CELTIC PHARMA DEVELOPMENT SERVICES EUROPE LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

FRIDAY

1 167 UTU

.13 28/09/2012 COMPANIES HOUSE

CONTENTS

	Pages
Company information	1
Directors' report	2 - 3
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 14

COMPANY INFORMATION

Directors

J C Mayo

S Evans-Freke S B Parker

Company secretary

S B Parker

Registered number

05577228

Registered office

4th Floor, Reading Bridge House

George Street Reading Berkshire England RG1 8LS

Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Abacus House Castle Park Gloucester Street Cambridge CB3 0AN

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and the audited financial statements of the company for the year ended 31 December 2011

Principal activities

The principal activity of the company continued to be that of providing professional services in connection with the development and commercialisation of pharmaceutical products

Results and dividends

The company's results for the year are set out in the profit and loss on page 6. The directors made a final dividend payment of £70,878 for 2011. A dividend of £34,196 was declared and paid post year end, this is not recognised as an expense in the year as it was not approved at the balance sheet date.

Going concern

The company is reliant on funding from its ultimate parent company, Celtic Pharmaceutical Holdings LP (the "Partnership"), a limited liability partnership incorporated in Bermuda. The accompanying financial statements have been prepared assuming the Partnership will continue as a going concern and therefore provide the funding necessary, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As of December 31, 2011, the Partnership has a projected working capital deficit of \$19m which raises significant doubt as of the reporting date about the Partnership's ability to continue as a going concern. The Partnership is currently proceeding with an unsecured debt offering to raise approximately \$20m by the end of 2012 (\$12m received on 08 August 2012) which would allow the Partnership to meet remaining development, disposal costs and administrative expenses of the Partnership for at least the following 12 months.

In addition to the \$19m of external costs referred to above, individual subsidiaries of the Partnership including the Company, owe existing sums to other subsidiaries of the Partnership. These sums are the subject of agreement between the between the parties such that none of these will be required to be repaid within the following 12 months (though they may be repaid at the Company's determination). These agreements are relied upon by management. In the unlikely event of a change of control of one counterparty (but not the other) without the simultaneous settlement of these amounts, there is no certainty that these assurances would be refreshed.

These conditions indicate the existence of a material uncertainty which may cast significant doubt over the ability of the company to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Directors

The following directors have held office during the year and up to the date of signing the financial statements

J C Mayo

S Evans-Freke

S B Parker

Directors Indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company/ Group/or otherwise also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 31 DECEMBER 2011

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of the company and of the profit or loss of the company for that period. In prepaing these statements, the directors are required to

- · select suitable accounting policies and then apply them consistently,
- · making judgements and accounting estimates that are reasonable and prudent, and
- 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

All directors in office at the date the directors' report is approved confirm,

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) They have taken all the 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

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

On behalf of the board

J C Mayo Director

3

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CELTIC PHARMA DEVELOPMENT SERVICES EUROPE LIMITED

We have audited the financial statements of Celtic Pharma Development Services Europe Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Statement of Total Recognised Gaisn and Losses, the Reconciliation of Movements in Shareholders Funds, the Accounting Policies, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities, effective April 2008, (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities)

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors Responsibilities set out on page 2 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CELTIC PHARMA DEVELOPMENT SERVICES EUROPE LIMITED - (CONTINUED)

- 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 agreeemnt 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, or
- the directors were not entitled to prepare financial statements in accordance with the small company regime and take advantage of the small companies' exemption in preparing the Directors' Report

Emphasis of matter

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the Company's ability to continue as a going concern. The Company expects to have further cash outflows during the next year and, in order to continue trading, will require additional funding from its parent company. The parent company itself needs to raise further funds, that are not yet committed, in order to provide additional funds to the Company. These conditions, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt over the ability of the Company to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Strong Numer

