

CONCEPTUS MEDICAL LIMITED



Directors' Report and Financial Statements

For the year ended 31 December 2021

CONCEPTUS MEDICAL LIMITED

COMPANY INFORMATION

Directors	C A Barker M A Wilkinson
Company secretary	C A Barker
Company number	06773501
Registered Office	400 South Oak Way Reading RG2 6DA

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CONCEPTUS MEDICAL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report and unaudited financial statements of the company for the year ended 31 December 2021.

Principal activities and review of the business

The company has not traded during the year and does not intend to trade in the future.

The directors consider that no adjustments would be necessary to convert the financial statement to a break up basis, given that the company has ceased trading.

Results

The company did not trade during the year or the preceding year and made neither a profit nor a loss. There were also no other recognised gains and losses for the current financial year or the preceding financial year. Accordingly, neither a profit and loss account nor a statement of total recognised gains and losses have been presented.

Directors

The Directors of the company who were in office during the year and up to the date of signing the financial statements unless otherwise stated were:

C A Barker

M A Wilkinson

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 affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent.

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.

By order of the board



C A Barker

Director and company secretary. 8 February 2022.

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Statement of Financial Position AS AT 31 DECEMBER 2021

	Notes	2021		2020	
		£000's	£000's	£000's	£000's
Current assets					
Debtors	3	172		172	
Creditors: Amounts falling due within one year	4	(151)		(151)	
Net current assets less current liabilities			21		21
Capital and reserves					
Called up share capital	5		50		50
Profit and Loss account	6		(29)		(29)
Total shareholders' funds	7		21		21

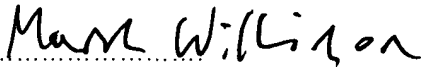
For the year ended 31 December 2021 the company was entitled to the exemption under section 480 of the Companies Act 2006.

Members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for:

- (i) Ensuring the company keeps accounting records which comply with sections 386 and 388 of the Companies Act 2006; and
- (ii) Preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 394, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements, on pages 1 to 5 were approved by the Board of Directors on 8 February 2022 and signed on its behalf by:


M A Wilkinson
Director

Company Registration No. 00863087

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

1.1 Accounting convention

These financial statements have been prepared in accordance with United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

1.2 Exemptions for qualifying entities under FRS 102

The company has taken advantage of the following exemptions under the provisions of FRS 102:

(i) The requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv) to prepare a reconciliation of the number of equity shares outstanding at the beginning and at the end of the financial year;

(ii) The requirements of Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17 (d) to prepare a statement of cash flows;

(iii) The requirements of Section 11 paragraphs 11.39 to 11.48(a) and Section 12 paragraphs 12.26 to 12.29A, regarding disclosures for financial liabilities and assets, as the equivalent disclosures required by FRS 102 are included in the consolidated financial statements of the group in which the entity is consolidated;

(iv) From disclosing the company key management personnel compensation, as required by paragraph 33.7; and

(v) The requirement of Section 33 Related Party Disclosures paragraph 33.9 to disclose related party transactions within other members of the Bayer AG group.

1.3 Accounting basis of preparation

These financial statements are prepared under the historical cost convention. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest one thousand pounds. The principal accounting policies adopted, which have been applied consistently, are set out below.

1.4 Accounting convention

These financial statements are prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies which have been consistently applied are set out below.

1.5 Going concern

The directors consider that no adjustments would be necessary to convert the financial statements to a break-up basis, given that the company has ceased trading.

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

1.7 Profit and loss account

The company did not trade during the year or the preceding year and made neither a profit nor a loss. There were also no other recognised gains and losses for the current financial year or the preceding financial year.

2 Taxation

On the basis that the company did not trade, no provision has been made for corporation tax.

3 Debtors

	2021	2020
	£000	£000
Amounts owed by parent and fellow subsidiary undertakings	<u>172</u>	<u>172</u>

4 Creditors

	2021	2020
	£000	£000
Amounts owed to parent and fellow subsidiary undertakings	<u>151</u>	<u>151</u>

5 Share Capital

	2021	2020
	£000	£000
Allotted, called up and fully paid 50,000 ordinary shares of £1 each	<u>50</u>	<u>50</u>

6 Statement of movements on profit and loss account

	£000
Profit and loss account	
Balance at 1 January 2021 and 31 December 2021	<u>(29)</u>

7 Reconciliation of movements in shareholders' funds

	2021	2020
	£000	£000
Balance at 1 January 2021 and 31 December 2021	<u>21</u>	<u>21</u>

8 Contingent liabilities

A legal claim has been registered against Bayer PLC, a fellow Bayer AG group company, in which Conceptus Medical Limited may be named as a co-defendant. It is the opinion of the board that appropriate insurance cover was in place to cover the potential claim. On this basis no balance sheet provision has been recognised.

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

9 Directors' emoluments

The emoluments of the directors during the current and prior year were paid by other group companies for services to the group as a whole.

No recharge for any directors' services was made to the company and no apportionment of their remuneration for these services is practicable. Where required by local legislation, their remuneration is disclosed in the financial statements of their employer.

10 Employees

Number of employees

There were no employees during the current or prior year apart from the directors.

11 Ultimate parent undertaking

Throughout the year the company was a wholly owned subsidiary of Bayer Essure Inc, a company based in Delaware, USA. Bayer AG is the ultimate parent company and is incorporated in Germany. It is the parent undertaking of the smallest and largest group to consolidate these financial statements.

Copies of the financial statements of Bayer AG may be obtained from :

Bayer AG
Kaiser-Wilhelm Allee
51368 Leverkusen
Germany