

Rosemont Holdings Limited

Annual Report and Financial Statements

Registered number 05848073

29 June 2013



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Corporate Information

Directors:

JL Brown
JT Hendrickson
RP Howard
SG Kochan
MA Tucker

Secretary and Registered Office:

MA Tucker
Wrafton
Braunton
Devon
EX33 2DL

Company Number: 05848073

Auditors

Ernst & Young LLP
The Paragon Building
Counterslip
Bristol
BS1 6BX

Directors' Report

The directors present their annual report and the audited financial statements for the 6 month period ended 29 June 2013

Principal Activities

Rosemont Holdings Ltd is a holding company for the Rosemont group which includes Rosemont Pharmaceuticals Ltd, Acacia Biopharma Ltd, Rosemont Group Ltd and Rosemont Trustee Company Ltd. All trading activities for the group are undertaken by Rosemont Pharmaceuticals Ltd, whilst the debt structure including in the past bank loans and loan notes is held by Rosemont Group Ltd.

Business Review

The directors consider the company's position to be satisfactory and the results for the period are set out in the profit and loss account on page 5.

The company continued to act as a holding company and will continue to do so.

Principal Risk and Uncertainties

The principal risks and uncertainties facing the company arise from the trading activities of the subsidiary companies. The directors perceive these to be the direct and indirect inflationary effects of increased fuel and utility costs and also the price inflation of oil derived materials and products as a result of increased oil prices along with international currency fluctuations.

The main financial risks arising from the subsidiary companies' activities are credit risk and liquidity risk. These are monitored by the board of directors and were not considered to be significant at the balance sheet date.

In respect of liquidity risk the company monitors cash flow as part of its day to day procedures. Cash flow projections are considered on a monthly basis to ensure where applicable appropriate facilities are available to be drawn upon as necessary.

Future developments

The company will continue to act as a holding company for the Rosemont group and is not expected to trade in the next 12 months.

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Dividend

The company received £nil dividends from subsidiary undertakings (year ended 2012 £nil).

No dividend was paid during the 6 month period (year ended 2012 £nil).

Directors

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

S Dinnen (resigned 11 February 2013)
K James (resigned 11 February 2013)
JM Blythe (resigned 12 February 2013)
NA Salvin (resigned 12 February 2013)
JL Brown (appointed 11 February 2013)
JT Hendrickson (appointed 11 February 2013)
RP Howard (appointed 11 February 2013)
SG Kochan (appointed 11 February 2013)
MA Tucker (appointed 11 February 2013)

Directors' Report *(continued)*

Directors' qualifying third party indemnity provision

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' Report.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Re-appointment of auditors

PricewaterhouseCoopers LLP resigned as auditors of the company on 18 October 2013. Ernst & Young LLP were subsequently appointed as auditors of the company.

Ernst and Young LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the next board meeting.

By order of the Board



Michael A Tucker
Director & Secretary

Date 18 March 2014

Wrafton
Braunton
Devon
EX33 2DL

Statement of Directors' Responsibilities

The directors are responsible 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 period. 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 year. In preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

Independent Auditors Report to the Members of Rosemont Holdings Limited

We have audited the financial statements of Rosemont Holdings Limited for the 6 month period ended 29 June 2013 which comprise the Profit and Loss Account the Balance Sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

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 Annual Report 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 29 June 2013 and of its loss for the period 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.

Opinion on other matter prescribed by the Companies Act 2006

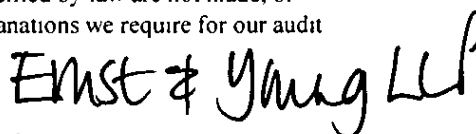
In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

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

Briony Kempton (Senior statutory auditor)
For and on behalf of Ernst & Young LLP Statutory Auditor
Bristol



Date 21 March 2014

Profit and Loss Account

for the 6 month period ended 29 June 2013

	<i>Note</i>	6 months to 29 June 2013	12 months to 31 December 2012
		£000	£000
Administrative expenses		(506)	(679)
		<hr/>	<hr/>
Operating loss	2	(506)	(679)
		<hr/>	<hr/>
Loss on ordinary activities before taxation		(506)	(679)
Tax on loss on ordinary activities	3	-	-
		<hr/>	<hr/>
Loss for the financial period	8	(506)	(679)
		<hr/>	<hr/>

