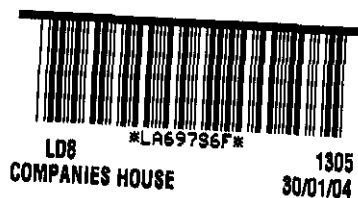


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**Financial statements for the year
ended December 31, 2002
Glaxo Wellcome Investments B.V.
Zeist**



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1 Financial statements

1.1 Balance sheet as at December 31, 2002 (after profit appropriation)

		December 31, 2002		December 31, 2001	
	Notes	£ '000	£ '000	£ '000	£ '000
<i>Fixed assets</i>					
Financial fixed assets					
Participation in group companies	1.4.1	1,446,270		1,446,270	
			1,446,270		1,446,270
<i>Current assets</i>					
Inter-company Loan			14,187		0
Prepayments and accrued income			5		4
Cash at bank and in hand			32		3,782
			1,460,494		1,450,056
Shareholder's equity					
Called-up and fully paid share capital	1.4.2	12		12	
Share premium	1.4.2	1,449,113		1,449,113	
Other reserves	1.4.2	8,214		885	
			1,457,339		1,450,010
Current liabilities					
Income tax		3,139		46	
Accruals and deferred income		16		0	
			3,155		46
			1,460,494		1,450,056

1.2 Income statement for the period ended December 31, 2002

		2002		2001	
	Notes	£ '000	£ '000	£ '000	£ '000
Operating income/(expense)					
Exchange gain on inter-company transactions		8		0	
General and administrative expenses	1.4.3	(19)		(34)	
Operating profit			(11)		(34)
Financial income/(expense)					
Dividends received from participations	1.4.4	10,309		4,165	
Other result from participations	1.4.5	0		(642)	
Interest income	1.4.6	146		1,795	
Net financial income			10,455		5,318
Profit on ordinary activities before taxation			10,444		5,284
Taxation on ordinary activities			(3,131)		(619)
Net profit after taxation	2.2		7,313		4,665

1.3 General notes

1.3.1 *General*

Glaxo Wellcome Investments B.V. (the Company) was incorporated on September 3, 1999 in Zeist, The Netherlands and is a wholly owned subsidiary of Glaxo Wellcome International B.V. The ultimate shareholder is GlaxoSmithKline plc, Brentford, Middlesex, UK.

1.3.2 *Activities of the company*

The principal activity of the Company is to act as an intermediate holding company of the GlaxoSmithKline Group. The Company moved its operations to Brentford, England, on 16th April 2002.

1.3.3 *Consolidation*

In accordance with Article 408 Book 2 Title 9 of the Dutch Civil Code, consolidated financial statements have not been prepared as the financial statements of the Company and its subsidiaries are included in the consolidated financial statements of GlaxoSmithKline plc, the ultimate parent company incorporated in England and Wales. The consolidated financial statements will be filed together with the financial statements of the Company with the Trade Register in Utrecht and with Companies House in the United Kingdom.

In connection with the decision to abstain from preparation of subconsolidated financial statements, Glaxo Wellcome Investments B.V. has also made use of Article 389, Book 2 of the Netherlands Civil Code, which allows Glaxo Wellcome Investments B.V. to account for its investments in subsidiaries at cost or, in the case of permanent decline in value, at the lower value. As of the balance sheet date the investments are valued at cost.

1.3.4 *Accounting policies*

The financial statements are prepared in accordance with accounting principles generally accepted in the Netherlands. The annual accounts are prepared in Sterling.

1.3.5 *Assets and liabilities*

Unless otherwise stated, assets and liabilities are stated at nominal value.

1.3.6 Foreign currency translation

Assets and liabilities as at the year-end and transactions during the year denominated in foreign currencies are translated into Sterling at rates ruling at the year-end and the date of the transaction, respectively. Exchange differences arising as a result of this are taken to income.

Following the relocation of the Company's activities to England on 16th April 2002 the Company has maintained its accounts in Sterling rather than Euro. Prior to 16th April 2002 transactions were translated into Euro at rates ruling at the date of the transaction.

1.3.7 Financial fixed assets

Investments in subsidiaries are stated at cost; dividends received from subsidiaries are recognised as income when received, net of non-recoverable dividend withholding tax.

Provisions are taken into account for permanent diminution in value.

This accounting policy was adopted as the Company acts as an intermediate holding company and the financial statements of the Company and its subsidiaries are fully consolidated in the Company's ultimate parent, GlaxoSmithKline plc.

