

The Binding Site Corporation Limited
Annual report and financial statements
for the year ended 30 September 2013

Registered number 06979672



The Binding Site Corporation Limited

Annual report and financial statements for the year ended 30 September 2013

	Page
Directors and advisors	1
Strategic report for the year ended 30 September 2013	2
Directors' report for the year ended 30 September 2013	3
Independent auditor's report to the members of The Binding Site Corporation Limited	5
Profit and loss account for the year ended 30 September 2013	7
Balance sheet as at 30 September 2013	8
Notes to the financial statements at 30 September 2013	9

The Binding Site Corporation Limited

Directors and advisors

The Board of Directors

C R de Rohan
M D Culwick

Registered office

8 Calthorpe Road
Edgbaston
Birmingham
West Midlands
B15 1QT

Independent auditors

Ernst & Young LLP
One Colmore Square
Birmingham
B4 6HQ

Bankers

HSBC Bank plc
120 Edmund Street
Birmingham
B3 2QZ

The Binding Site Corporation Limited

Strategic report for the year ended 30 September 2013

The directors present their strategic report for the year ended 30 September 2013

Review of the business and future developments

The principal activity of the company is a holding company. There have been no significant transactions during the year.

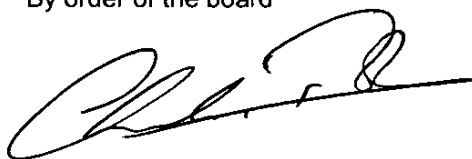
Key performance indicators

Due to the nature of the company as a holding company, it is held that such measurement of the company would be of limited usefulness.

Principal risks and uncertainties

Given the nature of the Company, there are no significant trading risks or uncertainties facing the Company. The Company holds investments in other companies within the group. The carrying value of these investments relies on the trading performance of the company invested in. Should trading results deteriorate, there is a risk that the value of the investment may become impaired.

By order of the board



C R de Rohan
Director

8 January 2014

The Binding Site Corporation Limited

Directors' report for the year ended 30 September 2013

The directors present their report for the year ended 30 September 2013

Results and dividends

The results for the year and the financial position at the end of the year are shown in the attached financial statements. The directors have not recommended a dividend.

Directors

The directors who served the company during the year and at the date of this report, were as follows

M D Culwick

C R de Rohan

Directors' indemnities

The Company maintains liability insurance for its directors and officers. Following shareholder approval the Company has also provided an indemnity for its directors and the secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Payment of creditors

The company is non-trading and therefore has no creditors to pay.

Employees

The group is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, religion, colour, disability or marital status. The group gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the group. If members of staff become disabled the group continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

In order to recognise the contribution made by employees in the company, it supports them in ways such as the operation of a childcare vouchers scheme, a cycle to work scheme and the payment of discretionary bonuses.

The group systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests. Employee involvement in the group is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the company plays a major role in maintaining its performance. Employees receive a quarterly company newsletter which gives company performance information and updated on key developments as well as regular meetings with their managers.

Going concern

The directors, having assessed the Cidron (TBS) I Limited group (the highest parent company to produce consolidated accounts in the group) and the company's financial position, and having assessed the responses of the other companies within the group, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Cidron (TBS) I Limited group to continue as a going concern or its ability to continue with the current banking arrangements.

On the basis of the assessment of the group financial position, the group's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future, thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The Binding Site Corporation Limited

Directors' report for the year ended 30 September 2013 (continued)

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

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 directors' report and financial statements for each financial year. Under that law the directors have elected to prepare the company's 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 its profit or loss 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

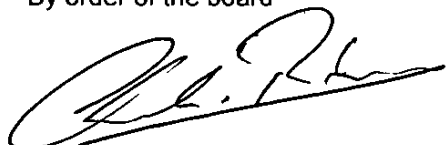
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies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

In the case of each director in office at the date the directors' report is approved, the following applies:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the board



C R de Rohan
Director

8 January 2014

Independent auditor's report to the members of The Binding Site Corporation Limited

We have audited the financial statements of The Binding Site Corporation Limited for the year ended 30 September 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 15. 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 auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, 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.

