

Registration number: 05370591

Piramal Healthcare UK Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2022

KNAV Limited
Statutory Auditors
Hygeia Building
Ground Floor
66-68 College Road
Harrow
Middlesex
HA1 1BE

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Piramal Healthcare UK Limited

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Piramal Healthcare UK Limited

Company Information

Directors
Mr T B Cooke
Mr C Leahy
Mr V Valsaraj
Mr J Mclean
Mr P D Deyoung
Mr P A Stevenson

Company secretary Mr C Leahy

Registered office Whalton Road
Morpeth
Northumberland
NE61 3YA

Auditors KNAV Limited
Statutory Auditors
Hygeia Building
Ground Floor
66-68 College Road
Harrow
Middlesex
HA1 1BE

Piramal Healthcare UK Limited

Strategic Report for the Year Ended 31 December 2022

The directors present their strategic report for the year ended 31 December 2022.

Principal activity

The principal activity of the company is that of distribution, manufacturing and packaging of chemical intermediates and finished products for the pharmaceutical industry.

Fair review of the business

The core strategy of the company remains the growth of the pharmaceutical contract development and manufacturing businesses at both the Morpeth and Grangemouth facilities, the former specialising in APIs and oral solids with Grangemouth having a niche capability in Antibody Drug Conjugation (ADC). Growth is achieved through securing and transferring new commercial products from the global customer base in addition to moving clinical programmes through the various stages of clinical trials towards commercial launch. The Company also develops and supplies a range of pharmaceutical products to global markets. These products are at various stages of the development cycle and for those products which have achieved regulatory approval, commercial sales are recognised in the accounts.

The loss for the year, after taxation, amounted to £4,595,423 (2021: Profit £3,776,810).

	2022	2021	Change
	£'000	£'000	£'000
Turnover	81,654	72,632	9,022
(Loss)/Profit before tax	(4,509)	4,255	(8,764)
Head count	586	582	4

Key financial and non-financial performance indicators used to assess performance are turnover, profit and headcount. These are reported in the management accounts and reviewed by the Board and key stakeholders on a monthly basis.

Turnover was up 12% from £72.6m to £81.6m compared to 2021, driven by growth in the ADC business at Grangemouth. However, profitability dropped by £8.8m due to one time other income of £12m earned in 2021 (settlement gain relating to a US launch) that did not repeat in 2022. Headcount grew by four during the year, due to normal operational requirements, mostly at Grangemouth.

The Directors expect revenues and profit in 2023 to improve over 2022 due to the continued improvement in the ADC order pipeline for the Grangemouth site, building over the gains made in 2022 coupled with the planned opening of the new ADC plant in Q4 2023.

External debt (Bank Loans, Bank Overdrafts and Invoice Financing Facilities less Cash at Bank) increased from £3.7m in 2021 to £25.1m in 2022 as a result of the company's investment into capital expenditure at both Morpeth and Grangemouth.

Piramal Healthcare UK Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

Principal risks and uncertainties

The company, in conjunction with the ultimate parent company, has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company. The policies set out by the board and agreed with the ultimate parent company are implemented by the company's directors.

The directors monitor performance through the production of management accounts on a monthly basis. Additionally, the directors monitor key performance indicators on a monthly basis to ensure they are within acceptable parameters. These include revenue, operating profits, earnings before interest tax and amortisation (EBITDA), working capital, customer service, cash flows from operating activities and headcount.

Risks considered by management include the following:

Credit risk

The company has implemented policies that require appropriate credit checks on customers before sales are made to minimise the risk of financial loss.

Liquidity risk

The company maintains sufficient funds and generates cash from operations to meet working capital requirements. The company has access to short term financing options with the bank and if required, finance facilities from fellow group undertakings. The company regularly monitors and reports compliance with bank covenants and undertakes regular cash flow forecasting in order to ensure working capital requirements are met.

Regulatory risk

The pharmaceutical industry in general is highly regulated both nationally and internationally. The company ensures adherence of these regulations and its supply chain is also encouraged to do the same.

Foreign exchange risk

The company has the risk of foreign currency fluctuations associated with U.S. Dollar and Euro dominated transactions both from the sale and purchases of products. This is monitored closely by management, however, due to a high portion of the business being naturally hedged, the company is not overly exposed to currency fluctuations.

Macroeconomic and geopolitical risks

The Company continues to monitor macroeconomic and geopolitical risks on a regular basis. The company specifically monitors how this could impact the sale and testing of pharmaceutical products from the UK to other countries. One approach the company has taken in safeguarding themselves and their key stakeholders (e.g. customers, suppliers etc.), is setting up a quality control facility in the Netherlands to ensure and uninterrupted supply of products to customers.

Piramal Healthcare UK Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

Section 172(1) statement

The Directors are well aware of their duty under s.172 of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and, in doing so, to have regard (amongst other matters) to:

- the likely consequences of any decision in the long term;
 - the interests of the Company's employees;
 - the need to foster the Company's business relationships with suppliers, customers and others;
 - the impact of the Company's operations on the community and the environment;
 - the desirability of the Company maintaining a reputation for high standards of business conduct; and
 - the need to act fairly as between members of the Company,
- (the "s.172(1) Matters").

The following paragraphs summarise how the Directors fulfil their duties:

1. Our strategic plans are designed to have a long-term beneficial impact on the company and the group at large.
2. Our employees are critical to the delivery of our plans. We aim to be a responsible employer in our approach to the pay and benefits our employees receive. The health, safety and well-being of our employees is one of our primary considerations in the way we do business.
3. Our global suppliers are vital to our Supply Chain and ability to serve our customers. We value all of our suppliers as an extension of our enterprise, and have several multi-year contracts with our key suppliers to ensure that we maintain strong relationships with them and to provide continued high quality products to our customers. The directors recognise that building strong relationships with our stakeholders will help us to deliver our strategy in line with our long-term values. The directors continuously monitor the impact of any decision taken, on their stakeholders, including suppliers, customers and others.
4. The Piramal group as a whole has core values of Knowledge, Action, Care & Impact which are embedded in the group and its subsidiaries. We support several social causes and provide high quality pharmaceutical products to multiple countries around the world.
5. As the Board of Directors, our intention is to behave responsibly and ensure that management operate the business in a responsible manner, operating within the high standards of business conduct and good governance expected for a business such as ours.
6. Communication with our shareholder is important for the Board. By maintaining dialogue with our shareholder, we aim to ensure that their views are heard and that our objectives are understood.