There are no recognised gains or losses other than the result for the period

All amounts relate to continuing activities

The notes on pages 7 to 11 form part of these financial statements

Balance Sheet
at 29 June 2013

		29 June 2013		31 December 2012	
	Note	£000	£000	£000	£000
Fixed assets					
Investments	4		-		-
			<hr/>		<hr/>
			-		-
Current assets					
Debtors	5	104,494		288	
		<hr/>		<hr/>	
Creditors amounts falling due within one year	6	(1,802)		-	
		<hr/>		<hr/>	
Net current assets			102,692		288
			<hr/>		<hr/>
Total assets less current liabilities			102,692		288
			<hr/>		<hr/>
Net assets			102,692		288
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	7		395		198
Share premium account	8		103,559		846
Profit and loss account	8		(1,262)		(756)
			<hr/>		<hr/>
Shareholders' funds	9		102,692		288
			<hr/>		<hr/>

These financial statements were approved and authorised for issue by the board of directors on 18 March 2014 and were signed on its behalf by



MA Tucker
Director

The notes on pages 7 to 11 form part of these financial statements

Notes to the financial statements

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared under the historical cost accounting rules and in accordance with applicable accounting standards (United Kingdom Generally Accepted Practice)

Under Financial Reporting Standard No 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that its cash flows are included within the consolidated cash flow statement of Perrigo Company a company incorporated and registered in the United States of America

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 401 of the Companies Act 2006 as its results are included in the consolidated accounts of Perrigo Company

These financial statements therefore present information about the company as an individual undertaking and not about its group

Fixed asset investments

The cost of investments is recorded at the aggregate of the market value of shares issued in connection with the acquisition, cash paid and any further costs connected with the acquisition, less amounts written off

Taxation

The charge for taxation is based on the loss for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Dividends

Equity dividends are recognised when they become legally payable. Final equity dividends are only recognised if approved by the shareholders prior to the period end

Notes to the financial statements (continued)

2 Operating loss

	6 months to 29 June 2013 £000	12 months to 31 December 2012 £000
<i>Operating loss is stated after charging</i>		
Auditors remuneration		
Audit	10	10
Non-audit, tax	-	18
Non-audit, other	19	243
	<u>29</u>	<u>271</u>

The directors of this company who resigned on 12 February 2013 did not receive any emoluments from the company during the period

The directors of this company appointed on 11 February 2013 have also not received any payment from it directly

Fellow group companies Wrafton Laboratories Limited and Rosemont Pharmaceuticals have paid the remuneration for the UK directors of the company. The amount apportioned for the UK directors giving service to this company total £4 923 (2012 £nil). The 3 USA directors were remunerated by the Perrigo Company, USA.

3 Tax on loss on ordinary activities

There is no charge or credit for the period to the 29th June 2013 (year ended 2012 £nil)

	6 months to 29 June 2013 £000	12 months to 31 December 2012 £000
Loss on ordinary activities before tax	(506)	(679)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 23.50% (2012 24.5%)	(119)	(166)
Effects of		
Expenses not deductible for tax purposes	23	166
Group relief surrendered	96	-
Current tax charge for the period	-	-

Factors that may affect future tax charges

Announcements were made to changes in the tax rates that will have an effect on future tax charges of the company. From 1 April 2013 the rate of corporation tax was reduced from 24% to 23%.

Further annual reductions of 2% from 1 April 2014 to reduce the rate to 21%, and of 1% from 1 April 2015 to reduce the rate to 20% have been announced but were not substantively enacted at the balance sheet date.

