

Martindale Pharma (Holdings 1) Limited

Annual report and financial statements

for the year ended

30 June 2015

Registered number: 3409865

THURSDAY



A4YKODQP

A16

14/01/2016

#75

COMPANIES HOUSE

Company Information

Directors

M Harris
J Grover
P Parry
T Karlsson

Registered Office

Bampton Road
Harold Hill
Romford
Essex
RM3 8UG

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Atrium
1 Harefield Road
Uxbridge
Middlesex
UB8 1EX

Directors' Report

The Directors present their annual report on the affairs of the Company for the year ended 30 June 2015.

Principal activities and business review

The Company's principal activity is that of a holding company for businesses involved in the manufacture and sale of pharmaceutical products to hospitals, retail pharmacies and wholesalers in the UK and overseas.

Results and dividends

The results for the year are set out in the profit and loss account on page 6. The profit for the financial year was £10 million (2014: £nil). An interim dividend of £10 million (£100 per share) was paid during the year ended 30 June 2015 (2014: £nil). The Directors do not recommend the payment of a final dividend (2014: £nil).

Principal risks and uncertainties facing the Company

As the Company has no trade, but acts as a holding company, the Directors consider the main risk is that of the performance of the Company's investments. The Directors do not consider that the Company is subject to any other significant risks and uncertainties. The Directors closely monitor the performance of the subsidiary entities.

Key performance indicators (KPIs)

The Directors consider that the use of key performance indicators is not appropriate to the understanding of the development, performance or position of the Company's business as a holding company.

Financial risk management

Due to the nature and size of the business the Directors consider that any financial risk is negligible.

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 maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Directors

The Directors who held office during the year and up to the date of signing the financial statements are given below:

M Harris appointed 7 July 2014
J Grover
P Parry

Directors' Report (continued)

Statement of 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 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:

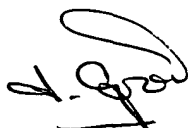
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

Statement of disclosure of information to the auditors

As at the date of this report, as far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken such steps as he should have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approved by the Board and signed on its behalf by:



J Grover

Director

30 September 2015

Independent auditors' report

to the members of Martindale Pharma (Holdings 1) Limited

Report on the financial statements

Our opinion

In our opinion, Martindale Pharma (Holdings 1) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 June 2015 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.

What we have audited

The financial statements comprise:

- the balance sheet as at 30 June 2015;
- the profit and loss account for the year then ended; and
- 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 the preparation of the financial statements 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.

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.

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.

Independent auditors' report

to the members of Martindale Pharma (Holdings 1) Limited (continued)

Responsibilities for the financial statements and the audit

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Our responsibilities and those of the Directors

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) ("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.

What an audit of financial statements involves

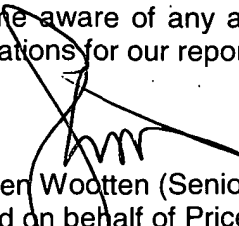
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements 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.



Stephen Woodten (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors, Uxbridge
30 September 2015

Profit and loss account

for the year ended 30 June 2015

	Note	2015 £000	2014 £000
Income from other fixed asset investment	4	10,000	-
Profit on ordinary activities before taxation	2	10,000	-
Tax on profit on ordinary activities	3	-	-
Profit for the financial year	6,7	10,000	-

All of the Company's operations in respect of current and prior year related to continuing operations.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalent.

There were no recognised gains or losses other than those reported in the profit and loss account and therefore no separate statement of total recognised gains and losses has been presented.

Balance Sheet

as at 30 June 2015

	Note	2015 £000	2014 £000
Fixed assets			
Investments	4	55,051	55,051
Total assets less current liabilities		<u>55,051</u>	<u>55,051</u>
Net assets		<u>55,051</u>	<u>55,051</u>
Capital and reserves			
Called up share capital	5	1	1
Profit and loss account	6	55,050	55,050
Total shareholders' funds	7	<u>55,051</u>	<u>55,051</u>

The financial statements on pages 6 to 10 were approved by the Board of Directors and signed on its behalf by:



J Grover
Director
30 September 2015

Registered number: 3409865

Notes to the financial statements

For the year ended 30 June 2015

1. Accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom and the provision of the Companies Act 2006.

Basis of preparation

The financial statements are prepared under the historical cost convention. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Going concern

The Directors consider the Company has adequate resources to remain in operation for the foreseeable future, and have therefore continued to adopt the going concern basis for preparing financial statements.

