

COMPANY REGISTRATION NUMBER 03011757

ADMENTA UK PLC

**ANNUAL REPORT
AND FINANCIAL
STATEMENTS**

**FOR THE YEAR ENDED
31 DECEMBER 2013**

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ADMENTA UK PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

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ADMENTA UK PLC

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their strategic report for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company's principal activity during the year was to act as a holding company of a group of companies involved in the wholesaling and retailing of pharmaceutical products.

The pharmaceutical wholesale and retail markets continue to be highly competitive. With the strategies adopted by the subsidiaries the directors believe the performance of and prospects of the company's investments is considered to be satisfactory. Accordingly the directors are satisfied with the result for the year and anticipate an acceptable future performance.

Principal risks and uncertainties

The key business risk to the investment activity of the company is the performance of its investments. The management of the subsidiaries and the execution of their strategies are subject to a number of key risks. Mr Tobin, Mr Beer, Mr Anderson and Mr Swift are also directors of AAH Pharmaceuticals Limited, the main trading entity of the wholesale division and Lloyds Pharmacy Limited, the main trading entity of the retail division. Risks are formally reviewed by the boards of these entities and appropriate processes are put in place to monitor and mitigate them.

The company is exposed to a variety of financial risks, which include liquidity, foreign currency and interest rate risk. The company has employed a programme that seeks to manage and limit any adverse effects of these risks on the financial performance of the company, which are described in more detail below.

The directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board, although use is made of a central treasury function which arranges the overall funding requirements of the Admenta UK plc group. This central function operates within a framework of clearly defined policies and procedures which have been approved by the directors, and reports to the board on a monthly basis. The policies approved by the board of directors are implemented by the company's finance department and the central treasury function. The policies cover funding and hedging instruments, exposure limits and a system of authority for the approval and execution of transactions.

Liquidity risk: the company participates in the banking arrangements of the UK group, which are arranged with the assistance of the central treasury function. The UK group funds its operations through a mix of retained earnings, borrowings and leasing that is designed to ensure that the company has sufficient funds for its day to day operations and other activities. Cash flow requirements are monitored through rolling projections which are compiled across the group.

Foreign currency and interest rate risk: the subsidiaries affected by foreign currency risk use instruments to manage this risk. The company also has both interest bearing assets and liabilities, these being managed within the UK group.

ADMENTA UK PLC

STRATEGIC REPORT *(continued)*

FOR THE YEAR ENDED 31 DECEMBER 2013

Key performance indicators (KPIs)

Given the straightforward nature of the business, 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.

Treasury risk management

The company has used derivatives within its borrowing agreements to manage interest rate risk arising from its sources of finance. It is, and has been throughout the year, the company's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the company's financial instruments are interest rate risk, liquidity risk and credit risk. The group treasury committee reviews and agrees the management of these risks.

Signed on behalf of the directors



T Beer
Director

Approved by the directors on 25 June 2014

ADMENTA UK PLC

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013

The directors have pleasure in presenting their report and the audited financial statements of the company for the year ended 31 December 2013.

RESULTS AND DIVIDENDS

The profit for the year amounted to £119,991,000 (2012: profit of £146,684,000). Particulars of dividends paid are detailed in note 9 to the financial statements.

CHANGE IN ULTIMATE PARENT COMPANY

Subsequent to the year end McKesson Corporation became the company's ultimate parent and controlling party as detailed in note 19 to the financial statements.

GOING CONCERN

The company relies on its parent company, Celesio AG, for financial support. The financial statements of Admenta UK plc have been prepared on the going concern basis which assumes that the company will continue in existence for the foreseeable future. A facility of £700m (2012: £700m) is made available to Admenta UK plc by Celesio AG and another group company, Celesio Finance B.V. The parent company continues to instruct Celesio B.V. to provide this on-going support and the directors have received written confirmation from the directors of Celesio Finance B.V. that this support remains in place.

FINANCIAL RISK MANAGEMENT

The company's approach to financial risk management is detailed in the strategic report.

