



Celltech Pharma Europe Limited

Annual report and financial statements for the
financial year ended 31 December 2012

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Celltech Pharma Europe Limited

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2012

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2012

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the Company (registered number 2649419) is the holding of licences and registrations over certain pharmaceutical products to license other companies to manufacture and sell these products and the holding of certain Group investments in European subsidiaries. The performance of the Company was satisfactory.

The Company made a profit for the financial year of £24,909,000 (2011: £4,666,000 loss).

In March 2012, the company disposed of its holding in its subsidiary, UCB Nordic, realising sales proceeds of £992,754 and a loss of £596,000, this was included in the 2011 financial statements.

In December 2012 the company disposed of its holding in its subsidiary, Medeva Holdings BV, realising sales proceeds of £25,970,000 and a loss of £14,705,000.

The performance of the Company during and at the end of the year was considered to be satisfactory by the directors.

POST BALANCE SHEET EVENT AND FUTURE DEVELOPMENTS

As part of a worldwide group simplification project, the Group has a process in place for its plans to restructure the UK entities in the forthcoming year. The valuation of assets and liabilities are not impacted by the proposed project. As the first step in this process the Company was sold to UCB (Investments) Limited on 2 January 2013.

Until the finalisation of the process, the Company will continue to act as a holder of licences and registrations and the holding of certain Group investments in European subsidiaries.

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 Group 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.

Celltech Pharma Europe Limited is part of the UK group of companies and as such is included within the global risk management policy.

FINANCIAL RISK MANAGEMENT

The company is exposed to various financial risks arising from its operations and Group corporate finance activities. The Group manages, on behalf of the subsidiaries, these financial risks. These financial risks relevant to this company are currency risk, interest risk and liquidity 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.

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.

Celltech Pharma Europe Limited
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

DIVIDEND

The directors paid an interim dividend during the year of £nil (2011 £28,000,000). The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2012 (2011 £nil).

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
S C Jones

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.

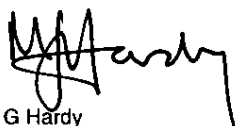
STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

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 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 that information.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution that they be reappointed will be put forward to the members.

On behalf of the board



M G Hardy
Director

13 June 2013

Celltech Pharma Europe Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE YEAR ENDED 31 DECEMBER 2012

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 prepared 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 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,
- 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.

Celltech Pharma Europe Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CELLTECH PHARMA EUROPE LIMITED

We have audited the financial statements of Celltech Pharma Europe Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out 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.

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.

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 Annual report and 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 Annual report to identify material inconsistencies with the audited financial statements. 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 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- 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.

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.

Other matters

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
Reading
Date *14 June 2013*

Celltech Pharma Europe Limited
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2010

	Notes	2012 £'000	2011 £'000
Loss on disposal of Investment	3	(14,705)	-
Income from shares in Group undertakings	4	39,166	760
Interest receivable and similar income	5	1,138	828
Amounts written off investments	9	-	(596)
Interest payable and similar charges	6	(107)	(19)
Profit on ordinary activities before taxation		25,492	973
Tax on profit on ordinary activities	8	(583)	(5,639)
Profit/ (loss) for the financial year	13	24,909	(4,666)

The notes on pages 7 to 10 form an integral part of these financial statements

All results derive from continuing operations

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

There is no difference between the results disclosed in the profit and loss account and the results on an unmodified historical cost basis


Celltech Pharma Europe Limited
BALANCE SHEET
AS AT 31 DECEMBER 2012

	Notes	2012 £'000	2011 £'000
Fixed assets			
Investments	9	-	41,071
		<u>-</u>	<u>41,071</u>
Current assets			
Debtors	10	139,037	72,471
Creditors amounts falling due within one year	11	(9,410)	(8,824)
Net current assets		<u>129,627</u>	<u>63,647</u>
Total assets less current liabilities		<u>129,627</u>	<u>104,718</u>
Net assets		<u>129,627</u>	<u>104,718</u>
Capital and reserves			
Called up share capital	12	33,656	33,656
Share premium account	13	74,914	74,914
Profit and loss account	13	21,057	(3,852)
Total shareholders' funds	14	<u>129,627</u>	<u>104,718</u>