Stuart Newman (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cambridge

Date 21 September 2012

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	Notes	2011 £	2010 £
Turnover		1,755,771	1,821,400
Administrative expenses		(1,706,355)	(1,752,380)
Operating profit	2	49,416	69,020
Interest receivable and similar income	3		339
Profit on ordinary activities before taxation	ı	49,416	69,359
Tax on profit on ordinary activities	5	(15,220)	(22,130)
Profit for the financial year	11,12	34,196	47,229

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account, and therefore no separate statement of total recognised gains and losses has been prepared

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents

BALANCE SHEET

FOR THE YEAR ENDED 31 DECEMBER 2011

Company registration number: 05577228			
	Note	2011 £	2010 £
Fixed assets Tangible assets	6	3,804	14,879
Current assets Debtors Cash at bank and in hand	7	382,055 118,490	201,525 322,477
On ditaria and a falling day with a		500,545	524,002
Creditors amounts falling due within one year	8	(329,521)	(350,392)
Net current assets		171,024	173,610
Total assets less current liabilities		174,828	188,489
Provisions for liabilities	9	(140,532)	(117,511)
Net assets		34,296	70,978
Capital and reserves			
Called up share capital Profit and loss account	10 11	100 34,196	100 70,878
Total shareholders' funds	12	34,296	70,978

The financial statements on pages 6 to 14 were approved by the Board of Directors for issue on 18 September 2012 and signed on its behalf by

Director

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2011

1. Accounting policies

1.1 Accounting convention

The financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006. The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006, 'The Small Companies and Groups (Accounts and Directors' Report) Regulations 2008' and with the Financial Reporting Standard for Smaller Entities (effective April 2008), all of which have been applied consistently throughout the year

1.2 Turnover

Turnover represents amounts receivable from Celtic Pharma Development Services Bermuda Limited, the Bermudan parent company of Celtic Pharma Development Services Europe Limited, in respect of the professional services provided to pharmaceutical companies in Europe and North America in which the parent company has an interest, and fees for professional services provided to Celtic Pharma Holdings Advisors LLP, a United Kingdon entity which is outside of the immediate group but which remains a related party. Revenue is recognised upon the raising of an invoice

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation. Cost includes the original purchase price of the assets and the costs attributable to bringing the asset to its working condition for its intended use. As detailed below, depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its expected useful economic life. The expected useful economic lives of each class of asset are reviewed regularly.

Leasehold improvements

period of lease

Office equipment

3 years

Fixtures and Fittings

5 years

14 Leasing

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the lease term

1.5 Current and deferred taxation

The tax expense for the current period comprises the tax payable on taxable income for the year, using rates applicable at the balance sheet date and adjustments in repect of earlier years. No deferred tax is calculated as there are no timing differences in revenue.

16 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account in the period in which they occur

1.7 Cash flow statement

In accordance with the Financial Reporting Standard 1 (revised 1996) for Smaller Entities (effective April 2008), there is no requirement to prepare a cash flow statement

18 Going Concern

The company is reliant on funding from its ultimate parent company, Celtic Pharmaceutical Holdings LP (the "Partnership"), a limited liability partnership incorporated in Bermuda. The

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

1. Accounting policies - continued

18 Going Concern - continued

accompanying financial statements have been prepared assuming the Partnership will continue as a going concern and therefore provide the funding necessary, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As of December 31, 2011, the Partnership has a projected working capital deficit of \$19m which raises significant doubt as of the reporting date about the Partnership's ability to continue as a going concern. The Partnership is currently proceeding with an unsecured debt offering to raise approximately \$20m by the end of 2012 (\$12m received on 08 August 2012) which would allow the Partnership to meet remaining development, disposal costs and administrative expenses of the Partnership for at least the following 12 months.

In addition to the \$19m of external costs referred to above, individual subsidiaries of the Partnership including the Company, owe existing sums to other subsidiaries of the Partnership. These sums are the subject of agreement between the between the parties such that none of these will be required to be repaid within the following 12 months (though they may be repaid at the Company's determination). These agreements are relied upon by management. In the unlikely event of a change of control of one counterparty (but not the other) without the simultaneous settlement of these amounts, there is no certainty that these assurances would be refreshed.