DIRECTORS

The directors who served the company during the year and up to the date of this report are as follows:

T Beer

S Anderson

C Tobin

(Appointed 1 March 2013)

N Swift

(Appointed 1 April 2013)

M James

(Resigned 28 February 2013)

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

Liability insurance, a qualifying third party indemnity provision for the purposes of the Companies Act 2006 was provided for the UK directors by Franz Haniel & Cie GmbH, the ultimate controlling party during the year. On the date of approval of the financial statements this was also in force.

STRATEGIC REPORT

The company has chosen in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out in the company's strategic report information required by schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 year.

ADMENTA UK PLC

DIRECTORS' REPORT *(continued)*

FOR THE YEAR ENDED 31 DECEMBER 2013

STATEMENT OF DIRECTORS' RESPONSIBILITIES *(continued)*

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.

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



T Beer
Director

Approved by the directors on 25 June 2014

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ADMENTA UK PLC

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Admenta UK plc, comprise:

- balance sheet as at 31 December 2013;
- profit and loss account for the year then ended;
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ADMENTA UK PLC

(continued)

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

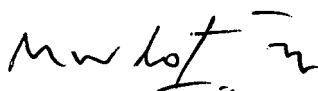
Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on pages 3 to 4, 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 ISAs (UK & 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.



Mike Robinson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Milton Keynes
26 June 2014

ADMENTA UK PLC

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2013

	Note	2013 £000	2012 £000
TURNOVER		—	—
Administrative expenses		(14)	(3)
OPERATING LOSS	2	(14)	(3)
Income from shares in group undertakings	5	160,000	180,000
Interest receivable and similar income	6	1,338	4,959
Interest payable and similar charges	7	(53,453)	(49,083)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		107,871	135,873
Tax on profit on ordinary activities	8	12,120	10,811
PROFIT FOR THE FINANCIAL YEAR	17	119,991	146,684

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

The company has no recognised gains or losses other than the results for the year as set out above and therefore no separate statement of total recognised gains and losses has been prepared.

There is no material difference between the results above and the results on an unmodified historical cost basis.

The notes on pages 9 to 19 form part of these financial statements.

ADMENTA UK PLC

BALANCE SHEET

31 DECEMBER 2013

	Note	£000	2013 £000	2012 £000
FIXED ASSETS				
Investments	10		<u>1,303,100</u>	<u>1,303,100</u>
CURRENT ASSETS				
Debtors	11	5,801		4,462
CREDITORS: Amounts falling due within one year	12	<u>(904,472)</u>		<u>(903,124)</u>
NET CURRENT LIABILITIES			<u>(898,671)</u>	<u>(898,662)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>404,429</u>	<u>404,438</u>
CAPITAL AND RESERVES				
Called up Share capital	16		400,050	400,050
Profit and loss account	17		<u>4,379</u>	<u>4,388</u>
TOTAL SHAREHOLDERS' FUNDS	18		<u>404,429</u>	<u>404,438</u>

These financial statements on pages 7 to 19 were approved by the board of directors and authorised for issue on 25 June 2014, and were signed on its behalf by:



T Beer
Director

Company Registration Number: 03011757

The notes on pages 9 to 19 form part of these financial statements.

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and the Companies Act 2006.

Set out below is a summary of the more important accounting policies, which have been applied consistently except where stated otherwise.

Going concern

The company relies on its parent company, Celesio AG, for financial support. The financial statements of Admenta UK plc have been prepared on the going concern basis which assumes that the company will continue in existence for the foreseeable future. A facility of £700m (2012: £700m) is made available to Admenta UK plc by Celesio AG and another group company, Celesio Finance B.V. The parent company continues to instruct Celesio B.V. to provide this on-going support and the directors have received written confirmation from the directors of Celesio Finance B.V. that this support remains in place.