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 Strategic Report and Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 30 September 2013 and of the company's 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.

Opinion on other matter prescribed by the Companies Act 2006


In our opinion 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.

Independent auditor's report to the members of The Binding Site Corporation Limited (continued)

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



Adrian Roberts (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Birmingham

8 January 2014

The Binding Site Corporation Limited

Profit and loss account for the year ended 30 September 2013

		2013	2012
	Note	£'000	£'000
Administrative expenses		(15)	(16)
Operating loss	2	(15)	(16)
Interest receivable and similar income	4	16	31
Interest payable and similar charges	5	(78)	(96)
Loss on ordinary activities before taxation		(77)	(81)
Tax on loss on ordinary activities	6	-	-
Loss on ordinary activities after taxation	12,13	(77)	(81)

There are no material differences between the loss on ordinary activities before taxation and the retained loss for the period stated above and their historic cost equivalents

All results for the year ended 30 September 2013 are attributable to continuing operations

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

The Binding Site Corporation Limited

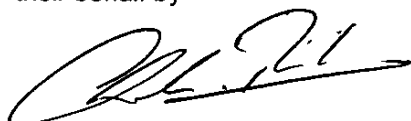
Balance sheet as at 30 September 2013

	Note	2013 £'000	2012* £'000
Fixed assets			
Investments	8	144,311	144,311
		144,311	144,311
Current assets			
Debtors	9	4,094	11,043
		4,094	11,043
Creditors: amounts falling due within one year	10	(13,773)	(20,645)
Net current liabilities		(9,679)	(9,602)
Total assets less current liabilities and net assets		134,632	134,709
Capital and reserves			
Called up share capital	11	-	-
Share premium	12	4,229	4,229
Merger reserve	12	52,899	52,899
Profit and loss account	12	77,504	77,581
Total shareholders' funds	13	134,632	134,709

*Restated – see note 1

The notes on page 9 to 16 form part of these financial statements

These financial statements were approved by the directors on 8 January 2014 and are signed on their behalf by



C R de Rohan
Director

The Binding Site Corporation Limited company number is 06979672

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013

1 Principal accounting policies

Basis of accounting

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and the Companies Act 2006. These financial statements are for the period ended 30 September 2013.

Prior period restatement

During the year ended 30 September 2011 the company deferred certain bonus payments that became payable on the acquisition of the company by Cidron (TBS) II Limited. These bonus payments remain outstanding as at 30 September 2013. These deferred bonuses were omitted from the prior year figures in error and would have had the effect of increasing accruals by £740,000 and decreasing reserves by £740,000.

Accordingly, the 2012 comparative balances have been restated. Accruals and deferred income have been increased by £740,000 and the profit and loss account reserve decreased by the same amount. The overall impact of this is a decrease of net assets by £740,000.

Investments

In the parent company's own balance sheet, shares in the subsidiary companies are stated at cost less provision for impairment as applicable.

In calculating the total consideration of the investment both actual and deferred consideration are taken into account. Where the deferred consideration is payable in cash, the liability is discounted to its present value. Where the deferred consideration is contingent and dependent on future trading performance, an estimate of the present value of the likely consideration payable is made. This contingent deferred consideration is re-assessed annually. Investments are reviewed for impairment at the end of each reporting period and provision is made for any impairment.

Deferred taxation

Deferred taxation is a measure of the tax consequences of past transactions and events, and is recognised in these financial statements as an asset or liability accordingly. Deferred tax 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, with the following exceptions.

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 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.

Cash flow statement

At the balance sheet date, the company was a wholly-owned subsidiary of Cidron (TBS) I Limited and is included in the consolidated financial statements of Cidron (TBS) I Limited, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 'Cash flow statements'.