Notes to the financial statements *(continued)*

4 Fixed asset investments

	2013 £000	2012 £000
<i>Cost</i>		
At 1 January 2013 and 29 June 2013	-	-

Details of the Company's subsidiary undertakings are as follows

	Country of registration or incorporation	Principal activity	Class and percentage of shares held
Rosemont Trustee Company Limited	England	Trustee Company	Ordinary – 100%
Rosemont Group Limited	England	Intermediary parent company	Ordinary – 100%

Rosemont Group Limited had the following investment at 29 June 2013

	Country of registration or incorporation	Principal activity	Class and percentage of shares held
Acacia Biopharma Limited	England	Intermediary parent company	Ordinary – 100%

Acacia Biopharma Limited had the following investment at 29 June 2013

	Country of registration or incorporation	Principal activity	Class and percentage of shares held
Rosemont Pharmaceuticals Limited	England	Manufacture and sale of oral liquid pharmaceuticals	Ordinary – 100%

5 Debtors

	29 June 2013 £000	31 December 2012 £000
Amounts owed by group undertakings	104,492	288
Other debtors	2	-
	<u>104,494</u>	<u>288</u>

All amounts shown under debtors are receivable within one year

Notes to the financial statements (continued)

6 Creditors amounts falling due within one year

	29 June 2013 £000	31 December 2012 £000
Amounts owed to group undertakings	1,395	
Other taxes	407	-
	<u>1,802</u>	<u>-</u>

Loans are repayable on demand and bear interest at 3 months LIBOR plus 2.5%

7 Called up share capital

	29 June 2013 £000	31 December 2012 £000
<i>Authorised</i>		
nil (2012 1,600,000) A ordinary shares of 10p each	-	160
3,414,743 (2012 400,000) ordinary shares of 10p each	341	40
535,019 (2012 nil) ordinary shares of 10p each	54	0
	<u>395</u>	<u>200</u>

	29 June 2013 £000	31 December 2012 £000
<i>Allotted, called up and fully paid</i>		
1,600,000 (2012 1,600,000) A ordinary shares of 10p each	-	160
3,414,743 (2012 380,000) ordinary shares of 10p each	341	38
535,019 (2012 nil) ordinary shares of 10p each	54	0
	<u>395</u>	<u>198</u>

On 11 February 2013 the 1,600,000 A ordinary shares were converted to 1,064,981 ordinary shares and 535,019 deferred ordinary shares at 10p each. In addition, 20,000 ordinary shares of 10p each were issued for cash at par.

On 26 March 2013 1,949,762 ordinary shares were issued at an aggregate subscription price of £102,908,428 in order to capitalise a loan with the company's immediate parent company, at a subscription price of £52.78 per share.

Notes to the financial statements *(continued)*

8 Reserves

	Share premium account £000	Profit and loss account £000
At 1 January 2013	846	(756)
Loss for the period	-	(506)
Premium on share issue	102 713	-
	<hr/>	<hr/>
At 29 June 2013	103,559	(1,262)
	<hr/>	<hr/>

9 Reconciliation of movement in shareholders' funds

	29 June 2013 £000	31 December 2012 £000
Opening shareholders' funds	288	967
Loss on ordinary activities after tax	(506)	(679)
Issued share capital	197	-
Share premium arising on share issue	102,713	-
	<hr/>	<hr/>
Closing shareholders' funds	102,692	288
	<hr/>	<hr/>

10 Guarantees

There is a group unlimited multilateral banking agreement in place between Wrafton Laboratories Limited, Perrigo Pharma Limited, Galpharm International Limited, Perrigo UK Acquisition Limited and the Rosemont Group of companies.

11 Related Party Transactions

The company has taken advantage of the exemption conferred by FRS 8 'Related party disclosures' not to disclose transactions with wholly owned members of the group headed by the Perrigo Company (USA) on the grounds that 100% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements.

There are no other related party transactions.

12 Ultimate parent company

The parent company at 29 June 2013 was Perrigo UK Acquisition Limited, which is a company incorporated and registered in England (Company registration No. 04235859). Copies of the financial statements of Perrigo UK Acquisition Limited are available from Companies House, Crown Way, Mandy, Cardiff CF14 3UZ.

The ultimate parent company at 29 June 2013 was Perrigo Company, a company incorporated and registered in the United States of America.

The smallest group in which the financial statements are consolidated is Perrigo International Holdings LLC.

The largest group in which the financial statements are consolidated is Perrigo Company Plc (formerly Perrigo Company).

Copies of the Perrigo Company financial statements may be obtained from 515 Eastern Avenue, Allegan, Michigan 49010, USA.