Consolidated financial statements

The financial statements contain information about Admenta UK plc as an individual company, rather than consolidated information as the parent of the group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare group financial statements as its results are included by full consolidation in the financial statements of its ultimate parent at the year end, Franz Haniel & Cie GmbH, a company incorporated in Germany.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) - "Cash flow statements" from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Swap agreements

Interest adjustments receivable or payable under interest rate swap agreements are credited or charged to the profit and loss account for the period of account in which they accrue. Other amounts receivable or payable in connection with such agreements are also credited or charged to the profit or loss account on an accruals basis, being an apportionment of the amount received or paid, over the remaining term of the company's rights or obligations under the agreement.

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

1. ACCOUNTING POLICIES *(continued)*

Financial instruments

The company has adopted the presentation requirements of FRS 25 - "Financial instruments: disclosure and presentation" and the disclosure requirements on financial instruments in the Companies Act 2006. Financial instruments are treated as equity instruments if the instrument includes no contractual obligations to deliver cash or another financial asset to another entity, or to exchange financial liabilities with another entity under conditions that are potentially unfavourable to the issuer. All other financial instruments are treated as financial liabilities.

Pension costs and other post-retirement benefits

The company operates several pension schemes, one of which is a defined benefit and two defined contribution. All schemes are funded and constituted as independently administered funds with their assets being held separately from those of the company. The net liabilities under the defined benefit pension scheme are included in the balance sheets of Lloyds Pharmacy Limited and AAH Pharmaceuticals Limited. The expected return on pension scheme assets and interest costs are included within net finance income and actuarial gains and losses are included within the statement of total recognised gains and losses of Lloyds Pharmacy Limited and AAH Pharmaceuticals Limited.

Investments

Shares in group companies are shown at historic cost less any necessary write down for impairment. The basis for any impairment is by reference to the net asset value of the investment.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for accounting and taxation purposes. Deferred tax liabilities are provided in full but deferred tax assets are only recognised to the extent it is considered more likely than not that the associated tax deduction can be utilised on their reversal. Deferred tax liabilities and assets are not discounted.

2. OPERATING LOSS

Operating loss is stated after charging:

	2013 £000	2012 £000
Auditors' remuneration		
- Audit of company's financial statements	—	—

Auditor's remuneration of £4,000 (2012: £4,000) has been borne by Lloyds Pharmacy Limited, a fellow group company and not recharged. No non-audit services have been provided by the auditors during the year (2012: £nil).

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

3. DIRECTORS' EMOLUMENTS

The emoluments of Mr Tobin and Mr Swift are paid by a fellow group company, Lloyds Pharmacy Limited, which makes no recharge to the company. Mr Tobin and Mr Swift are directors of a number of fellow group companies and it is not possible to make an accurate apportionment of their emoluments in respect of each of these companies. Accordingly no emoluments in respect of these directors are disclosed. The directors' emoluments are included in the aggregate of the directors' emoluments disclosed in the financial statements of Lloyds Pharmacy Limited.

The emoluments of Mr James were, and those of Mr Beer and Mr Anderson are, paid by a fellow group company, AAH Pharmaceuticals Limited, which makes no recharge to the company. Mr James was, and Mr Beer and Mr Anderson are, directors of a number of fellow group companies and it is not possible to make an accurate apportionment of their emoluments in respect of each of these companies. Accordingly no emoluments in respect of these directors are disclosed. The directors' emoluments are included in the aggregate of the directors' emoluments disclosed in in the financial statements of AAH Pharmaceuticals Limited.

4. PARTICULARS OF EMPLOYEES

The company had no employees during the year, other than executive directors (2012 - none).

5. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2013	2012
	£000	£000
Income from group undertakings	<u>160,000</u>	<u>180,000</u>

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2013	2012
	£000	£000
Interest from group undertakings	<u>1,338</u>	<u>4,959</u>

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2013	2012
	£000	£000
Group interest payable	46,613	40,360
Other similar charges	6,840	8,723
	<u>53,453</u>	<u>49,083</u>

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

8. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of credit in the year

	2013 £000	2012 £000
Current tax:		
UK Corporation tax based on the results for the year at 23.25% (2012: 24.50%)	(12,120)	(10,811)
Total current tax	<u>(12,120)</u>	<u>(10,811)</u>