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013 (continued)

Exemption from preparation of consolidated accounts

The company is exempt under section 400 of the Companies Act 2006 from the obligation to prepare group accounts and to deliver them to the Registrar of Companies as the results of the company and its subsidiary companies are consolidated into Cidron (TBS) I Limited. The consolidated financial statements of Cidron (TBS) I Limited, which include the company and its subsidiaries, are publicly available at 8 Calthorpe Road, Edgbaston, Birmingham, West Midlands, B15 1QT or from Companies House.

Going concern

The directors, having assessed the Cidron (TBS) I Limited group (the highest parent company to produce consolidated accounts in the group) and the company's financial position, and having assessed the responses of the other companies within the group, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Cidron (TBS) I Limited group to continue as a going concern or its ability to continue with the current banking arrangements.

On the basis of the assessment of the group financial position, the group's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future, thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2 Operating loss

Operating loss is stated after charging

	2013	2012
	£'000	£'000
Auditor's remuneration	-	-

Auditor remuneration for the year was £3,000 (2012: £3,000) and was borne by The Binding Site Group Limited without any right of reimbursement.

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013 (continued)

3 Directors' emoluments

The directors of the company are also directors of other companies within the Group. The directors received total remuneration for the year of £851,000 (2012 £726,000) all of which was paid by the fellow subsidiaries. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of fellow subsidiary companies.

4 Interest receivable and similar income

	2013	2012
	£'000	£'000
Interest receivable on intercompany loans	16	31

5 Interest payable and similar charges

	2013	2012
	£'000	£'000
Interest payable on intercompany loans	78	96

6 Taxation on loss on ordinary activities

	2013	2012
	£'000	£'000
Current tax		
Current tax charge	-	-
Deferred tax		
Deferred tax charge	-	-
Total charge on loss on ordinary activities	-	-

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013 (continued)

6 Taxation on loss on ordinary activities (continued)

Factors affecting current tax charge for the period

The tax assessed for the period is lower (2012 lower) than the standard rate of corporation tax in the UK for the year of 23.5% (2012 25%). The differences are explained below

	2013	2012
	£'000	£'000
Loss on ordinary activities before taxation	(77)	(81)
Tax credit on loss on ordinary activities at average rate of 23.5% (2012 25%)	(18)	(20)
Effects of		
Tax losses surrendered to other group companies	18	-
Losses carried forward to future years and other short term timing differences	-	20
Current tax charge for the period	-	-

Deferred tax assets of £214,000 (2012 £61,000) relating to the deferred bonuses (see note 1) and carried forward tax losses have not been recognised within these accounts due to uncertainty over their recoverability

The 2013 Budget on 20 March 2013 announced that the UK corporation tax rate will reduce to 20% by 2015. A reduction in the rate from 24% to 23% (effective from 1 April 2013) was substantively enacted on 3 July 2012, and further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013.

This will reduce the company's future current tax charge accordingly. The deferred tax asset at 30 September 2013 has been calculated based on the rate of 20% effective from 2015.

7 Dividends

No dividend has been recommended for the year ended 30 September 2013 (2012 £nil)

8 Investments

	£'000
Cost and net book value	
At 1 October 2012 and 30 September 2013	144,311

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013 (continued)