This report was approved by the Board on 30 JUNE 2023 and signed on its behalf by:



Mr C Leamy
Director

Piramal Healthcare UK Limited

Directors' Report for the Year Ended 31 December 2022

The directors present their report and the audited financial statements for the year ended 31 December 2022.

Directors of the company

The directors who held office during the year were as follows:

Mr T B Cooke

Mr C Leahy

Mr V Valsaraj

Mr J Mclean

Mr P D Deyoung

Mr P A Stevenson (appointed 18 October 2022)

Results and dividends

The Company's financial results have been discussed in the Strategic Report. During the year no dividends have been paid or declared (2020: No dividends had been paid or declared).

Financial risk management

Objectives and policies

The directors make use of the ultimate parent company's risk management team to monitor and where possible mitigate the risks faced by the business. The Directors have identified and included the Company's key risks and associated management policies in the Strategic Report on pages 2 & 3.

Political donations

The Company made no political donations during the year (2021: £Nil).

Employment of disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

Employee involvement

The company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the company. This is achieved through formal and informal meetings. The employees (or their representatives) are consulted regularly on a wide range of matters affecting their current and future interests.

Future developments

Please refer to the Strategic Report on page 2.

Research and development

The company is committed to a program of continued improvement of the existing product range; refer to note 12 for further details.

Piramal Healthcare UK Limited

Directors' Report for the Year Ended 31 December 2022 (continued)

Statement of engagement with suppliers, customers and others in a business

Please refer to the Strategic Report on page 4.

Statement of carbon emissions in compliance with Streamlined Energy and Carbon Reporting (SECR)

The SECR disclosure presents Piramal Healthcare UK Limited carbon footprint across Scope 1, 2, and Scope 3 to some extent. This report also indicates an appropriate intensity metric, the total energy use of electricity, gas, and transport fuel. A summary of energy efficiency actions taken during the relevant financial year and the figures for the previous year are included as well.

	2022	2021
	£	£
Energy consumption used to calculate emissions(kWh)	52,217,823	48,185,122
Emissions from combustion of gas (Scope 1) tCO ₂ e	4,729	5,039
Emissions from combustion of fuel for transport purposes (Scope 1) tCO ₂ e	3	11
Emissions from purchased electricity (Scope 2; location-based) tCO ₂ e	3,982	4,372
Emissions from the onsite generation of steam (Scope 2) tCO ₂ e	975	-
Emissions from business travel in rental cars or employee-owned vehicles where company is responsible for purchasing the fuel (Scope 3) tCO ₂ e	-	8
Total gross tCO ₂ e based on above	9,689	9,430
Intensity ratio 1 (kgCO ₂ e/sales revenue in £)	0.1213	0.1340
Intensity ratio 2 (tCO ₂ e/number of employees)	16.22	15.72

Energy efficiency action summary

In 2022, Piramal Healthcare UK Limited confirmed its continuous efforts to achieve direct and indirect savings in energy and associated carbon emissions through operational and technological improvements. The slight increase in our total emissions is a result of organic growth, which is indicated by the decrease in our emissions intensity when measuring our emissions against our sales revenue.

Further energy efficiency actions taken in the financial year 2022 include:

Grangemouth:

- PD-Lab-7: Fume hood CAV replaced by VAVs and controlling AHUs operation.
- LED lighting in place of 58 W Lamps in Main Building, Lab-G.
- LED lightings instead of Sodium Vapor lamp installation in GMP Warehouse.

Morpeth:

- Hibernation of Chem 4 Plant due to campaigning of manufacture.
- Dowtherm chiller replacement project to allow for the use of liquid nitrogen in the place of HFC Gases.
- Move to LED lighting across various areas of site and switch to motion sensor lighting in low traffic areas.
- Switch off of HVACs outside of manufacturing windows.

Piramal Healthcare UK Limited

Directors' Report for the Year Ended 31 December 2022 (continued)

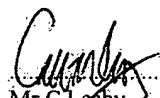
METHODOLOGY NOTES

Reporting Period	1 st of January 2022 – 31 st of December 2022
Boundary (consolidation approach)	Operational approach
Alignment with financial reporting	SECR disclosure has been prepared in line with Piramal Healthcare UK Limited's annual accounts made up to 31 st December 2022.
Reporting method	GHG Emissions reporting are in line with the Greenhouse Gas (GHG) Protocol Corporate Accounting and Reporting Standard
Emissions factor source	DEFRA, 2022 for all emissions factors https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2022
Conversion factor source	DEFRA factor set for all emission sources https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2022 Department for Transport Vehicles Statistics Fuel Type (VEH1103) https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/1162893/veh1103 ods DESNZ Annual Average Retail prices for Oil Products https://www.gov.uk/government/statistical-data-sets/oil-and-petroleum-products-monthly-statistics
Calculation method	Activity Data x Emission Factor = GHG emissions Activity Data x Conversion Factor = kWh consumption
Reason for the inclusion of steam-related emissions	A certain part of our business operates on a landlord site, where steam is generated for our use through the combustion of natural gas. However, we are unable to determine the exact amount of natural gas used for steam generation. Therefore, we calculate the associated emissions based on the amount of steam we use.
Reason for the intensity measurement choice	Based on the nature of our business and following the recommendations of the SECR legislation, sales revenue was chosen as an intensity metric and reflects our business performance. We also chose the number of employees as a second one, showing transparency and expressing the business's annual emissions in relation to a quantifiable factor.
Other relevant information on calculation	Where applicable consumption was converted to kWh using conversion factors linked above, while emissions were calculated with the DEFRA emission factors. Transport fuel data was calculated from cost of fuel purchased and converted to liters using DEFRA annual Average Retail prices for oil products. Transport data was calculated from liters to kWh and GHG emissions using the method above.
Rounding	Due to rounding there might be a minor difference compared to the actual GHG emissions (less than 1%).