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower (2012: lower) than the standard rate of corporation tax in the UK of 23.25% (2012: 24.50%). The differences are explained below:

	2013 £000	2012 £000
Profit on ordinary activities before taxation	<u>107,871</u>	<u>135,873</u>
Profit on ordinary activities before taxation multiplied by the standard rate of tax	25,080	33,289
Effects of:		
Dividends receivable from subsidiaries	<u>(37,200)</u>	<u>(44,100)</u>
Total current tax (note 8(a))	<u>(12,120)</u>	<u>(10,811)</u>

(c) Changes to the UK corporation tax system

The standard rate of corporation tax in the UK reduced from 24% to 23% with effect from 1 April 2013. Accordingly the company's profits for this accounting period are taxed at an effective rate of 23.25%.

Finance Act 2013 also included legislation to reduce the main rate of corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015. This change has no impact on these financial statements.

9. DIVIDENDS

	2013 £000	2012 £000
Paid during the year:		
Interim paid 2013 £0.30 per share (2012: £0.40 per share)	<u>120,000</u>	<u>160,000</u>

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

10. INVESTMENTS

	Total
	£000
COST	
At 1 January 2013 and 31 December 2013	<u>1,303,100</u>
NET BOOK VALUE	
At 31 December 2013 and 31 December 2012	<u>1,303,100</u>

The undertakings whose results or financial position principally affected the figures shown in the company's annual accounts are listed below:

Subsidiary	Country of Registration	Class of capital	% held
AAH Limited	England and Wales	25p ordinary shares	100
Lloyds Chemists Limited	England and Wales	5p ordinary shares	100
AAH Twenty Six Limited	England and Wales	£1 ordinary shares	100
AAH Twenty Seven Limited	England and Wales	£1 ordinary shares	100

The principal activity of AAH Limited during the year was to act as a holding company of various subsidiaries. The principal activities of these subsidiaries is the wholesale of pharmaceutical products and the operation of retail pharmacies.

The principal activity of Lloyds Chemists Limited during the year was to act as a holding company of various dormant companies.

AAH Twenty Six Limited and AAH Twenty Seven Limited were dormant throughout the year.

The directors consider that the aggregate value of the company's shares in its group undertakings is not less than the aggregate of the amounts at which its shares are included in the company's balance sheet.

11. DEBTORS

	2013	2012
	£000	£000
Corporation tax repayable	<u>5,801</u>	<u>4,462</u>

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

12. CREDITORS: Amounts falling due within one year

	2013	2012
	£000	£000
Bank loans and overdrafts	1	1
Amounts owed to group undertakings	904,192	902,144
Accruals and deferred income	279	979
	<u>904,472</u>	<u>903,124</u>

Bank loans and overdrafts are secured by an inter-company composite guarantee.

The gross amount owed to group undertakings of £1,251,943,000 (2012: £1,313,252,000) is offset by £347,751,000 (2012: £411,108,000) of loans due from these group undertakings where there is a right of offset, giving net amounts owed to group undertakings of £904,192,000 (2012: £902,144,000). Of the gross amounts owed to group undertakings £240,676,000 (2012: £236,427,000) is due on demand and represents interest free loans, £401,266,000 (2012: £455,290,000) is repayable within one month and attracts interest based on market rates. The remaining balance represents loans on a revolving credit facility of up to five years which can be repaid upon request by Admenta UK plc and attract interest based on market rates. None of these amounts are secured.

13. DERIVATIVES

Admenta UK plc has one interest rate swap (three in 2012) with a remaining term of 5 years. The swap covers a total borrowing of £100m (2012: £160m), where the difference between the fixed rate and the 6 month LIBOR generates a payment or receipt to Admenta UK plc. For 2013 this totalled a payment of £6,840,000 (2012: payment £8,723,000).

14. DEFERRED TAXATION

The company had no liability for deferred taxation at 31 December 2013 (2012 - £nil)

15. RELATED PARTY TRANSACTIONS

The company has not disclosed transactions with fellow group companies which are 100% owned, in accordance with the exemption under the terms of Financial Reporting Standard 8 - "Related party disclosures".

