented are therefore those of Avent Group Limited as an individual undertaking.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

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

Fixed asset investments

Fixed asset investments in subsidiary undertakings are shown at original cost to the company less permanent diminution in value.

Avent Group Limited

Notes (continued)

2 Operating profit

Operating profit is stated after charging:

	2008	2007
	£'000	£'000
Foreign exchange losses	-	3

Auditors' remuneration for audit services of £2,500 (2007: £2,500) was borne by another group company.

3 Directors' emoluments

The directors of the company are remunerated by other group companies in respect of their services to the group as a whole and they receive no emoluments for services to this company (2007: £nil).

The company has no employees (2007: nil).

4 Interest payable and similar charges

	2008	2007
	£'000	£'000
Interest payable to group undertakings	-	40

5 Interest Receivable and similar income

	2008	2007
	£'000	£'000
Interest receivable on other loans	-	6
Interest receivable from group undertakings	1,986	2,947
	<u>1,986</u>	<u>2,953</u>

Avent Group Limited

Notes (continued)

6 Tax on (loss)/ profit on ordinary activities

(a) Analysis of charge/ (credit) in the year

	2008	2007
	£'000	£'000
Current tax:		
UK corporation tax on profits of the period	-	-
Adjustment in respect of previous periods	108	(186)
Total current tax	<u>108</u>	<u>(186)</u>
Deferred tax:		
Current year	-	-
Total deferred tax	<u>-</u>	<u>-</u>
Tax charge/ (credit) on profit/ (loss) on ordinary activities	<u>108</u>	<u>(186)</u>

(b) Factors affecting tax charge/ (credit) for the year

	2008	2007
	£'000	£'000
(Loss)/ profit on ordinary activities before tax	<u>(71,801)</u>	<u>23,055</u>
(Loss)/ profit on ordinary activities multiplied by standard rate of corporation tax in UK of 28% (2007: 30%)	(20,104)	6,916
Effects of:		
- Previous periods adjustment	108	(186)
- Loan waivers	19,629	-
- Overseas dividends	(468)	-
- Impairment of fixed asset investment	1,500	-
- Group relief surrendered free of charge	(557)	(6,916)
Current tax charge/(credit) for the period	<u>108</u>	<u>(186)</u>

Avent Group Limited

Notes (continued)

7 Investments

Subsidiary undertaking	Cost of shares held	
	2008	2007
	£	£
Avent Limited	-	5,355,750
Cannon Avent (Singapore) PTE Ltd	-	1
Avent Development Limited	-	2
Avent Babycare Limited	-	2
Avent Future Mothers Limited	-	2
Avent Enterprises Limited	-	2
Avent Services Limited	-	2
	<u>-</u>	<u>5,355,761</u>

All subsidiaries are wholly owned.

At the year end, Avent Limited is no longer a trading company and the value of the investment has been impaired to nil to reflect this. Avent Limited is incorporated in Great Britain and registered in England.

Cannon Avent (Singapore) PTE Ltd, incorporated in Singapore, was de-registered 7 July 2008.

All other companies were removed from the register in 2008.

8 Debtors

	2008	2007
	£'000	£'000
Amounts owed by group undertakings	<u>-</u>	<u>66,545</u>

Avent Group Limited

Notes (continued)

9 Called up share capital

	2008	2007
	£'000	£'000
Authorised:		
Equity:		
9,898,357 ordinary shares of £1 each (2007: 9,898,357)	9,898	9,898
101,643 'A' ordinary shares of £1 each (2007: 101,643)	102	102
	<u>10,000</u>	<u>10,000</u>

	2008	2007
	£'000	£'000
Called up, allotted and fully paid		
Equity:		
369,250 ordinary shares of £1 each (2007 : 369,250)	369	369
101,643 'A' ordinary shares of £1 each (2007 : 101,643)	102	102
	<u>471</u>	<u>471</u>

10 Reserves

	Share premium account	Profit and loss account
	£'000	£'000
At 1 January 2008	4,899	66,539
Loss for the financial year	-	(71,909)
At 31 December 2008	<u>4,899</u>	<u>(5,370)</u>

Avent Group Limited

Notes (continued)

11 Reconciliation of movements in shareholders' funds

	2008	2007
	£'000	£'000
(Loss)/ profit for the financial year	(71,909)	23,241
(Decrease)/ increase in shareholders' funds	(71,909)	23,241
Opening shareholders' funds	71,909	48,668
Closing shareholders' funds	-	71,909

12 Parent Undertaking and Ultimate controlling party

Avent Group Limited is a wholly owned subsidiary of Avent Finance Limited, a company incorporated in England.

The company's ultimate parent undertaking is Koninklijke Philips Electronics NV, incorporated in the Netherlands.

The consolidated Financial Statements of this group are available to the public and may be obtained from the Company Secretary, Philips Electronics UK Limited, The Philips Centre, Guildford Business Park, Guildford, Surrey, GU2 8XH.