1.3.8 Determination of result

Interest income and other expenses are accounted for on an accrual basis, net of non-recoverable withholding tax with respect to interest income.

1.3.9 Taxation

Taxes are accounted for on the basis of income reported taking into account non-taxable or non-deductible components.

1.4 Notes to the financial statements for the year ended December 31, 2002

1.4.1 *Financial fixed assets*

Movements during the year are as follows:

	Participa- tion in group companies	Other participa- tions	Loan to group companies	Total
	£ '000	£ '000	£ '000	£ '000
January 1, 2002	1,446,270	0	0	1,446,270
Additions	0	0	0	
Disposal	0	0	0	
December 31, 2002	1,446,270	0	0	1,446,270

Participation in group companies

	Country	Share- holding December 31, 2002	At cost
		%	£ '000
GlaxoSmithKline International (Luxembourg) S.A.	Luxembourg	51	1,446,270
Total book value as at December 31, 2002			1,446,270

1.4.2 *Shareholder's equity*

The authorised share capital of the Company comprises 910 common shares of EUR 100 each, of which 184 common shares of EUR 100 each have been issued and are fully paid.

All shares issued are registered in the name of Glaxo Wellcome International B.V., a company incorporated in The Netherlands.

	Called-up and fully paid share capital	Share premium	Other reserves	Total
	£ '000	£ '000	£ '000	£ '000
January 1, 2002	12	1,449,113	885	1,450,010
Share issue	0	0	0	0
Dividends paid	0	0	0	0
Exchange movements	0	0	16	16
Result appropriation (Note 2.2)	0	0	7,313	7,313
December 31, 2002	12	1,449,113	8,214	1,457,339

	Called-up and fully paid share capital	Share premium	Other reserves	Total
	£ '000	£ '000	£ '000	£ '000
January 1, 2001	11	1,225,141	357,396	1,582,548
Share issue	1	223,972	0	223,973
Dividends paid	0	0	(361,175)	(361,175)
Result appropriation	0	0	4,664	4,664
December 31, 2001	12	1,449,113	885	1,450,010

Exchange movements taken to reserves in 2002 represent the translation of net assets.

The net profit for the year ended December 31, 2002 has been added to the other reserves.

1.4.3 *General and administrative expenses*

	2002	2001
	£ '000	£ '000
Professional services	19	10
Other	0	24
	19	34

1.4.4 *Dividends received from participations*

Dividends received in 2002 were as follows:

	2002	2001
	£ '000	£ '000
Glaxo Verwaltungs GmbH, Germany (withholding tax refund)	0	609
GlaxoSmithKline International (Luxembourg) SA	10,309	3,556
	10,309	4,165

1.4.5 *Other result from participations*

	2002	2001
	£ '000	£ '000
Loss on sale of Alkermes to Glaxo Wellcome International B.V.	0	(789)
Interest received on participating loan	0	147
	0	(642)

1.4.6 *Interest Income*

	<u>2002</u>	<u>2001</u>
	£ '000	£ '000
Third party interest income	20	1,795
Interest on inter-company loan with GSK Finance plc	126	0
	<u>146</u>	<u>1,795</u>

1.4.7 *Employees*

The Company had no employees during the year. Office services were provided by a group company, GlaxoSmithKline B.V. until 16th April 2002 and by GlaxoSmithKline Services Unlimited for the remainder of the year.

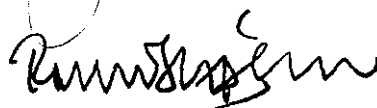
1.4.8 **Guarantees**

The Company did not issue guarantees on behalf of third parties.

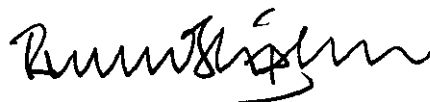
London, 27th October 2003,


Mr. J.D. Coombe


Mr. J.S. Heslop



Mr R.J. Stephens
For and on behalf of Glaxo Group Limited



Mr R.J. Stephens
For and on behalf of Edinburgh Pharmaceuticals Industries Limited

2 Other information

2.1 Auditors' report

No auditors' report is required under Article 396 of the Dutch Civil Code.

2.2 Appropriation of net profit

In accordance with the Company's Deed of Incorporation the result for the year ended December 31, 2002 is at the free disposal of the General Shareholders Meeting.

	£ '000
Net profit	7,313
To be charged to the other reserves (note 1.4.2)	7,313