16. SHARE CAPITAL

Allotted, called up and fully paid:

	2013		2012	
	No	£000	No	£000
Ordinary shares of £1 each	<u>400,050,000</u>	<u>400,050</u>	<u>400,050,000</u>	<u>400,050</u>

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

17. PROFIT AND LOSS ACCOUNT

	2013
	£000
Balance brought forward	4,388
Profit for the financial year	119,991
Dividends (note 9)	(120,000)
Balance carried forward	<u>4,379</u>

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013	2012
	£000	£000
Profit for the financial year	119,991	146,684
Dividends paid (note 9)	(120,000)	(160,000)
Net reduction to shareholders' funds	(9)	(13,316)
Opening shareholders' funds	404,438	417,754
Closing shareholders' funds	<u>404,429</u>	<u>404,438</u>

19. POST BALANCE SHEET EVENTS

On 23 January 2014, Dragonfly GmbH & Co. KGaA ("Dragonfly"), a wholly owned subsidiary of McKesson Corporation, San Francisco, USA entered into a share purchase agreement with Celesio AG to acquire 75.99% of the Celesio Shares currently outstanding. Dragonfly has also entered into a bond purchase agreement with certain convertible bondholders for the acquisition of 4,840 of the 7,000 convertible bonds issued by Celesio Finance B.V. in the nominal amount of EUR 350 million due October 2014 and 2,180 of the 3,500 convertible bonds issued by Celesio Finance B.V. in the nominal amount of EUR 350 million due April 2018 currently outstanding. The agreements with Haniel and the bondholders result in Dragonfly achieving an approximate 75% ownership of Celesio shares on a fully diluted basis following conversion of the Bonds into Celesio shares.

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

20. PENSIONS AND OTHER POST-RETIREMENT BENEFITS

The company operates a defined benefit pension scheme in the UK which covers a small number of the Admenta UK plc subsidiary employees. The full disclosure of the pension obligations is shown below with the specific FRS17 - "Retirement benefits" deficit allocation reflected in the financial statements of Lloyds Pharmacy Limited and AAH Pharmaceuticals Limited. The balances are not reflected in these financial statements but are disclosed in the individual entity's financial statements as appropriate. An actuarial valuation was carried out as at 6 April 2011 and updated to 31 December 2013 by a qualified independent actuary.

The major assumptions used by the actuary were:

	2013	2012	2011
	%	%	%
Discount rate	4.40	4.30	4.70
Inflation assumption	3.40	2.80	2.80
Rate of increase in salaries	4.40	3.80	3.80
Expected return on scheme assets	5.30	4.90	4.99
Pension increases linked to price inflation subject to a maximum of 5% p.a.	2.80	2.80	2.70

The assumed life expectancies on retirement at age 65 are:

Current pensioners			
Male aged 65	87.7	87.7	87.2
Female aged 65	89.5	89.5	88.1
Future pensioners			
Male aged 45	88.8	88.7	89.0
Female aged 45	89.9	89.8	90.7

The scheme has a range of different pension increases for different benefit categories, not all of which are detailed above. Further details of the various rates of pension increases can be found in the scheme documentation.

The group contributions during the year amounted to £10,384,000 (2012: £11,348,000) and the agreed company contribution rate for the coming year is 21.4% pa of pensionable salaries plus £9,148,000 (2012: 21.4% pa of pensionable salaries plus £10,161,000). The estimated contribution to be paid to the scheme by the company next year is £9,940,000. Contributions in respect of expenses and levies to the Pension Protection Fund are excluded from the 2013 and 2014 figures but were included in the 2012 figures.

The scheme is closed to new entrants so the average age of the membership is expected to increase over time. The projected unit method is used to calculate the current service cost. This calculates the value of the following years' pension accrual and expresses it as a percentage of pensionable pay. This percentage increases as the members of the scheme approach retirement.