Reappointment of auditors

The auditors KNAV Limited are deemed to be reappointed under section 487(2) of the Companies Act 2006.

This report was approved by the Board on 30 JUNE 2023 and signed on its behalf by:



Mr C Leahy
Director

Piramal Healthcare UK Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 elected to prepare 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that so far as they are aware, there is no relevant audit information (as defined by section 418(3) of the Companies Act 2006) of which the auditors are unaware.

Piramal Healthcare UK Limited

Independent Auditor's Report to the Members of Piramal Healthcare UK Limited

We have audited the financial statements of Piramal Healthcare UK Limited (the 'company') for the year ended 31 December 2022, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, 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 Financial Reporting Standard 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 state of the company's affairs as at 31 December 2022 and of its loss 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.

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 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 director's 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 at least twelve months from when the original financial statements were 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.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Piramal Healthcare UK Limited

Independent Auditor's Report to the Members of Piramal Healthcare UK Limited (continued)

Opinion 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 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 our 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 and the Directors' Report.

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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities [set out on page 8], 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 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.

Piramal Healthcare UK Limited

Independent Auditor's Report to the Members of Piramal Healthcare UK Limited (continued)

Extent to which the audit is capable of detecting irregularities, including fraud

We design our procedures so as to obtain sufficient appropriate audit evidence that the financial statements are not materially misstated due to non-compliance with laws and regulations or due to fraud or error.

We are not responsible for preventing non-compliance and cannot be expected to detect noncompliance with all laws and regulations – this responsibility lies with management with the oversight of the Directors.

Based on our understanding of the Company and industry, discussions with management, we identified Companies Act 2006, Financial Reporting Standard 102, UK taxation legislation and the regulation around the pharmaceutical products sold by the company as having a direct effect on the amounts and disclosures in the financial statements.

As part of the engagement team discussion about how and where the Company's financial statements may be materially misstated due to fraud, we did not identify any areas with an increased risk of fraud.

Our audit procedures included:

- enquiry of management about the Company's policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance;
- examining supporting documents for all material balances, transactions and disclosures;
- review of the Board of directors minutes;
- enquiry of management and review and inspection of relevant correspondence with any legal firms;
- evaluation of the selection and application of accounting policies related to subjective measurements and complex transactions;
- analytical procedures to identify any unusual or unexpected relationships;
- testing the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements;
- review of accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organized schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

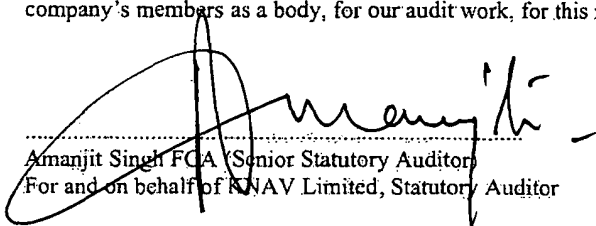
A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Piramal Healthcare UK Limited

**Independent Auditor's Report to the Members of Piramal Healthcare UK Limited
(continued)**

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.



.....
Amanjit Singh FCA (Senior Statutory Auditor)
For and on behalf of KNAV Limited, Statutory Auditor

Hygeia Building
Ground Floor
66-68 College Road
Harrow
Middlesex
HA1 1BE

Date: 30. 06. 2023

2023-16-UK

Piramal Healthcare UK Limited

Profit and Loss Account for the Year Ended 31 December 2022

	Note	2022 £	2021 £
Turnover	4	81,654,121	72,632,421
Cost of sales		<u>(39,831,001)</u>	<u>(38,132,591)</u>
Gross profit		41,823,120	34,499,830
Distribution costs		(1,265,911)	(1,043,780)
Administration expenses		(49,460,085)	(44,515,724)
Other operating income	5	<u>4,945,184</u>	<u>15,833,416</u>
Operating (loss)/profit	6	(3,957,692)	4,773,742
Interest payable and similar expenses	7	<u>(551,661)</u>	<u>(518,642)</u>
(Loss)/profit before tax		(4,509,353)	4,255,100
Taxation	11	<u>(86,070)</u>	<u>(478,290)</u>
(Loss)/profit for the financial year		<u><u>(4,595,423)</u></u>	<u><u>3,776,810</u></u>

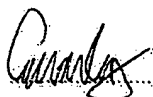
The notes on pages 16 to 41 form an integral part of these financial statements.

Piramal Healthcare UK Limited

(Registration number: 05370591)
Balance Sheet as at 31 December 2022

	Note	2022 £	2021 £
Fixed assets			
Intangible assets	12	17,988,596	18,544,401
Tangible assets	13	<u>73,503,577</u>	<u>44,631,991</u>
		<u>91,492,173</u>	<u>63,176,392</u>
Current assets			
Stocks	15	25,941,593	26,123,228
Debtors due within one year	16	34,278,028	22,924,320
Debtors due after more than one year	16	58,351	7,328,848
Cash at bank and in hand	17	<u>1,214</u>	<u>8,710,081</u>
		<u>60,279,186</u>	<u>65,086,477</u>
Creditors: Amounts falling due within one year	18	<u>(53,587,211)</u>	<u>(45,387,940)</u>
Net current assets		<u>6,691,975</u>	<u>19,698,537</u>
Total assets less current liabilities		<u>98,184,148</u>	<u>82,874,929</u>
Creditors: Amounts falling due after more than one year	18	<u>(34,919,534)</u>	<u>(15,014,892)</u>
Net assets		<u>63,264,614</u>	<u>67,860,037</u>
Capital and reserves			
Called up share capital	20	23,232,501	23,232,501
Profit and loss account		<u>40,032,113</u>	<u>44,627,536</u>
Total equity		<u>63,264,614</u>	<u>67,860,037</u>

The financial statements were approved and authorised for issue by the Board on 30 JUNE 2023
and signed on its behalf by:



Mr C Leahy

Director

Piramal Healthcare UK Limited

Statement of Changes in Equity for the Year Ended 31 December 2022

	Share capital	Retained earnings	Total
	£	£	£
At 1 January 2021	23,232,501	40,850,726	64,083,227
Profit for the year	-	3,776,810	3,776,810
Total comprehensive income	-	3,776,810	3,776,810
At 31 December 2021	<u>23,232,501</u>	<u>44,627,536</u>	<u>67,860,037</u>

	Share capital	Retained earnings	Total
	£	£	£
At 1 January 2022	23,232,501	44,627,536	67,860,037
Loss for the year	-	(4,595,423)	(4,595,423)
Total comprehensive income	-	(4,595,423)	(4,595,423)
At 31 December 2022	<u>23,232,501</u>	<u>40,032,113</u>	<u>63,264,614</u>

Share capital: This represents the nominal value of equity shares in issue.

