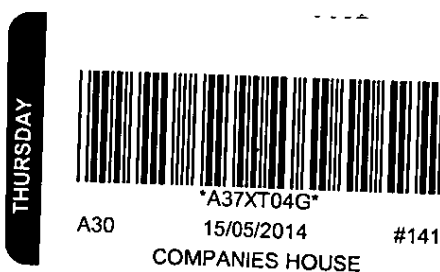


**Dealcyber Limited**  
(Registered number: 3541898)

**Directors' report and financial statements**  
**for the year ended 31 December 2013**



**Registered office address:**  
980 Great West Road  
Brentford  
Middlesex  
TW8 9GS  
England

# **Dealcyber Limited**

## **Directors' report and financial statements**

**for the year ended 31 December 2013**

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**Dealcyber Limited**  
**(Registered number: 3541898)**

## **Strategic report for the year ended 31 December 2013**

The Directors submit their strategic report for the year ended 31 December 2013

### **Principal activities and future developments**

Dealcyber Limited's (the "Company") principal activity is property management and development. The Company is a member of the GlaxoSmithKline Group (the "Group"). The Directors do not envisage any change to the nature of the business in the foreseeable future.

### **Review of business**

The Company made a profit for the financial year of £6,997,000 (2012 profit of £3,989,000). The Directors are of the opinion that the current level of activity and the year end financial position are satisfactory and the Company remains a going concern due to support from GlaxoSmithKline Finance plc. The directors have received confirmation that GlaxoSmithKline Finance plc intends to support the Company for at least one year after these financial statements are signed.

The profit for the year of £6,997,000 will be transferred to reserves (2012 profit for the year of £3,989,000 transferred to reserves).

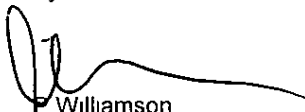
### **Principal risks and uncertainties**

The Directors of Group manage risks at group level, rather than at an individual business unit level. For this reason, the Company's Directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Group's 2013 Annual Report which does not form part of this report.

### **Key performance indicators (KPIs)**

The Directors of the Group manage the Group's operations on a business sector basis. For this reason, the Company's Directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company's business. The development, performance and position of the Group are discussed in the Group's 2013 Annual Report which does not form part of this report.

By order of the Board



Williamson  
For and on behalf of Edinburgh Pharmaceutical Industries Limited  
Company Secretary  
06 May 2014

**Dealcyber Limited**  
**(Registered number 3541898)**

## **Directors' report for the year ended 31 December 2013**

The Directors submit their report and the audited financial statements for the year ended 31 December 2013

### **Results and dividends**

The Company's results for the financial year are shown in the profit and loss account on page 6

No dividend is proposed to the holders of Ordinary Shares in respect of the year ended 31 December 2013 (2012 £nil)

### **Directors**

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were as follows

Glaxo Group Limited  
Edinburgh Pharmaceutical Industries Limited  
P F Blackburn

No Director had, during the year or at the end of the year, any material interest in any contract of significance to the Company's business with the exception of the Corporate Directors, where such an interest may arise in the ordinary course of business

### **Directors' indemnity**

Each of the Directors benefits from an indemnity given by the Company under its Articles of Association. This indemnity is in respect of liabilities incurred by the Director in the execution and discharge of his, her or its duties.

### **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

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.

**Dealcyber Limited**  
**(Registered number. 3541898)**

**Directors' report for the year ended 31 December 2013**

The following items have been included in the strategic report on page 1

- principal activities and future developments,
- review of business, and
- principal risks and uncertainties

**Disclosure of information to auditors**

As far as each of the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and the Directors have taken all the steps that ought to have been taken to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

**Going concern**

The Directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of GlaxoSmithKline Finance plc. The Directors have received confirmation that GlaxoSmithKline Finance plc intend to support the Company for at least one year after these financial statements are signed. For this reason, they continue to adopt the going concern basis in preparing the financial statements

**Independent auditors**

PricewaterhouseCoopers LLP are willing to continue in office as auditors and resolutions dealing with their reappointment and remuneration will be proposed at a General Meeting of the Company

By order of the Board



P. Williamson  
For and on behalf of Edinburgh Pharmaceutical Industries Limited  
Company Secretary  
06 May 2014

## **Dealcyber Limited**

### **Independent auditors' report to the members of Dealcyber Limited**

#### **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 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 Dealcyber Limited, comprise

- the Balance sheet as at 31 December 2013,
- 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 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 Directors' report and the Strategic report for the year ended 31 December 2013 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 Directors' report and the Strategic 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.