ADMENTA UK PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

The fair value of the scheme assets, the present value of the scheme liabilities and the resulting deficit are:

	2013 £000	2012 £000	2011 £000
Equities	41,543	31,496	27,970
Bonds	129,800	132,545	115,855
Property	10,920	8,873	7,876
Absolute return fund	30,127	27,984	24,396
Others	2,781	3,019	3,163
Total market value of assets	215,171	203,917	179,260
Present value of funded scheme liabilities	(228,055)	(222,738)	(211,061)
Deficit in the scheme	(12,884)	(18,821)	(31,801)
Related deferred tax asset	2,577	4,329	9,950
Net pension liability	(10,307)	(14,492)	(21,851)

There are no company related investments included in the fair value of assets.

The overall expected return on assets is calculated as the weighted average of the expected returns on each individual asset class. The expected returns for each asset class have been set with reference to market yields and include an allowance for expenses.

The actual return on scheme assets are:

	2013 £000	2012 £000
Actual return on scheme assets	11,545	23,095

Reconciliation of the present value of the scheme liabilities is shown below:

	2013 £000	2012 £000
At 1 January	222,738	211,061
Service cost	1,014	1,014
Interest cost	9,578	9,714
Members' contributions	108	135
Actuarial loss on scheme liabilities	5,400	10,735
Benefits paid	(10,783)	(9,921)
At 31 December	228,055	222,738

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Reconciliation of the fair value of scheme assets is shown below:

	2013 £000	2012 £000
At 1 January	203,917	179,260
Expected return on scheme assets	9,992	8,984
Actuarial gain on scheme assets	1,553	14,111
Contributions by the company	10,384	11,348
Members' contributions	108	135
Benefits paid	(10,783)	(9,921)
At 31 December	215,171	203,917

The amounts recognised in the profit and loss account are as follows:

	2013 £000	2012 £000
Current service cost	1,014	1,014
Interest cost	9,578	9,714
Expected return on pension scheme assets	(9,992)	(8,984)
Total charge	600	1,744

The amounts recognised in the statement of total recognised gains and losses (STRGL) within Lloyds Pharmacy Limited and AAH Pharmaceuticals Limited are as follows:

	2013 £000	2012 £000
Actuarial (loss)/gain	(3,847)	3,376
Effect of the limit on the net asset to be recognised	-	-
Actuarial (loss)/gain recognised in STRGL	(3,847)	3,376
Cumulative loss recognised in STRGL	(43,833)	(39,986)

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A history of assets, liabilities and actuarial gains and losses is shown below:

	2013 £000	2012 £000	2011 £000	2010 £000	2009 £000
Present value of scheme liabilities	(228,055)	(222,738)	(211,061)	(197,091)	(186,186)
Fair value of scheme assets	215,171	203,917	179,260	169,417	151,114
Deficit	<u>(12,884)</u>	<u>(18,821)</u>	<u>(31,801)</u>	<u>(27,674)</u>	<u>(35,072)</u>
Difference between the expected and actual return on scheme assets:					
- amount (£000)	1,553	14,111	(1,436)	9,091	11,262
- % of scheme assets	1	7	(1)	5	7
Experience profits/(losses) on scheme liabilities:					
- amount (£000)	(232)	(222)	1,064	(1,433)	1,951
- % of the present value of scheme liabilities	-	-	1	(1)	1

The values of the assets have been taken at bid value.

21. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is Celesio AG, a company registered in Germany. Throughout the current and comparative year the company's ultimate parent undertaking and controlling party was Franz Haniel & Cie GmbH, a company registered in Germany, by virtue of its majority shareholding in the intermediate parent Celesio AG and its consolidation of the Celesio AG Group results into its own consolidated financial statements. Subsequent to the year end McKesson Corporation became the company's ultimate parent and controlling party as detailed in note 19.

Consolidated financial statements for the largest group of undertakings are prepared by Franz Haniel & Cie GmbH and may be obtained from Franz Haniel Platz 1, D-47119 Duisburg, Ruhrort, Germany.

Consolidated financial statements for the smallest group of companies are prepared by Celesio AG and may be obtained from Celesio AG, Neckartalstrasse 155, D-70376 Stuttgart, Germany.