Consolidated financial statements

The Company is exempt from preparing group financial statements by virtue of Section 400 of the Companies Act 2006.

Fixed asset investments

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the Directors when there has been an indication of potential impairment.

Cash flow statement

The Company is a wholly owned subsidiary of Bolt Mezzanine Limited and is included in the consolidated financial statements of that company. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996).

2. Profit on ordinary activities before taxation

The Company had no employees during the year or the preceding year. The emoluments of all Directors totalling £1,386,000 (2014: £973,000) were borne by Macarthys Laboratories Limited, being the company for which they perform substantially all of their duties. The audit fees have been borne by Macarthys Laboratories Limited.

3. Tax on profit on ordinary activities

No tax is payable or receivable as the only income is from a dividend which is exempt from taxation. There are no deferred tax implications to note.

4. Fixed asset investments

Investments in subsidiary undertakings

	2015	2014
	£000	£000
Investments at cost	55,051	55,051

Notes to the financial statements

For the year ended 30 June 2015

4. Fixed asset investments (continued)

During the year, the Company received a dividend from Macarthy's Laboratories Limited of £10 million (2014: £nil).

At 30 June 2015, the Company held the whole of the issued share capital either directly or indirectly of the following subsidiaries which are incorporated in Great Britain.

	Proportion of voting rights held	Number and value of share capital held	Principal activity
Macarthy's Laboratories Limited	100%	3,501,000 £1 ordinary shares	Manufacture and sale of pharmaceutical products
Martindale Pharmaceuticals Limited *	100%	100 £1 ordinary shares	Dormant
Aurum Pharmaceuticals Limited*	100%	100 £1 ordinary shares	Dormant

* owned by a subsidiary undertaking

All subsidiary undertakings are registered in England and Wales.

In the opinion of the Directors the values of the above investments are at least equal to the amounts at which they are stated in the balance sheet.

5. Called up share capital

Authorised, allotted and fully paid

		2015		2014
	Number	£000	Number	£000
Ordinary shares of 1p each	100,000	1	100,000	1

6. Profit and loss account

	£000
At 1 July 2014	55,050
Profit for the financial year	10,000
Dividend paid on equity shares	(10,000)
At 30 June 2015	55,050

Notes to the financial statements

For the year ended 30 June 2015

7. Reconciliation of movements in shareholders' funds

	2015 £000	2014 £000
Opening shareholders' funds	55,051	55,051
Profit for the financial year	10,000	-
Dividend paid on equity shares	(10,000)	-
Closing shareholders' funds	55,051	55,051

8. Contingent liabilities

The Company has guaranteed bank and other borrowings of its immediate parent undertaking, Bolt Mezzanine Limited, and other borrowings of its subsidiary undertakings amounting to £26.2 million (2014: £32.8 million). On 17 July 2015, Bolt Mezzanine Limited agreed a new bank borrowing facility for £66.25 million, refinancing previous bank and other borrowing facilities. The company provides a guarantee in respect of this new facility.

9. Related party transactions

Advantage has been taken of the exemption under FRS 8 "Related Party Transactions" to not disclose transactions with entities that are wholly owned by the Bolt Mezzanine Limited Group on the grounds that all the voting rights are controlled by that company.

10. Ultimate parent undertaking

The immediate parent undertaking is Bolt Mezzanine Limited. The smallest and largest entities to consolidate the Company's financial statements are Bolt Mezzanine Limited and Bolt Equity Limited respectively. Copies of these financial statements can be obtained from Building A2 Glory Park, Glory Park Avenue, Wooburn Green, High Wycombe, Buckinghamshire HP10 0DF.

AAC Capital NEBO Feeder II LP, a partnership registered in the United Kingdom, is the Company's ultimate parent and controlling party and is the parent undertaking of the group.