Retained earnings: This represents the accumulated profits and losses since inception of the business.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

1 General information

The principal activity of the company is that of distribution, manufacturing and packaging of chemical intermediates and finished products for the pharmaceutical industry.

The company is a private company limited by share capital incorporated in England and Wales.

The address of its registered office is:

Whalton Road
Morpeth
Northumberland
NE61 3YA
United Kingdom

These financial statements were authorised for issue by the Board on

30th June 2023

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102), and the Companies Act 2006.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 paragraph 1.12(b), on the basis that it is a qualifying entity and its ultimate parent company, Piramal Pharma Limited, includes these in its own consolidated financial statements:

- the requirement to prepare a statement of cash flows;
- certain financial instrument disclosures;
- from disclosing the company key management personnel compensation.

The functional and presentational currency is Pound Sterling (£), being the currency of the primary economic environment in which the company operates in.

Exemption from preparing group accounts

The company has taken advantage of Section 405(2) of the Companies Act 2006 and is not required to produce, and has not published consolidated accounts, as its subsidiary undertaking is dormant and the effect of consolidating would be immaterial. The financial statements therefore contain information about Piramal Healthcare UK Limited as an individual company and not about its group.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Name of ultimate parent of group

These financial statements are consolidated in the financial statements of Piramal Pharma Limited.

The financial statements of Piramal Pharma Limited may be obtained from: Piramal Ananta,
Agastya Corporate Park,
Opposite Fire Brigade,
Kamani Junction,
LBS Marg, Kurla (West),
Mumbai -400 070
India.

Also available from: www.piramal.com

Going concern

The directors have assessed and confirmed that the company will be able to meet its liabilities as they fall due for at least the next 12 months from the approval of the financial statements. This assessment is based on the funds generated from the company's operations and the availability of financing facilities. As a result, the financial statements have been prepared on a going concern basis.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/vat added tax, returns, rebates and discounts.

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. The specific recognition criteria described below must also be met before turnover is recognised.

Sale of goods

Turnover is recognised when the significant risks and rewards of ownership of the goods have transferred to the buyer, either at the point of despatch, receipt, or another point determined by the commercial agreement and international commercial terms adopted for a particular sale. For goods sold under profit sharing arrangements, turnover is recognised on a quarterly basis in line with the contractual agreements in place.

Sale of development services

Turnover is based on previously agreed contractual terms with customers and is recognised on the achievement of agreed milestones outlined in the contract.

Government grants and other contributions

Government grants and other contributions received on tangible capital expenditure are credited to a deferred income account and are released to the profit and loss account over the useful economic lives of the relevant assets or over the life of the commercial contract in place for a particular asset once they are put to use. The company has applied the accrual model.

For contributions received towards the development of pharmaceutical products, the Company has also adopted the accruals model and is releasing this to the profit and loss in a similar manner, as mentioned above.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Other income

Other income also includes provisions made for Research and Development expenditure credits receivable from HM Revenue & Customs. This has been recognised to the extent where management are reasonably certain that the claim will be accepted by HM Revenue & Customs and the amount provided for is based on management's best estimate and workings that are in line with previously accepted claims by HM Revenue & Customs.

Functional and presentational currency

The company's functional and presentational currency is UK Sterling.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Current or deferred taxation assets and liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax arises from timing differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Cost includes the original purchase price and costs directly attributable to bringing the asset to its working condition for its intended use.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised as part of the cost of that asset. The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are those borrowing costs that would have been avoided if the expenditure on the qualifying asset had not been made.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Buildings	Straight line over 10 years and 33 years Straight line over 5 years, 10 years and 12 years, depending on the use or commercial contract in place for a particular asset
Plant and machinery	

Land and assets in the course of construction are stated at cost and are not depreciated. Assets in the course of construction are depreciated only once they become available for use.

The carrying values of tangible fixed assets are reviewed annually (at the period end) for impairment or earlier if there is a change in circumstances, that indicate the carrying value of the asset may no longer be recoverable.

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Repairs, maintenance and minor inspection costs are expensed as incurred.

Intangible assets

Intangible assets acquired as part of an acquisition of a business are capitalised separately from goodwill if the fair value can be reliably measured on initial recognition. Intangible assets are amortised on a straight line basis over their estimated useful economic lives. The carrying value of intangible assets is reviewed for impairment at the end of the first full year following acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Research and development

Expenditure on research activities are undertaken with the prospect of gaining new scientific or technical knowledge and understanding. These are recognised as an expense in the profit and loss as and when incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. An internally-generated intangible asset arising from development is recognised if and only if all of the following have been demonstrated:

- development costs can be measured reliably;
- the product or process is technically and commercially feasible;
- future economic benefits are probable; and
- the company intends to and has sufficient resources (financial, technical and others) to complete development and to use or sell the asset.

The expenditure to be capitalised includes the cost of labour, materials and other costs directly attributable to preparing the asset for its intended use. Other development expenditures that do not meet these criteria are recognised as an expense in the profit and loss as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Payments to third parties that generally take the form of up-front payments and milestones for in-licensed products, compounds and intellectual property are capitalised since the probability of expected future economic benefits criterion is always considered to be satisfied as they would be for separately acquired intangible assets.

Research and development intangible assets which are under development, are recognised as In-Process Research and Development assets ("IPR&D"). IPR&D assets are not amortised, but evaluated for potential impairment on an annual basis or when there are indications that the carrying value may not be recoverable or the costs being capitalised no longer meet the recognition criteria set out above. Any such charge on IPR&D assets are recognised in profit or loss.

IPR&D assets are tested for impairment annually, or more frequently when there is an indication that the assets may be impaired. All other intangible assets are tested for impairment when there are indications that the carrying value may not be recoverable.