#### **Responsibilities for the financial statements and the audit**

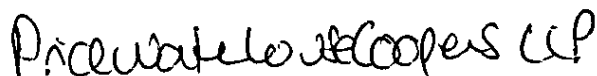
##### *Our responsibilities and those of the Directors*

As explained more fully in the Statement of Directors' responsibilities set out on page 2, 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.

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  
Chartered Accountants and Statutory Auditors  
London  
6 May 2014

# Dealcyber Limited

## Profit and loss account for the year ended 31 December 2013

		2013	2012
	Notes	£'000	£'000
<b>Turnover</b>	<b>2</b>	<b>14,625</b>	<b>14,625</b>
Gross profit		14,625	14,625
Administrative expenses		(4,640)	(4,640)
Other operating expense		(16)	(16)
Exceptional items			
Other expense	3	-	(2,784)
<b>Operating profit</b>	<b>4</b>	<b>9,969</b>	<b>7,185</b>
Profit before interest and taxation		9,969	7,185
Interest payable and similar charges	5	(761)	(924)
<b>Profit on ordinary activities before taxation</b>		<b>9,208</b>	<b>6,261</b>
Tax on profit on ordinary activities	6	(2,211)	(2,272)
<b>Profit for the financial year</b>	<b>12</b>	<b>6,997</b>	<b>3,989</b>

The results disclosed above for both the current year and prior year relate entirely to continuing operations

There is no difference in either the current year or prior year between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents

The Company has no recognised gains or losses during either the current year or prior year other than those included in the results above and therefore no separate statement of recognised gains and losses has been presented



**Dealcyber Limited**

**Balance sheet  
as at 31 December 2013**

		2013	2012
	Notes	£'000	£'000
<b>Fixed assets</b>			
Tangible assets	7	144,422	149,057
		144,422	149,057
<b>Current assets</b>			
Debtors	8	6,389	11,708
		6,389	11,708
Creditors amounts falling due within one year	9	(100,959)	(116,997)
<b>Net current liabilities</b>		<b>(94,570)</b>	<b>(105,289)</b>
<b>Total assets less current liabilities</b>		<b>49,852</b>	<b>43,768</b>
Provisions for liabilities	10	(2,246)	(3,159)
<b>Net assets</b>		<b>47,606</b>	<b>40,609</b>
<b>Capital and reserves</b>			
Called up share capital	11	27,538	27,538
Profit and loss account	12	20,068	13,071
<b>Total shareholders' funds</b>	13	<b>47,606</b>	<b>40,609</b>

The financial statements on pages 6 to 11 were approved by the Board of Directors on 6 May 2014 and were signed on its behalf by



Alan Burns

For and on behalf of Edinburgh Pharmaceutical Industries Limited – Director

## Dealcyber Limited

### Notes to the financial statements for the year ended 31 December 2013

#### 1 Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below

##### (a) Basis of accounting

These financial statements have been prepared on the going concern basis under the historical cost convention based on the financial support from GlaxoSmithKline Finance plc, the accounting policies set out below which have been applied consistently, throughout the year, and in accordance with the Companies Act 2006 and applicable UK Accounting Standards

##### (b) Turnover

Revenue is recognised in the profit and loss account when rental services are supplied to other Group subsidiaries. Turnover represents rental of property, plant and equipment to other Group subsidiaries recognised on an accruals basis

##### (c) Other operating income

Other revenues are recorded as the services are performed

##### (d) Tangible fixed assets

Tangible fixed assets are stated at historic purchase cost less provisions for depreciation or impairment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use

Depreciation is calculated to write off the cost of tangible fixed assets, excluding freehold land, in equal annual instalments over their expected useful lives. The normal expected useful lives of the major categories of tangible fixed assets are

Freehold buildings	20 to 50 years
Plant and machinery	10 to 20 years

Depreciation on assets in construction does not commence until the asset has been completed and is available for use

On disposal of a tangible fixed asset, the cost and related accumulated depreciation and impairments are removed from the financial statements and the net amount, less any proceeds, is taken to the profit and loss account

