

REGISTERED NUMBER: 03577928 (England and Wales)



Strategic Report, Directors' Report and
Financial Statements
for the Year Ended 30 June 2022
for
Catalent CTS (Wales) Limited



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for the Year Ended 30 June 2022

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Catalent CTS (Wales) Limited

Company Information
for the Year Ended 30 June 2022

DIRECTORS: Ricci Whitlow (resigned 31 August 2022)
Guy Dewil (resigned 31 January 2022)
Thomas Castellano (resigned 21 April 2023)
Steven Fasman (appointed 21 April 2023)

SECRETARY: Guy Dewil (resigned 31 January 2022)

REGISTERED OFFICE: Frankland Road
Blagrove
Swindon
Wiltshire,
England
SN5 8YG

REGISTERED NUMBER: 03577928 (England and Wales)

AUDITOR: Ernst & Young LLP
144 Morrison Street
Edinburgh
EH3 8EX

Catalent CTS (Wales) Limited (Registered number: 03577928)

Strategic Report
for the Year Ended 30 June 2022

The Directors present their strategic report for the year ended 30 June 2022.

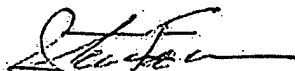
Results and performance

The profit for the period after taxation amounted to £19,212,551 (2021 £Nil).

Review of the business

The Company operates an investment holding Company. Its key investment is in the trading Company Catalent CTS (Edinburgh) Limited, whose principal activity is that of contract packaging and distribution of clinical trial drug materials.

ON BEHALF OF THE BOARD:



Steven Fasman - Director

15 June 2023

Catalent CTS (Wales) Limited (Registered number: 03577928)

Directors' Report
for the Year Ended 30 June 2022

The Directors present their report with the financial statements of the Company for the year ended 30 June 2022.

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £19,212,551 (2021 £Nil). The Directors do not recommend a final dividend (2021 £Nil)

DIRECTORS

The Directors who held office during the period were as follows:

R Whitlow (resigned 31 August 2022)
G Dewil (resigned 31 January 2022)
T Castellano (resigned 21 April 2023)
S Fasman (appointed 21 April 2023)

None of the Directors in office during the year held any beneficial interests in the share capital of the Company during the year.

GOING CONCERN

The company's business activities are set out in the Strategic Report.

The Company historically has had limited cash flow activity and expect this to continue for the foreseeable. The Company is reliant on its subsidiary Company, Catalent CTS (Edinburgh) Limited ("Edinburgh") for the provision of funding if required.

The Directors, have reviewed the letter of support from the Directors of Edinburgh and assessed its net current assets and cash at bank balance at the time of approval of the financial statements. The Directors consider that the Edinburgh has adequate resources to continue in operation for the foreseeable future and provide support to the Company if required through to the going concern period to 30 June 2024.

The Company therefore continues to adopt the going concern basis in preparing its financial statements.

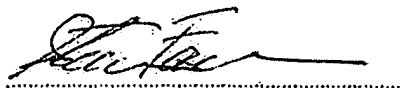
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor are unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor are aware of that information.

AUDITOR

A resolution to reappoint Ernst & Young LLP as auditor will be put to the members at the Annual General Meeting.

ON BEHALF OF THE BOARD:



Steven Fasman - Director

15 June 2023

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Company financial statements in accordance with *United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102")*. 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 in accordance with *Section 10 of FRS 102* and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in *FRS 102* is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group and company financial position and financial performance;
- state whether *FRS 102*, has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping 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 company 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.

Under applicable law and regulations, the directors are also responsible for preparing a strategic report and directors' report that comply with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

Catalent CTS (Wales) Limited (Registered number: 03577928)
Independent Auditor's Report

Opinion

We have audited the financial statements of Catalent CTS (Wales) Limited for the year ended 30 June 2022 which comprise of the Income Statement, the Statement of Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and the related notes 1 to 12 including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2022;
- 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Catalent CTS (Wales) Limited (Registered number: 03577928)
Independent Auditor's Report (Continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS102 and companies Act 2006) and relevant tax compliance regulations in the UK.