Amortisation is recognised on a straight-line basis over 5 years or (if shorter) the life of the commercial agreement in place for that product, once it is available for commercial use. Intangible assets that are not available for commercial use are amortised from the date they are available for commercial use.

Any changes in the estimated useful life and the amortisation method for intangible assets with a finite useful life are reviewed at the end of each reporting period, with the effect of any changes being accounted for on a prospective basis.

Investments

Investments in equity shares in subsidiary undertakings, which are not publicly traded and where fair value cannot be measured reliably, are measured at cost less accumulated impairment.

Cash and cash equivalents

Cash and cash equivalents comprise of cash on hand, deposits held at call with banks, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2. Accounting policies (continued)

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell.

The cost of raw materials is determined by using moving average prices. The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition.

At the end of each reporting period inventories are assessed for impairment. If an item of inventory is impaired, the identified inventory is reduced to its selling price less costs to complete and sell and an impairment charge is recognised in the profit and loss account. Where a reversal of the impairment is required the impairment charge is reversed, up to the original impairment loss, and is recognised as a credit in the profit and loss account.

Capital spares

Capital spares are those major spare parts purchased specifically for plant and machinery and are expected to be used over more than one accounting period; these are capitalised as plant and machinery. If they are not expected to be used over more than one period, the spare parts are recognised as stock. Capital spares are fully depreciated once the spare part is put into use.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Provisions

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as an interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Leases

At inception the Company assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

Finance leased assets

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases. Finance leases are capitalised at commencement of the lease as assets at the fair value of the leased asset or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease. Where the implicit rate cannot be determined, the company's incremental borrowing rate is used. Incremental direct costs, incurred in negotiating and arranging the lease, are included in the cost of the asset.

Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date.

The capital element of lease obligations is recorded as a liability on inception of the arrangement. Lease payments are apportioned between capital repayment and finance charge, using the effective interest rate method, to produce a constant rate of charge on the balance of the capital repayments outstanding.

Operating leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Defined benefit pension obligation

The company operates a defined benefit plan for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The asset recognised in the balance sheet in respect of the defined benefit plan is the present value of the plan assets at the reporting date less the fair value of the defined benefit obligation at the end of the reporting date.

The defined benefit obligation is calculated using the projected unit credit method. Annually the company engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating the estimated period of the future payments ('discount rate').

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the company's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurement of net defined benefit liability'.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

- (a) the increase in pension benefit liability arising from employee service during the period; and
- (b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as 'Finance expense'.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Financial instruments

Classification

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties and loans from related parties.

Recognition and measurement

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other debtors and creditors, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

Debt instruments that are payable or receivable within one year, typically trade creditors or debtors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms of financed at a rate of interest that is not a market rate or in case of an out-right short term loan not at a market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Impairment

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and loss account.

For financial assets measured as amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discounted rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Derivative financial instruments and hedging

Derivatives

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged.

Hedging

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in other comprehensive income. Any ineffective portion of the hedge is recognised immediately in profit or loss.

For cash flow hedges, where the forecast transactions resulted in the recognition of a non-financial asset or non-financial liability, the hedging gain or loss recognised in OCI is included in the initial cost or carrying amount of the asset or liability. Alternatively when hedged item is recognised in profit or loss the hedging gain or loss is reclassified to profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the entity discontinues designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately.

3 Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS102 requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, turnover, costs, expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant estimates and assumptions are used as follows:

Provisions against impairment of intangible assets

Using information available at the balance sheet date, the Directors make assumptions on any indication that intangible asset has suffered an impairment loss. The impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's weighted average cost of capital.

Changes in estimates are reflected in the financial statements in the year in which the changes are made. Actual results could differ from those estimates.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

4 Turnover

The analysis of the company's turnover for the year from continuing operations is as follows:

	2022	2021
	£	£
Sale of goods	41,421,582	45,331,490
Rendering of services	40,232,539	27,300,931
	<u>81,654,121</u>	<u>72,632,421</u>

The analysis of the company's Turnover for the year by market is as follows:

	2022	2021
	£	£
UK	4,596,637	4,845,688
Europe	34,544,071	34,468,762
Rest of world	42,513,413	33,317,971
	<u>81,654,121</u>	<u>72,632,421</u>

5 Other operating income

The analysis of the company's other operating income for the year is as follows:

	2022	2021
	£	£
Government grants and other subsidies	4,031,164	3,438,872
Other income	452,117	11,990,666
Research and development expenditure credit	461,903	403,878
	<u>4,945,184</u>	<u>15,833,416</u>

Other income in the previous year represents a one-time settlement gain relating to a US product launch.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

6 Operating (loss)/profit

Arrived at after charging/(crediting)

	2022	2021
	£	£
Depreciation expense	6,656,719	5,696,478
Amortisation expense	3,458,813	2,487,385
Foreign exchange gains	(3,256,339)	(1,996,180)
Operating lease expense - plant and machinery	360,798	329,970
Operating lease expense - other	259,305	352,998
Loss on disposal of property, plant and equipment	<u>32,359</u>	<u>-</u>

Included within foreign exchange gains above is a MTM gain of £2,168,514 relating to several forward currency exchange contracts entered into during the year (refer to note 16 for further details).

7 Interest payable and similar expenses

	2022	2021
	£	£
Interest on bank overdrafts and borrowings	328,032	343,787
Interest payable to fellow group undertakings	<u>223,629</u>	<u>174,855</u>
	<u>551,661</u>	<u>518,642</u>

8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2022	2021
	£	£
Wages and salaries	26,849,069	25,057,471
Social security costs	2,575,336	2,327,655
Pension costs	1,873,855	1,825,245
Other employee expense	<u>388,136</u>	<u>330,007</u>
	<u>31,686,396</u>	<u>29,540,378</u>

The average monthly number of persons employed by the company (including directors) during the year, analysed by category was as follows:

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

8 Staff costs (continued)

	2022	2021
	No.	No.
Production	418	423
Administration and support	117	113
Research and development	45	41
Sales, marketing and distribution	6	5
	<u>586</u>	<u>582</u>

9 Directors' remuneration

The directors' remuneration for the year was as follows:

	2022	2021
	£	£
Remuneration	701,158	767,193
Contributions paid to money purchase schemes	29,595	28,011
	<u>730,753</u>	<u>795,204</u>

Directors' remuneration includes contributions to private healthcare schemes.

