

Aviagen International Finance Two Limited

**Directors' report and financial
statements**

Registered Number - 04695437

30 June 2011

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Contents

Directors and advisers	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	3
Independent auditor's report to the members of Aviagen International Finance Two Limited	4
Profit and loss account	5
Statement of total recognised gains and losses	5
Balance sheet	6
Notes	7

Directors and advisers

Directors	CP Hill J Schlaman
Secretary	CP Hill
Auditor	KPMG LLP Saltire Court 20 Castle Terrace Edinburgh EH1 2EG
Solicitors	Freshfields 65 Fleet Street London EC4Y 1HS
Registered office	Grantham Hatchery Gonerby Moor Grantham Lincolnshire NG32 2AB

Directors' report

The directors present the annual report and the audited financial statements for the year ended 30 June 2011

Principal activities

The principal activity of the company is the holding of investments in subsidiary companies

Business review

The results for the year are set out on page 5. The directors do not propose payment of a dividend

Directors

The directors who held office during the year were as follows

CP Hill
J Schlaman

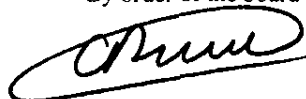
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board



CP Hill
Company Secretary

Grantham Hatchery
Gonerby Moor
Grantham
Lincolnshire
NG32 2AB

24 February 2012

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 judgments and 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, 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 financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

KPMG LLP

Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG
United Kingdom

Independent auditor's report to the members of Aviagen International Finance Two Limited

We have audited the financial statements of Aviagen International Finance Two Limited for the year ended 30 June 2011 set out on pages 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 auditors' 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.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.


Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Hugh Harvey (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

27 February 2012

Profit and loss account
for the year ended 30 June 2011

		Year ended	Year ended
		30 June	30 June
	<i>Note</i>	2011	2010
		\$000	\$000
Administrative expenses		(3)	(49)
Operating loss		(3)	(49)
Dividends from fixed asset investments	4	-	17,000
Interest receivable and similar income	5	1,156	261
Interest payable and similar charges	6	(6)	(792)
Profit on ordinary activities before taxation		1,147	16,420
Tax on profit on ordinary activities	7	(315)	-
Profit for the year	12	832	16 420

Statement of total recognised gains and losses
for the year ended 30 June 2011

Other than the profit for the current year and the previous financial year there are no other recognised gains and losses

Balance sheet
at 30 June 2011

	<i>Note</i>	30 June 2011 \$000	30 June 2010 \$000
Fixed assets			
Investments	8	125,121	37,604
Current assets			
Cash at bank and in hand		-	17,000
Debtors	9	-	14,621
		-	31,621
Creditors amounts falling due within one year	10	(1,524)	(16,992)
Net current (liabilities)/assets		(1,524)	14,629
Total assets less current liabilities		123,597	52,233
Net assets		123,597	52,233
Capital and reserves			
Share capital	12	-	-
Share premium	12	94,436	23,904
Profit and loss account	12	29,161	28,329
Shareholders' funds	13	123,597	52,233

These financial statements were approved by the board of directors on 24 February 2012 and are signed on its behalf by



CP Hull
 Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of \$1,524,000, which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by its shareholders. The shareholders have indicated that for at least 12 months from the date of approval of these financial statements, they will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The company is exempt from the requirement to produce group accounts by the Companies Act 2006. The financial statements present information about the company as an individual undertaking and not about its group.

Cash flow statement

The company is exempt from the requirement of FRS1 (revised) to prepare a cash flow statement as it is a wholly owned subsidiary of Aviagen International Finance Limited and its cash flows are included within the consolidated cash flow statement of that company.

Investments

Investments in subsidiary undertakings are stated at cost less amounts written off.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Notes (continued)

2 Profit on ordinary activities before taxation

	Year ended 30 June 2011 \$000	Year ended 30 June 2010 \$000
Auditors' remuneration		
Amounts receivable by the auditors		
in respect of taxation services	2	4
	<u>2</u>	<u>4</u>

Audit fees of \$3,000 in respect of services provided by the auditors for the statutory audit of the company were paid on behalf of the company by its parent company, Aviagen International Finance Ltd

3 Remuneration of directors

No directors' emoluments were paid during the year or the previous year. The directors were the only employees of the company.