Catalent CTS (Wales) Limited (Registered number: 03577928)
Independent Auditor's Report (Continued)

Auditor's responsibilities for the audit of the financial statements (continued)

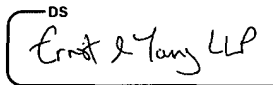
Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud (continued)

- We understood how Catalent CTS (Wales) Limited is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures. We confirmed our enquiries through our reading of board minutes, management papers, regulatory correspondence and papers provided to the holding company. We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where they considered there was susceptibility to fraud. We also considered performance targets and their propensity to influence efforts made by management to manage earnings. We considered the programmes and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programmes and controls at a group level. Where the risk was considered to be higher, we performed audit procedures to address the identified fraud risk, management override of controls, specifically around revenue recognition.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved: journal entry testing, with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business and enquiries of legal counsel and management. In addition, we completed procedures to conclude on the compliance of the disclosures in the financial statements and accounts with all applicable requirements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

 DS

Paul Copland (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Edinburgh

19 June 2023

Income Statement
for the Year Ended 30 June 2022

	Notes	2022 £	2021 £
TURNOVER		-	-
Administrative expenses		-	-
OPERATING RESULT	5	-	-
Reversal of Investment Impairment	7	19,212,551	-
LOSS ON ORDINARY ACTIVITIES		19,212,551	-
Tax charge on loss on ordinary activities	6	-	-
LOSS FOR THE FINANCIAL YEAR		19,212,551	-

Catalent CTS (Wales) Limited (Registered number: 03577928)

Other Comprehensive Income
for the Year Ended 30 June 2022

	Notes	2022 £	2021 £
PROFIT FOR THE YEAR		19,212,551	-
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
PROFIT FOR THE YEAR		<u>19,212,551</u>	<u>-</u>

Catalent CTS (Wales) Limited (Registered number: 03577928)

Balance Sheet
30 June 2022

		2022		2021	
	Notes	£	£	£	£
Investments	7		39,306,342		20,093,791
CURRENT ASSETS					
Debtors	8	<u>28,318</u>		<u>28,318</u>	
NET CURRENT ASSETS			<u>28,318</u>		<u>28,318</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>39,334,660</u>		<u>20,122,109</u>
CAPITAL AND RESERVES					
Called up share capital	9		2		2
Capital contribution reserve	10		39,306,340		39,306,340
Retained earnings	10		<u>28,318</u>		<u>(19,184,233)</u>
SHAREHOLDERS' FUNDS			<u>39,334,660</u>		<u>20,122,109</u>

The financial statements were approved and authorised for issue by the Board of Directors on 15 June 2023 and were signed on its behalf by:


Steven Fasman - Director

Catalent CTS (Wales) Limited (Registered number: 03577928)

Statement of Changes in Equity
for the Year Ended 30 June 2022

	Called up share capital £	Retained earnings £	Capital contribution reserve £	Total equity £
Balance at 1 July 2020	2	(19,184,233)	39,306,340	20,122,109
Total Comprehensive Income	-	-	-	-
Balance at 30 June 2021	2	(19,184,233)	39,306,340	20,122,109
Total Comprehensive Income	-	19,212,551	-	19,212,551
Balance at 30 June 2022	2	28,318	39,306,340	39,334,660

Notes to the Financial Statements
for the Year Ended 30 June 2022

1. STATEMENT OF COMPLIANCE

Catalent CTS (Wales) Limited is a limited liability Company incorporated in England.
The Registered Office is Frankland Road, Blagrove, Swindon, Wiltshire, England, SN5 8YG.

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 30 June 2022.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention.

The financial statements of Catalent CTS (Wales) Limited were authorised for issue by the Board of Directors on 30 June 2022.

The financial statements have been prepared in accordance with applicable accounting standards. The financial statements are prepared in sterling which is the functional currency of the Company and rounded to the nearest pound.

Going Concern

The Company historically has had limited cash flow activity and expect this to continue for the foreseeable. The Company is reliant on its subsidiary Company, Catalent CTS (Edinburgh) Limited ("Edinburgh") for the provision of funding if required.

The Directors, have reviewed the letter of support from the Directors of Edinburgh and assessed its net current assets and cash at bank balance at the time of approval of the financial statements. The Directors consider that the Edinburgh has adequate resources to continue in operation for the foreseeable future and provide support to the Company if required through to the going concern period to 30 June 2024.

The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemption in preparing these financial statements. As permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" no income and cash flow statement has been prepared as the Company is a wholly owned subsidiary of Catalent Inc, whose group financial statements includes a consolidated income and cash flow statement and is publicly available.