In respect of the highest paid director:

	2022	2021
	£	£
Remuneration	<u>298,279</u>	<u>300,800</u>

10 Auditors' remuneration

	2022	2021
	£	£
Audit of the financial statements	<u>49,500</u>	<u>57,500</u>
Other fees to auditors		
Audit-related assurance services	40,500	40,500
All other non-audit services	2,750	2,500
	<u>43,250</u>	<u>43,000</u>

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

11 Taxation

Tax charged/(credited) in the profit and loss account

	2022 £	2021 £
Current taxation		
UK corporation tax	86,070	93,290
Deferred taxation		
Arising from origination and reversal of timing differences	-	385,000
Tax expense in the income statement	<u>86,070</u>	<u>478,290</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2021: lower than the standard rate of corporation tax in the UK) of 19% (2021: 19%).

The differences are reconciled below:

	2022 £	2021 £
(Loss)/profit before tax	<u>(4,509,353)</u>	<u>4,255,100</u>
Corporation tax at standard rate	(856,777)	808,469
Effect of expense not deductible in determining taxable profit (tax loss)	1,877	14,983
Deferred tax credit from unrecognised temporary difference from a prior period	(85,902)	-
Tax decrease from effect of capital allowances and depreciation	(1,739,771)	(80,263)
Tax decrease from other short-term timing differences	-	(1,013,500)
Tax increase from effect of unrelieved tax losses carried forward	2,681,732	628,500
Tax increase from effect of adjustment in research and development tax credit	86,070	93,290
Other tax effects for reconciliation between accounting profit and tax expense (income)	<u>(1,159)</u>	<u>26,811</u>
Total tax charge	<u>86,070</u>	<u>478,290</u>
Deferred tax		
Deferred tax assets and liabilities		
2022	Asset £	Liability £
Unutilised losses carried forward	2,599,500	-
Fixed asset timing differences	-	629,500
	<u>2,599,500</u>	<u>629,500</u>

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

11 Taxation (continued)

2021	Asset £	Liability £
Unutilised losses carried forward	2,599,500	-
Fixed asset timing differences	-	629,500
	<u>2,599,500</u>	<u>629,500</u>

The company has tax losses of £16,082,876 (2021: £9,646,396) carried forward for use against future profits of the same trade, plus non-trade loan relationship debits of £843,848 (2021: £843,848) carried forward for use against future non-trading activities. A deferred tax asset in respect of tax losses has been recognised as the directors consider it is more likely than not that there will be suitable taxable profits arising from which the future reversal of the underlying timing differences can be deducted. Further, these tax losses are available indefinitely.

A deferred tax asset of £1,632,181 (2021: £210,962) have not been recognised as it does not meet the recognition criteria of FRS 102.

The tax written down value of eligible capital expenditure is lower than the net book value of these items in the financial statements by £2,517,879 (2021: £2,518,034). A deferred tax liability has been recognised on the timing differences arising between the net book value of eligible assets per the financial statements and the tax written down value of these assets for tax purposes.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

12 Intangible assets

	(Restated) Products developed and in commercial use £	(Restated) Products under development £	Total £
Cost			
At 1 January 2022	13,113,484	10,062,962	23,176,446
Additions	-	2,085,831	2,085,831
Additions acquired separately	817,177	-	817,177
Transfers	236,161	(236,161)	-
At 31 December 2022	<u>14,166,822</u>	<u>11,912,632</u>	<u>26,079,454</u>
Amortisation			
At 1 January 2022	4,632,045	-	4,632,045
Amortisation charge	3,458,813	-	3,458,813
At 31 December 2022	<u>8,090,858</u>	<u>-</u>	<u>8,090,858</u>
Carrying amount			
At 31 December 2022	<u>6,075,964</u>	<u>11,912,632</u>	<u>17,988,596</u>
At 31 December 2021	<u>8,481,439</u>	<u>10,062,962</u>	<u>18,544,401</u>

• Products under development consist of qualifying expenditure incurred by the Company on the external development of pharmaceutical products which, once completed and regulatory approval is achieved, will be available for commercial use. Once development is completed and regulatory approval is achieved, the gross carrying amount of the product developed is transferred to "Products developed and in commercial use".

• Products included under "Products developed and in commercial use" are amortised over 5 years or (if shorter) the life of the commercial agreement (with a marketing partner) for that product.

• The company have reviewed the costs attributed to the "Products developed and in commercial use" and "Products under development" and have assessed that certain expenditure previously incurred should be expensed to the profit and loss account. This movement has been reflected as "other adjustments".

• The brought forward cost of "Products developed and in commercial use" and "Products under development" have been restated to reflect development costs incorrectly transferred (£750k), as they were not available for commercial use. There is no other impact to the financial statements as a result of this reclassification of development costs.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

13 Tangible assets

	Land and buildings £	Plant and machinery £	Plant & Machinery under construction £	Total £
Cost or valuation				
At 1 January 2022	10,683,024	53,378,174	12,407,634	76,468,832
Additions	-	117,165	35,443,499	35,560,664
Disposals	-	(189,150)	-	(189,150)
Transfers	625,743	7,294,247	(7,919,990)	-
At 31 December 2022	<u>11,308,767</u>	<u>60,600,436</u>	<u>39,931,143</u>	<u>111,840,346</u>
Depreciation				
At 1 January 2022	1,952,655	29,884,186	-	31,836,841
Charge for the year	436,913	6,219,806	-	6,656,719
Eliminated on disposal	-	(156,791)	-	(156,791)
At 31 December 2022	<u>2,389,568</u>	<u>35,947,201</u>	<u>-</u>	<u>38,336,769</u>
Carrying amount				
At 31 December 2022	<u>8,919,199</u>	<u>24,653,235</u>	<u>39,931,143</u>	<u>73,503,577</u>
At 31 December 2021	<u>8,730,369</u>	<u>23,493,988</u>	<u>12,407,634</u>	<u>44,631,991</u>

Included within the net book value of land and buildings above is £8,664,386 (2021: £8,510,862) in respect of freehold land and buildings. The value of land included of £7,435,778 (2021: £7,435,778) is not subject to depreciation.