##### (e) Impairment of fixed assets

The carrying values of fixed assets are reviewed for impairment when there is an indication that the assets might be impaired. Any provision for impairment is charged to the profit and loss account in the year concerned. Impairment is determined by reference to the higher of net realisable value and value in use, which is measured by reference to discounted future cash flows

##### (f) Taxation

Current tax is provided at the amounts expected to be paid applying tax rates that have been enacted or substantively enacted at the balance sheet date

The Company accounts for taxation which is deferred or accelerated by reason of timing differences which have originated but not reversed by the balance sheet date. Deferred tax assets are recognised as recoverable and therefore only recognised when on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted. Deferred tax on the retained earnings of overseas subsidiaries is only provided when dividends have been accrued as receivable or there is a binding commitment to distribute past earnings in future periods

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 that have been enacted or substantively enacted at the balance sheet date. Deferred tax liabilities and assets are not discounted

##### (g) Interest

Interest payable and similar charges are recognised on an accruals basis

#### 2 Segmental information

During the year ended 31 December 2013, the Company operated in one geographical segment the United Kingdom, and one class of business, being the rental services to other Group companies

#### 3 Exceptional items

	2013 £'000	2012 £'000
Other expense	-	(2,784)

The exceptional item in 2012 related to a correction and write off of an intercompany balance relating to prior years. The item was significant to the prior comparative financial statements of the Company but was not considered to be a fundamental error as the profit and loss result (which was a profit for the financial year) and balance sheet position (which showed net assets at the year end) would not have changed had the write off been posted in 2011. Therefore the correction was posted in the year 2012 as an exceptional item. No exceptional items were posted in 2013

# Dealcyber Limited

## Notes to the financial statements for the year ended 31 December 2013

### 4 Operating profit

	2013 £'000	2012 £'000
<b>The following items have been charged in operating profit</b>		
Depreciation of tangible fixed assets		
Owned assets	4,640	4,640
Management fee	16	16

GlaxoSmithKline Services Unlimited provides various services and facilities to the Company including finance and administrative services for which a management fee is charged. Included in the management fee is a charge for auditors' remuneration of £10,208 (2012: £9,911).

### 5 Interest payable and similar charges

	2013 £'000	2012 £'000
On loans with Group undertakings	(761)	(924)

### 6 Tax on profit on ordinary activities

	2013 £'000	2012 £'000
<b>Tax charge based on profits for the financial year</b>		
<b>Current Tax</b>		
UK corporation tax at 23.25% (2012: 24.5%)	3,124	2,545
Total current tax	3,124	2,545
<b>Deferred Tax</b>		
Origination and reversal of timing differences	(244)	1
Adjustments in respect of previous years	(295)	-
Change in tax rate - impact on deferred tax	(374)	(274)
Total deferred tax	(913)	(273)
Tax on profit on ordinary activities	2,211	2,272

The tax assessed for the year is higher (2012: higher) than the standard rate of corporation tax in the UK for the year ended 31 December 2013 of 23.25% (2012: 24.5%). The differences are explained below.

	2013 £'000	2012 £'000
<b>Reconciliation of current tax charge</b>		
Profit on ordinary activities at the UK statutory rate 23.25% (2012: 24.5%)	2,140	1,533
Effects of:		
Expenses not deductible for tax purposes	700	1,013
Depreciation in excess of capital allowances	284	(1)
Current tax charge for the year	3,124	2,545

#### Factors that may effect future tax charges

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the Company's future current tax charge accordingly. The deferred tax liability at 31 December 2013 has been calculated based on the rate of 20% (2013) which has been substantively enacted at the balance sheet date.