4 Dividends from fixed asset investments

	Year ended 30 June 2011 \$000	Year ended 30 June 2010 \$000
Dividends received	-	17,000
	<u>-</u>	<u>17,000</u>

5 Interest receivable and similar income

	Year ended 30 June 2011 \$000	Year ended 30 June 2010 \$000
On loans to subsidiary undertakings	249	261
Exchange gains	907	-
	<u>1,156</u>	<u>261</u>

6 Interest payable and similar charges

	Year ended 30 June 2011 \$000	Year ended 30 June 2010 \$000
Interest on loans from parent company	6	7
Net exchange loss	-	785
	<u>6</u>	<u>792</u>

Notes (continued)

7 Tax on profit on ordinary activities

Analysis of charge in year

	Year ended 30 June 2011 \$000	Year ended 30 June 2010 \$000
Current tax	315	-

Factors affecting the tax charge for the current year

The current tax charge for the year is the same as (2010 lower) than the standard 27.5% (2010 28.0%) rate of corporation tax in the UK. The differences are explained below

	Year ended 30 June 2011 \$000	Year ended 30 June 2010 \$000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	1,147	16,420
Current tax at 27.5% (2010 28.0%)	315	4,598
<i>Effects of</i>		
Income not taxable	-	(4,760)
Losses included in US tax return	-	162
Total current tax charge (see above)	315	-

For tax purposes this company is treated as a branch of a US company with the effect that its profits and losses are included in a US tax return. On the basis that the tax losses arising in this company have been included in a US tax return no claim in respect of these losses is made for UK tax purposes. The losses would only be available against future UK taxable profits if the US tax return was amended to exclude these losses. On the basis that it is considered unlikely that suitable UK profits will arise no deferred tax asset is recognised.

8 Fixed asset investments

	Shares in group undertakings \$000
<i>Cost and net book value</i>	
At the beginning of the year	37,604
Additions in year	87,517
At the end of the year	125,121

During the year, the company acquired five ordinary shares in Aviagen European Holdings Ltd and one ordinary share in Aviagen International Finance Five Ltd. The consideration was met by a mixture of the issue of share capital and inter company debt.

Notes (continued)

8 Fixed asset investments (continued)

The principal trading undertakings in which the company's interest at the year end is more than 20% are as follows

	Country of Incorporation	Principal Activity	Class and percent of shares held
<i>Subsidiary undertakings</i>			
Aviagen International Finance Five Limited	England	Holding Company	100%
Aviagen European Holdings Limited	England	Holding Company	100%

9 Debtors

	30 June 2011 \$000	30 June 2010 \$000
Amounts owed by parent and fellow subsidiary undertakings	-	7,076
Amounts owed by subsidiary undertakings	-	7,545
	-	14,621

10 Creditors amounts falling due within one year

	30 June 2011 \$000	30 June 2010 \$000
Amounts owed to parent and fellow subsidiary undertakings	-	12,790
Amounts owed to subsidiary undertakings	792	3,785
Group relief payable	731	416
Accruals	1	1
	1,524	16,992

11 Called up share capital

	Number of Shares	30 June 2011 \$	30 June 2010 \$
<i>Allotted, called up and fully paid</i>			
Ordinary shares of £0.01 each	105 (2010: 101)	2	2

The share capital allotted and paid in the year comprised 4 ordinary £0.01 shares for a consideration of \$70,531,937, which included \$0.08 nominal value and share premium of \$70,531,937

Notes (continued)

12 Reserves

	Share premium account 30 June 2011 \$000	Profit and loss account 30 June 2011 \$000
At beginning of year	23,904	28,329
Retained profit for the year	-	832
Share premium on issue of shares	70,532	-
	<hr/>	<hr/>
At end of year	94,436	29,161
	<hr/>	<hr/>

The share premium in 2011 arose following the issue of 4 ordinary shares of £0.01 for a consideration of \$70,532,000

13 Reconciliation of movements in shareholders' funds

	Year ended 30 June 2011 \$000
Profit for the year	832
Share premium on issue of shares	70,532
Opening shareholders' funds	52,233
	<hr/>
Closing shareholders' funds	123,597
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14 Related party disclosures

The company has taken advantage of the exemption contained in FRS 8 Related Party Disclosures, not to report details of transactions with entities which are more than 90% controlled by a common parent company

There were no other related party transactions during the year

15 Immediate and ultimate parent company

The immediate parent company is Aviagen International Finance One Limited. The smallest group of companies in which the results of the company are consolidated is that headed by Aviagen International Finance Limited, incorporated in England. The consolidated accounts of this group are available from Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.

At the year end the company's ultimate parent was EW Group GmbH incorporated in Germany. This company's accounts are not available to the public.