The notes on pages 7 to 10 form part of these financial statements

The financial statements were approved on behalf of the board on 13 June 2013 and were signed on its behalf by


M G Hardy
Director


S C Jones
Director

COMPANY REGISTERED NUMBER 2649419

Celltech Pharma Europe Limited

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with all items in relation to the financial statements

ACCOUNTING CONVENTION

The financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom

The Company is exempt by virtue of part 15, 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

GOING CONCERN

The directors consider that the Company has adequate resources to continue in business in the foreseeable future and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements

CASH FLOW STATEMENT

The Company is a wholly owned subsidiary company of a group headed by UCB S A , and is included in the consolidated financial statements of that company, which are publicly available. Consequently, the Company has taken advantage of the exemption within FRS 1 (revised 1996) 'Cash flow statements' from preparing a cash flow statement

RELATED PARTY TRANSACTIONS

The Company is exempt, under FRS 8, 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

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 period when they are paid or become an irrevocable committed obligation

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 profit and loss account

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 to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

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 substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis

INVESTMENTS IN SUBSIDIARY COMPANIES

Investments are held at cost less any provision for impairment

IMPAIRMENT OF INVESTMENT

The carrying values of investments are reviewed for impairment when there is an indication that the investment might be impaired. Any provision resulting from an impairment review is charged to the Profit and Loss Account in the year concerned

TRADE AND OTHER DEBTORS

Trade and other debtors are carried at the lower of their original invoiced value and recoverable amount. 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 profit and loss account. Balances are written off when the probability of recovery is assessed as being remote

TRADE AND OTHER CREDITORS

Trade and other creditors are stated at cost

Celltech Pharma Europe Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

2 OPERATING PROFIT

In 2012 auditors' remuneration of £2,768 has been borne by fellow subsidiary companies (2011 £2,768)

The Company has no employees (2011 nil) and no staff costs (2011 £nil)

None of the directors received nor were due remuneration from the Company during the year (2011 £nil)

The emoluments of the directors were paid by the parent company. The directors' services to this company and to the parent company are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the parent company. Accordingly, the Profit and Loss account includes no emoluments in respect of the directors.

3 LOSS ON DISPOSAL OF INVESTMENT

	2012 £'000	2011 £'000
Loss on disposal of other group investment	14,705	-
	<u>14,705</u>	<u>-</u>

4 INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2012 £'000	2011 £'000
Dividends received from Group companies	39,166	760

5 INTEREST RECEIVABLE AND SIMILAR INCOME

	2012 £'000	2011 £'000
External Income	8	-
Interest receivable from Group undertakings	1,007	820
Foreign exchange gains	123	8
	<u>1,138</u>	<u>828</u>

6 INTEREST PAYABLE AND SIMILAR CHARGES

	2012 £'000	2011 £'000
Foreign exchange losses	107	19

7 DIVIDENDS

	2012 £'000	2011 £'000
Equity – Ordinary		
Interim dividend paid £nil(2011 £0.83 per share)	-	28,000

8 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2012 £'000	2011 £'000
<i>Current tax</i>		
UK corporation tax on profits of the year	583	2,316
Adjustments in respect of prior years	-	3,323
Tax on profit on ordinary activities	<u>583</u>	<u>5,639</u>

The tax assessed for the year is lower (2011 higher) than the standard effective rate of corporation tax in the United Kingdom, 24.5%, (2011 26.5%). The differences are explained below,

Celltech Pharma Europe Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

8 TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

	2012 £'000	2011 £'000
Profit on ordinary activities before taxation		
	25,492	973
Profit on ordinary activities multiplied by the standard rate in the United Kingdom at 24.5% (2011 26.5%)	6,246	257
Effects of,		
Non-taxable income	(9,596)	(201)
Adjustments in respect of prior years	-	3,323
Foreign tax credit	-	(1,080)
UK tax in relation to overseas subsidiaries	184	3,182
Expenses not deductible for tax purposes	3,749	158
Current tax for the year	583	5,639