8 Investments (continued)

Subsidiary undertakings

All controlled directly or indirectly by the company

	Country of incorporation	Holding	Proportion of voting rights held	Nature of business
The Binding Site Group Limited	UK	Ordinary shares	100%	Supply of medical and biological products
Nettleton Gate Limited	UK	Ordinary shares	100%	Office accommodation
The Binding Site Inc	USA	Ordinary shares	100%	Supply of medical and biological products
The Binding Site GmbH	GmbH	Ordinary shares	100%	Supply of medical and biological products
The Binding Site VT Inc	USA	Ordinary shares	100%	Supply of antisera to the parent company
The Binding Site S R O	Czech Republic	Ordinary shares	100%	Supply of medical and biological products
The Binding Site Benelux	Belgium	Ordinary shares	100%	Supply of medical and biological products
The Binding Site S R L	Italy	Ordinary shares	100%	Supply of medical and biological products
TBS Howard Hill L L C	USA	Ordinary shares	100%	Supply of antisera to the parent company
The Binding Site Holding GmbH	Germany	Ordinary Shares	100%	Holding company
The Binding Site Holding Inc	USA	Ordinary Shares	100%	Holding company
TBS Brazil Ltda	Brazil	Ordinary shares	100%	Supply of medical and biological products

The Binding Site Group Limited also operates branches in France, Spain and The United Arab Emirates

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013 (continued)

9 Debtors

	2013	2012
	£'000	£'000
Amounts owed by group undertakings	4,052	10,988
Prepayments and accrued income	42	55
	4,094	11,043

10 Creditors: amounts falling due within one year

	2013	2012*
	£'000	£'000
Amounts loaned by parent company	13,033	19,905
Accruals and deferred income	740	740
	13,773	20,645

*Restated – see note 1

The loan from the parent company is unsecured and attracts interest of 0.5% per annum. The full loan amount is repayable within five business days following written demand from the parent company.

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013 (continued)

11 Share capital

Authorised share capital	2013	2012
	£	£
105,000 Ordinary shares of £0.01 each	1,050	1,050
1,024 B shares of £0.01 each	10	10
13,000 C shares of £0.01 each	130	130

Allotted, called up and fully paid;	2013		2012	
	Number	£	Number	£
50,392 Ordinary shares of £0.01 each	50,392	504	50,392	504
B shares of £0.01 each	1,024	10	1,024	10
C shares of £0.01 each	13,000	130	13,000	130
		644		644

Ordinary shares give the right to the holder to vote in any matter put before shareholders and to receive dividends where available

B shares give the right to the holder to participate in any equity value of the company that is in excess of £90,000,000. There is no right to receive distributions from the company. There are no voting rights attached to the shares.

C shares give voting rights to the holder, but there is no right to any distribution from the company.

12 Reserves

	Share premium	Merger reserve	Profit and loss account
	£'000	£'000	£'000
At 1 October 2012*	4,229	52,899	77,581
Loss for the year	-	-	(77)
Balance carried forward at 30 September 2013	4,229	52,899	77,504

*Restated – see note 1

The Binding Site Corporation Limited

Notes to the financial statements at 30 September 2013 (continued)

13 Reconciliation of movements in total shareholders' funds

	2013	2012*
	£'000	£'000
Loss for the year	(77)	(81)
Net reduction to The Binding Site Corporation Limited shareholders' funds	(77)	(81)
Opening The Binding Site Corporation Limited shareholders' funds	134,709	134,790
Closing The Binding Site Corporation Limited shareholders' funds	134,632	134,709

*The closing shareholders' funds at 30 September 2012 as previously reported was £135,449,000 which was adjusted down by £740,000 as explained in note 1

14 Parent undertakings and controlling party

The ultimate controlling party of the Company is Nordic Capital VII, based in Jersey, by virtue of their controlling interest in the parent company. The immediate parent undertaking of the Company is Cidron (TBS) II Limited.

Cidron (TBS) I Limited is the highest parent company to produce consolidated accounts in the Group. Copies of the Group consolidated financial statements of Cidron (TBS) I Limited are available from the Chief Financial Officer, Cidron (TBS) I Limited, 8 Calthorpe Road, Edgbaston, Birmingham, B15 1QT or Companies House.

15 Related party transactions

At the balance sheet date, the company was a wholly-owned subsidiary of Cidron (TBS) I Limited and is included in the consolidated financial statements of Cidron (TBS) I Limited, which are publicly available. Consequently, the company has taken advantage of the exemption from disclosure of related party transactions under the terms of FRS 8 'Related Party Disclosures'.