These conditions indicate the existence of a material uncertainty which may cast significant doubt over the ability of the company to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

1.9 Dividends

Dividend distribution to the company's shareholders is recognised in the financial statements in the period in which the dividends are approved by the company's shareholders

1 10 Provisions

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligtion. Previsions are not discounted as the effect of discounting is considered to be immaterial to the financial statements.

2.	Operating profit	2011	2010
		£	3
	Operating profit is stated after charging / (crediting)		
	Depreciation of tangible assets	11,075	15,955
	Service provided by the company's auditor		
	Fee payable for the audit	10,000	10,000
	(Gains) / Losses on foreign exchange transactions	(179)	2,008
	Salaries and Wages	1,057,644	1,161,972
	Social Security	151,296	159,025
3	Interest receivable and similar income	2011	2010
		٤	£
	Bank interest		339

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

4	Average number of employess	2011	2010
	Development and research IT and administration Finance	4 3 4 11	4 3 5 12
5	Tax on profit on ordinary activities	2,011 £	2,010 £
	Current tax- United Kingdom corporation tax on profit for the year Adjustment in respect of prior periods	15,220	22,507 (377)
	Total current tax charge	15,220	22,130

The tax assessed for the year is different to the standard rate of corporation tax in the UK. The standard The rate of corporation tax in the UK changed from 28% to 26% with effect from 1 April 2011. Accordingly the company's profits for this accounting period for this accounting period are taxed at an effective rate of 26.5% and will be taxed at 26% in the future. The differences are explained below.

	2011	2010
Profit on ordinary activities before tax	49,416	69,359
Profit on ordinary activities multiplied by standard rate in the UK calculates to 26 5% (2010 28%)	13,095	19,421
Effects of Non deductible expenses Depreciation in excess of capital allowances Adjustments in respect of previous periods	375 1,751 	182 2,903 (377)
Current tax charge	15,221	22,130

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

6.	Tangible assets			
	Office equipment	Leasehold improvements	Fixtures and fittings	Total
	£	£	£	٤
	Cost			
	At 1 January 2011			
	& 31 December 2011 24,188	<u>53,417</u>	<u>748</u>	78,353
	At 31 December 2011 24,188	53,417	748	78,353
	Accumulated depreciation			
	At 1 January 2011 18,410	44,827	237	63,474
	Charge for the year 4,216	6,710	149	11,075
	At 31 December 2011 22,626	51,537	386	74,549
	Net book amount			
	At 31 December 2011 1,562	1,880	362	3,804
	At 31 December 2010 5,778	8,590	511	14,879
7	Debtors		2011	2010
			£	٤
	Trade debtors		36,073	45,796
	Amounts owed by group undertakings		306,657	110,544
	Other debtors		7,243	11,411
	Prepayments		32,082	33,774
			382,055	201,525
	Amounts owed by group undertakings a repayment		red and have no fixed o	late of
	Other debtors relate to accrued holiday	and a rental deposit		
8	Creditors amounts falling due within	n one year	2011	2010
			3	£
	Trade creditors		41,072	69,945
	Amounts owed to group undertakings		13,246	19,984
	Corporation tax		15,220	22,507
	Other taxes and social security Other creditors		105,790 8,874	37,496 31,412
	Accruals		145,319	169,048
			329,521	350,392

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

9.	Provisions for liabilities		Dilapidations
			£
	At 1 January 2011 Charged to the profit & loss account		117,511 23,021
	At 31 December 2011		140,532
	This provision is for dilapidation on 13 Bedford Square, the lease on 2012	the property exp	res June
10.	Called up share capital	2011 £	2010 £
	Authorised 100,000 (2010 100,000) Ordinary shares of £1 each	100,000	100,000
	Allotted, called up and fully paid 100 (2010 100) Ordinary shares of £1 each	100_	100_
11.	Reserves		Profit and loss account £
	At 1 January 2011 Profit for the financial year Dividends distributed		70,978 34,196 (70,878) 34,296