In 2011, the prior year tax adjustment of £3,323,000 arose due to various tax enquiries reaching a conclusion in the year

Under the Provisional Collection of Taxes Act 1968, the main UK corporation tax rate reduction from 26% to 24%, effective from 1 April 2012 was substantively enacted on 26 March 2012. Legislation to reduce the main rate of corporation tax from 24% to 23%, from 1 April 2013 was included in the Finance Act 2012. The deferred tax balances have been re-measured to reflect this reduction.

Further reductions to the main rate were announced in the 2012 Autumn Statement and the March 2013 Budget Statement to reduce the rate to 21% from April 2014 and to 20% from 1 April 2015. These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

9 FIXED ASSET INVESTMENTS

	Shares in subsidiary undertakings £'000
Cost	
At 1 January 2012	49,348
Disposals	(49,348)
At 31 December 2012	-
Provisions	
At 1 January 2012	(8,277)
Disposals	8,277
At 31 December 2012	-
Net book value	
At 31 December 2012	-
At 31 December 2011	41,071

In March 2012, the company disposed of its holding in its subsidiary, UCB Nordic, realising sales proceeds of £992,754 and a loss of £596,000, this was included in the 2011 financial statements.

In December 2012 the company disposed of its holding in its subsidiary, Medeva Holdings BV, realising sales proceeds of £25,970,000 and a loss of £14,705,000.

10 DEBTORS

	2012 £'000	2011 £'000
Amounts owed by Group undertakings	139,037	72,471
	139,037	72,471

The amounts owed by Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. £22,000 is interest free (2011 £873,000), £112,039,000 (2011 £71,598,000) bears interest at 1.16% (2011 1.13%), and £26,976,000 bears interest at an average rate of 0.25%.

11 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £'000	2011 £'000
Amounts owed to Group undertakings	9,410	8,824

The amounts owed to Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Celltech Pharma Europe Limited
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

12 CALLED UP SHARE CAPITAL

	2012 £'000	2011 £'000
Authorised		
50,000,000 (2011 50,000,000) Ordinary shares of £1	50,000	50,000
Allotted and fully paid		
33,655,892 (2011 33,655,892) Ordinary shares of £1	<u>33,656</u>	<u>33,656</u>

13 RESERVES

	Share Premium Account £'000	Profit and Loss Account £'000	Total £'000
At 1 January 2012	74,914	(3,852)	71,062
Profit for the financial year	-	24,909	24,909
At 31 December 2012	<u>74,914</u>	<u>21,057</u>	<u>95,971</u>

14 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012 £'000	2011 £'000
Profit / (loss) for the financial year	24,909	(4,666)
Dividends	-	(28,000)
Net additions to shareholders' funds	<u>24,909</u>	<u>(32,666)</u>
Opening shareholders' funds	<u>104,718</u>	<u>137,384</u>
Closing shareholders' funds	<u>129,627</u>	<u>104,718</u>

15 RELATED PARTY TRANSACTIONS

The Company is exempt, under FRS 8, 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.

16 ULTIMATE PARENT COMPANY

The immediate parent company is UCB (Investments) Limited, a Company incorporated in England and Wales.

The ultimate parent company and controlling party at 31 December 2012 and the smallest and largest group in which the Company's results are consolidated was UCB S A, a company incorporated in Belgium.

Copies of the respective financial statements for each of these companies can be obtained from the Company secretary at the following address, Celltech Group Limited, 208 Bath Road, Slough, Berkshire, SL1 3WE.

17 POST BALANCE SHEET EVENT

As part of a worldwide group simplification project, the Group has a process in place for its plans to restructure the UK entities in the forthcoming year. The valuation of assets and liabilities are not impacted by the proposed project. As the first step in this process the Company was sold to UCB (Investments) Limited on 2 January 2013.