Group financial statements

The financial statements present information about the Company as an individual undertaking and not about its group. The Company has taken advantage of the exemption from preparing consolidated accounts by virtue of section 401 of the Companies Act 2006, as it is a wholly owned subsidiary of Catalent Inc., in which the subsidiary undertaking is included.

A copy of the consolidated financial statements of Catalent Inc. can be obtained from Catalent Pharma Solutions, 14 Schoolhouse Road, Somerset, NJ 08873.

Significant judgements and estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Notes to the Financial Statements - continued
for the Year Ended 30 June 2022

2. ACCOUNTING POLICIES - continued

Investments

Management assess for impairment on an annual basis and assessing whether there are any triggers of impairment identified. If a triggers are identified, a full impairment calculation is completed.

Financial instruments

The Company has chosen to adopt the requirements of sections 11 and 12 of FRS 102 in respect of the measurement and disclosure of financial instruments.

Short-term debtors

Debtors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

The Company does not have any 'other' financial instruments.

3. STAFF COSTS

There were no staff costs for the year ended 30 June 2022 nor for the year ended 30 June 2021.

4. DIRECTORS' EMOLUMENTS

The Directors of the Company are also Directors of other group companies. The Directors emoluments were borne by a fellow subsidiary. The Directors do not believe that it is practicable to apportion their total remuneration between companies. The amounts are therefore disclosed in full in other group Company's financial statements.

	2022 £	2021 £
Emoluments	<u>42,900</u>	<u>-</u>
Company contributions paid to defined contribution pension schemes	<u>2,875</u>	<u>-</u>
	2022 No.	2021 No.
Members of defined contribution pension schemes	<u>1</u>	<u>-</u>

5. AUDITOR'S REMUNERATION

Fees in respect of the audit of the Company are borne by the subsidiary Company Catalent CTS (Edinburgh) Limited.

Notes to the Financial Statements - continued
for the Year Ended 30 June 2022

6. TAXATION

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2022 £	2021 £
Profit on ordinary activities before tax	<u>19,212,551</u>	<u>-</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2021: 19%)	3,650,385	-
Effects of: Reversal of Investment Impairment	<u>(3,650,385)</u>	<u>-</u>

7. INVESTMENTS

	Subsidiary undertakings £
COST	
At 1 July 2021 and 30 June 2022	39,306,342
IMPAIRMENT	
At 1 July 2021	19,212,551
Reversal of Investment Impairment	<u>(19,212,551)</u>
At 30 June 2022	<u>-</u>
NET BOOK VALUE	
At 30 June 2022	<u>39,306,342</u>
At 30 June 2021	<u>20,093,791</u>

The Company's investments at the Balance Sheet date in the share capital of companies include the following:

Investment	Location	Registered Office	Direct/ Indirect Holding
Catalent CTS (Edinburgh) Ltd	UK	Frankland Road Blagrove, Swindon Wiltshire, England SN5 8YG	100% Direct

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £	2021 £
Amounts owed by group undertakings	<u>28,318</u>	<u>28,318</u>

Notes to the Financial Statements - continued
for the Year Ended 30 June 2022

9. CALLED UP SHARE CAPITAL

The authorised, allotted and fully paid share capital of the Company consisted of:

	2022	2021
Authorised	£	£
100,000 ordinary shares of £0.01 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid	2022	2021
	£	£
200 ordinary shares of £0.01	<u>2</u>	<u>2</u>

10. RESERVES

Retained earnings – Distributable reserve includes all current and prior period retained profits and losses.

Capital redemption reserve - Non-distributable reserve which a capital contribution of £39,306,340 was received from the ultimate parent Company and is included within 'Capital contribution reserve'.

11. RELATED PARTY DISCLOSURES

The Company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

All Directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the Company are considered to be key management personnel.

Key management personnel compensation in total for the year was £42,900 (2021: £Nil). There was 1 director based in the UK in 2022.

12. ULTIMATE PARENT COMPANY

The ultimate parent undertaking is Catalent Inc, which is incorporated in the United States of America. The Company's immediate parent undertaking is Catalent CTS UK Holding Limited.

A copy of the consolidated financial statements of Catalent Inc can be obtained from Catalent Pharma Solutions, 14 Schoolhouse Road, Somerset, NJ 08873.