A dividend of £33,195 was declared and paid on 31 January 2012, the dividend has not been accounted for whithin the current year financial statements as it was not approved at the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

12.	Reconciliation of movements in shareholders' funds	2011	2010
		3	٤
	Profit for the financial year Opening equity shareholders' funds	34,196 70,978	47,229 410,470
	Dividends distributed	(70,878)	(386,721)
		34,296_	70,978

13. Financial Commitments

At 31 December 2011 the company was committed to making the following payments under non-cancellable operating leases

, -	Land and buildings	Land and buildings
	2011	2010
	£	£
Operating leases which expire		
Between two and five years	13,470	60,300
Less than one year	53,670	
	67,140	60,300

14. Directors' emoluments

The directors of the company are also directors or officers of other companies within the related group. These directors' services to the company do not occupy a significant amount of their time. As such these directors do not receive any renumeration for their services to the company.

15. Ultimate parent undertaking and controlling party

Celtic Pharma Development Services Bermuda Limited, a company incorporated in Bermuda, is the immediate parent company and the smallest and the largest group to consolidate. Copies of the financial statements for the group can be obtained from its registered office at Cumberland House, 1 Victoria Street, Forth Floor, Hamilton, HM11 Bermuda. The ultimate parent company is Celtic Pharma GP Ltd.

16. Related party transactions

At 31 December 2011 the immediate parent company is Celtic Pharma Development Services Bermuda Limited During the year ended 31 December 2011, in accordance with the development services agreement, costs were recharged to this company of £530,475 (2010 £989,285)

Included within amounts due from group undertakings at the balance sheet date was an amount of £306,297 (2010 £109,786) due from Celtic Pharma Development Services Bermuda Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

16. Related party transactions - continued

Included within amounts due to group undertakings was an amount of £13,246 (2010 £19,720)

As J C Mayo is a designated member of Beehive Capital LLP, a limited liability partnership registered in England and Wales, it is considered a related party to the company. In the year ended 31 December 2011 the company was recharged administrative expenses of £114,392 (2010 £86,479) from Beehive Capital LLP (these represent rent, rates and facilities costs as sub-tenants of a London office) and made recharges of £57 (2010 £3,595)

At the balance sheet date, the company had the following balances with Beehive Capital LLP
- Trade debtors £57 (2010 £1,648)

Celtic Pharma Holdings Advisors LLP, a limited liability partnership registered in England and Wales, is a subsidiary of Beehive Capital LLP and as such a related party of Celtic Pharma Development Services Europe Limited In the year ended 31 December 2011 the company charged fees of £746,443 (2010 £832,115) to Celtic Pharma Holdings Advisors LLP At the balance sheet date, the company was owed £nil (2010 £24,463) by Celtic Pharma Holdings Advisors LLP, which was included within trade debtors. Due to a credit note being posted and as yet unsettled the company owed Celtic Pharma Holdings Advisors LLP £35,440 (2010 £nil) at the year end

At the balance sheet date, the company had the following balances with other related parties

Celtic Pharma Management Services Europe Limited, a company registered in England and Wales

- Trade debtors £2,594 (2010 £20,990)

- Trade creditors £207 (2010 £1,528)

SA Investors Limited, a company registered in England and Wales

- Trade debtors £321 (2010 £308)

During the year ended 31 December 2011, the company incurred administrative expenses from the following related parties

- Celtic Pharma Management Services Europe Limited £2,005 (2010 £4,550)
- Celtic Pharma Development Services Bermuda Limited £nil (2010 £43,904)

During the year ended 31 December 2011, the company made recharges to the following entities

- Celtic Pharma Development Services Bermuda Limited £5,704 (2010 £nil)
- Celtic Pharma Management Services Europe Limited £35,881 (2010 £40,286)
- SA Investors Limited £383 (2010 £18,103)