The net carrying amount of assets held under finance leases included in plant & machinery is £820,783 (2021: £933,509).

Included within the additions to Plant and Machinery under construction during the year, are capitalised loan interest costs of £269,526 which are directly attributable assets being constructed by the company.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

14 Investments

Unquoted investments	£
Cost	
At 1 January 2022	1
Provision	
At 1 January 2022	1
Carrying amount	
At 31 December 2022	-
At 31 December 2021	-

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2022	2021
Piramal Healthcare Pension Trustees Limited	Whalton Road, Morpeth, Northumberland, NE61 3YA England, UK	Ordinary shares	100%	100%

Piramal Healthcare Pension Trustees Limited is a dormant company.

15 Stocks

	2022 £	2021 £
Raw materials and consumables	16,419,255	13,665,475
Work in progress	7,239,456	9,291,635
Finished goods and goods for resale	2,282,882	3,166,118
	<u>25,941,593</u>	<u>26,123,228</u>

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

16 Debtors

Due within one year:	Note	2022 £	2021 £
Trade debtors		23,941,198	13,742,690
Amounts owed by fellow group undertakings	26	227,370	614,457
Other debtors		4,046,431	11,421,974
Prepayments		1,275,364	1,116,569
Accrued income		707,502	824,271
Deferred tax assets	11	1,970,000	1,970,000
Corporation tax recoverable	11	-	563,207
Derivatives not used for hedging		2,168,514	-
		<u>34,336,379</u>	<u>30,253,168</u>

Other debtors includes £58,351 (2021: £7,328,848) being recoverable after more than one year. Corporation tax recoverable is represented by amounts to be recovered from payments made by the company previously, as a result of changes made to prior periods' tax liability.

During the year, the company entered into several forward currency exchange contracts and the amounts recognised as "Derivatives not used for hedging", represent the fair value (MTM) gain on these instruments as at the year end. As these instruments are not used for hedging, the MTM gain has been recognised in its entirety through the profit and loss, under foreign exchange gains and losses (note 6).

17 Cash at bank and in hand

	2022 £	2021 £
Cash on hand	381	381
Cash at bank	833	8,709,700
	<u>1,214</u>	<u>8,710,081</u>

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

18 Creditors

	Note	2022 £	2021 £
Due within one year			
Loans and borrowings	21	9,527,326	12,381,124
Trade creditors		8,223,536	4,006,776
Amounts due to fellow group undertakings	26	15,835,817	12,810,246
Social security and other taxes		773,341	605,860
Other payables		349,993	168,874
Accrued expenses		9,225,281	7,430,420
HP and finance lease liabilities		298,035	247,706
Deferred income		9,353,882	7,736,934
		<u>53,587,211</u>	<u>45,387,940</u>
Due after one year			
Loans and borrowings	21	15,610,000	-
Deferred income		18,930,208	14,499,824
HP and finance lease liabilities		379,326	515,068
		<u>34,919,534</u>	<u>15,014,892</u>

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

19 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £1,873,855 (2021: £1,825,245).

Defined benefit pension schemes

The company sponsors a funded defined benefit pension scheme for qualifying UK employees, the Piramal Healthcare UK Pension Fund. The fund is a funded scheme of the defined benefit ("DB") type (predominantly providing retirement benefits based on final salary). It also has defined contribution ("DC") sections and the amounts shown in these disclosures exclude the DC accounts and cashflows relating to the 2006 IA and Post-2002 IA members. The DB section of the fund was closed to accrual with effect from 15 November 2017.

UK legislation requires that pension schemes are funded prudently. The last funding valuation of the Fund was carried out by a qualified actuary as at 31 December 2020 and showed a surplus of £10.1M. As such, the company is not currently required to make regular employer contributions to the DB Section. Additional employer contributions might be required if there are any redundancies or benefit augmentations during the year. The next funding valuation is due no later than 31 December 2023.

The results of the latest funding valuation at 31 December 2020 have been adjusted to the new balance sheet date, taking account of experience over the period since 31 December 2020, changes in market conditions, and differences in the financial and demographic assumptions. The present value of the Defined Benefit Obligation, has been measured using the projected unit credit method.

The total cost relating to defined benefit schemes for the year recognised in profit or loss as an expense was £Nil (2021: £Nil).

The total cost relating to defined benefit schemes for the year included in the cost of an asset was £784,000 (2021: £468,000).

As at 31 December 2022, the fund had a surplus of £20,008,000 (2021: £27,748,000), however, the directors are concerned that it is unlikely that the surplus could be used to finance DC members' contributions indefinitely (for example, surplus could instead be used to fund the insurance buy-out cost of the DB Section with an insurer) and the company is currently considering moving the DC sections out of the Trust. Noting the accounting principle of prudence, the Company has therefore decided to recognise the surplus under FRS102 in a consistent way with the surplus treatment agreed in prior years under FRS 17. As a result of the company no longer paying contributions to the fund (following closure to accrual) and no refund of surplus has been agreed with the trustees, £Nil (2021: £Nil) of the total surplus was deemed to be recoverable.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

19 Pension and other schemes (continued)

Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the balance sheet are as follows:

	2022	2021
	£	£
Fair value of scheme assets	58,557,000	89,486,000
Present value of defined benefit obligation	(38,549,000)	(61,738,000)
	20,008,000	27,748,000
Other amounts not recognised in the balance sheet	(20,008,000)	(27,748,000)
Defined benefit pension scheme surplus/(deficit)	-	-

Defined benefit obligation

Changes in the defined benefit obligation are as follows:

	2022
	£
Present value at start of year	61,738,000
Interest cost	1,196,000
Actuarial gains and losses	(22,820,000)
Benefits paid	(1,565,000)
Present value at end of year	38,549,000

Fair value of scheme assets

Changes in the fair value of scheme assets are as follows:

	2022
	£
Fair value at start of year	89,486,000
Interest income	1,729,000
Return on plan assets, excluding amounts included in interest income/(expense)	(30,309,000)
Net benefits paid	(1,565,000)
Administration cost incurred	(784,000)
Fair value at end of year	58,557,000

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

19 Pension and other schemes (continued)

Analysis of assets

The major categories of scheme assets are as follows:

	2022	2021
	£	£
Multi-strategy Growth Fund	5,738,000	13,223,000
Liability Driven Investment (LDI)	22,292,000	28,819,000
Low Risk Bond Fund	-	12,986,000
Cash/net current assets	8,694,000	17,866,000
Synthetic Credit	5,914,000	-
Direct Lending Fund	15,919,000	16,592,000
	<u>58,557,000</u>	<u>89,486,000</u>

None of the Fund assets are invested in the company's financial instruments or in property occupied by, or other assets used by, the company. Note that the Multi-strategy Growth Fund is based on the 30 November 2022 valuation (last year used the 30 November 2021 valuation) adjusted for December performance estimate and the Direct Lending Fund is based on the 30 September 2022 (last year based on the 30 September 2021) valuation adjusted for net cash flows to 31 December 2022 (last year 31 December 2021).

Return on scheme assets

	2022	2021
	£	£
Return on scheme assets	<u>(28,580,000)</u>	<u>5,907,000</u>

The pension scheme has not invested in any of the company's own financial instruments or in properties or other assets used by the company.

Principal actuarial assumptions

The principal actuarial assumptions at the statement of financial position date are as follows:

	2022	2021
	%	%
Discount rate	4.80	1.95
Future pension increases	2.95	3.10
RPI inflation	<u>3.20</u>	<u>3.20</u>

Mortality assumption

The mortality assumptions are based on standard mortality tables which allow for expected future mortality improvements. The assumptions are that a member currently aged 60 will live on average for a further 25.6 years (2021: 26 years) if they are male and for a further 27.1 years (2021: 27.4 years) if they are female.

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

20. Share capital

Issued, allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	<u>23,232,501</u>	<u>23,232,501</u>	<u>23,232,501</u>	<u>23,232,501</u>

21. Loans and borrowings

	2022	2021
	£	£
Current loans and borrowings		
Bank overdrafts (a)	3,915,398	6,709,207
Other borrowings (b)	<u>5,611,928</u>	<u>5,671,917</u>
	<u>9,527,326</u>	<u>12,381,124</u>

	2022	2021
	£	£
Non-current loans and borrowings		
Bank borrowings (c)	<u>15,610,000</u>	<u>-</u>

(a) Bank overdraft of £3,915,398 (2021: £6,709,207) is secured by fixed charge over the freehold and leasehold property of the company. The charge contains a negative pledge. In addition the ultimate parent company, Piramal Enterprises Limited has provided a guarantee to the bank.

(b) Other borrowings represent the invoice financing facility which is secured by a fixed and floating charge over the freehold and leasehold property and all other assets owned by the company.

(c) During the year, the company borrowed funds from its bankers of £15.7m. The loan becomes repayable from 31 December 2024 onwards, in equal quarterly instalments to 30 June 2029. The loan accrues an interest of 1.990% per annum over the Bank of England Base Rate. Arrangement fees of £90,000 were incurred, which have been deducted from the initial carrying value and will be charged to profit or loss over the lending period (seven years). The loan is secured by a Standard Security over the leasehold property at the Company's Grangemouth site. The charge contains a negative pledge. The maturity of the loan is as follows:

- (i) In one year or less - £Nil
- (ii) In more than one year but not more than two years - £516,084
- (iii) In more than two years but not more than five years - £6,193,006
- (iv) In more than five years - £8,990,910

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

22 Obligations under leases

Finance leases

The total of future minimum lease payments is as follows:

	2022	2021
	£	£
Not later than one year	298,035	247,706
Later than one year and not later than five years	379,326	515,068
	<u>677,361</u>	<u>762,774</u>

Operating leases

The total of future minimum lease payments is as follows:

	2022	2021
	£	£
Not later than one year	185,272	185,272
Later than one year and not later than five years	399,425	399,425
Later than five years	106,400	291,672
	<u>691,097</u>	<u>876,369</u>

23 Commitments

Capital commitments

The total amount contracted for but not provided in the financial statements was £8,330,689 (2021: £3,638,073).

24 Contingent liabilities

At the balance sheet date the following contingent liabilities existed:

Guarantee by the bank in favour of HM Revenue & Customs for £703,790 (2021: £703,790); guarantee by the bank in favour of HSBC Bank USA N.A. for \$2,000,000 (2021: \$2,000,000) towards the overdraft facility taken by a fellow group undertaking; and a guarantee by the bank in favour of The Secretary of State for Business for £2,000,000 (2021: £Nil).

Piramal Healthcare UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

25 Parent and ultimate parent undertaking

The company's immediate parent is Piramal Dutch Holdings N.V, incorporated in Netherlands.

The ultimate parent is Piramal Pharma Limited, incorporated in India.

The parent of the largest and smallest group for which group accounts including Piramal Healthcare UK Limited are drawn up is Piramal Pharma Limited. These financial statements are available upon request from

Piramal Ananta,
Agastya Corporate Park,
Opposite Fire Brigade,
Kamani Junction,
LBS Marg, Kurla (West),
Mumbai –400 070
India.

Also available from: www.piramal.com

There is no one controlling party.

26 Related party transactions

Transactions with fellow group undertakings

The company has taken advantage of the exemptions available in FRS 102 from disclosing related party transactions with other companies that are wholly owned within the group.

Included in amounts due to fellow group undertakings (note 18) are unsecured loans of £5,479,616 (2021: £3,137,366), part of which bears interest at 5.25% (2021: 5.25%) and part of which bears interest at 6.96%. The remaining amounts are unsecured, interest free and repayable on demand.

Amounts due from fellow group undertakings (note 16) are also unsecured, interest free and repayable on demand.

During the year the company incurred royalty charges from Piramal Corporate Services Limited, an entity controlled by members of the Key Management Personnel of Piramal Pharma Limited (the ultimate parent company), amounting to £286,100 (2021: £516,536). At the year-end £Nil (2021: £329,814) was outstanding and included in amounts due to fellow group undertakings.