**Dealcyber Limited**

**Notes to the financial statements for the year ended 31 December 2013**

**7 Tangible assets**

	Land and buildings £'000	Plant and equipment £'000	Total £'000
<b>Cost</b>			
At 1 January 2013	166,125	34,607	200,732
Intra-group transfer	-	13	13
At 31 December 2013	166,125	34,620	200,745
<b>Accumulated depreciation</b>			
At 1 January 2013	(31,490)	(20,185)	(51,675)
Provision for the year	(2,848)	(1,792)	(4,640)
Intra-group transfer	-	(8)	(8)
At 31 December 2013	(34,338)	(21,985)	(56,323)
Net book value at 1 January 2013	134,635	14,422	149,057
Net book value at 31 December 2013	131,787	12,635	144,422

The net book value at 31 December 2013 of the Company's land and buildings comprises freehold properties of £132 million (at 1 January 2013 £135 million)

**8 Debtors**

	2013 £'000	2012 £'000
<b>Amounts due within one year</b>		
Amounts owed by Group undertakings	6,389	11,708

Amounts owed by Group undertakings are unsecured interest free and are repayable on demand

**9 Creditors**

	2013 £'000	2012 £'000
<b>Amounts falling due within one year</b>		
Amounts owed to Group undertakings	97,835	114,452
Corporation tax	3,124	2,545
	100,959	116,997

Amounts owed to Group undertakings include call account balance with GlaxoSmithKline International Limited which is unsecured with interest charged at 0.73% per annum and repayable on demand. The corporation tax creditor contains amounts which will be paid to fellow Group companies

**10 Provisions for liabilities**

	Deferred taxation £'000
At 1 January 2013	3,159
Tax credit for the year	(913)
At 31 December 2013	2,246

**11 Called up share capital**

	2013 Number of shares	2012 Number of shares	2013 £'000	2012 £'000
<b>Authorised</b>				
Ordinary Shares of £1 each (2012 £1 each)	40,000,000	40,000,000	40,000	40,000
<b>Issued and fully paid</b>				
Ordinary Shares of £1 each (2012 £1 each)	27,537,839	27,537,839	27,538	27,538

## Dealcyber Limited

### Notes to the financial statements for the year ended 31 December 2013

#### 12 Reserves

	Profit and loss account £'000	Total reserves £'000
At 1 January 2013	13,071	13,071
Profit for the financial year	6,997	6,997
At 31 December 2013	20,068	20,068

#### 13 Reconciliation of movements in shareholders' funds

	2013 £'000	2012 £'000
Profit for the financial year	6,997	3,989
Net addition to shareholders' funds	6,997	3,989
Opening shareholders' funds	40,609	36,620
Closing shareholders' funds	47,606	40,609

#### 14 Contingent liabilities

##### Group banking arrangement

The Company together with fellow Group undertakings has entered into a Group banking arrangement with the Company's principal bank. The bank holds the right to pay and apply funds from any account of the Company to settle any indebtedness to the bank of any other party to this agreement. The Company's maximum potential liability as at 31 December 2013 is limited to the amount held on its accounts with the bank. No loss is expected to accrue to the Company from the agreement.

#### 15 Employees

All employees are remunerated by GlaxoSmithKline Services Unlimited and receive no remuneration from the Company. A management fee is charged by GlaxoSmithKline Services Unlimited for services provided to the Company (see Note 4).

#### 16 Directors' remuneration

During the year the Directors of the Company, with the exception of the Corporate Directors, were remunerated as executives of the Group and received no remuneration in respect of their services to the Company (2012: £nil). Corporate Directors received no remuneration during the year, either as executives of the Group or in respect of their services to the Company (2012: £nil).

#### 17 Cash flow statement

A cash flow statement has been included in the consolidated financial statements of GlaxoSmithKline plc, the ultimate parent undertaking, which are publicly available. As a wholly owned subsidiary of the ultimate parent undertaking, advantage has been taken of the exemption afforded by FRS 1 'Cash flow statements' (revised 1996) not to prepare a cash flow statement.

#### 18 Ultimate parent undertaking

GlaxoSmithKline plc, a company registered in England and Wales, is the Company's ultimate parent undertaking and controlling party. The largest and smallest group of undertakings for which group financial statements are prepared and which include the results of the Company, are the consolidated financial statements of GlaxoSmithKline plc. Copies of the consolidated financial statements can be obtained from the Company Secretary, GlaxoSmithKline plc, 980 Great West Road, Brentford, Middlesex TW8 9GS. The immediate parent undertaking is SmithKline Beecham Limited.

#### 19 Related party transactions

As a wholly owned subsidiary of the ultimate parent company, GlaxoSmithKline plc, advantage has been taken of the exemption afforded by FRS 8 'Related party disclosures' not to disclose any related party transactions within the Group. There are no other related party transactions.