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**Financial statements for the year**

**ended December 31, 2006**

**Glaxo Wellcome Investments B.V.**

**Zeist**

<b>Registered Number</b>	<b>30158854</b>	<b>(Netherlands)</b>
	<b>FC023981</b>	<b>(England &amp; Wales)</b>
	<b>BR006631</b>	<b>(England &amp; Wales)</b>

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# **1 Financial statements**

## 1.1 Balance sheet as at December 31, 2006 (after proposed profit appropriation)

		<u>December 31, 2006</u>		<u>December 31, 2005</u>	
	Notes	£ '000	£ '000	£ '000	£ '000
<b>Fixed assets</b>					
<b>Financial fixed assets</b>					
Participation in group companies	1 4 1	<u>1,455,391</u>		<u>1,455,391</u>	
			1,455,391		1,455,391
<b>Current assets</b>					
Cash at bank and in hand		1		0	
Amount owed by group companies		2		0	
Income tax		<u>4</u>		<u>2</u>	
			<u>7</u>		<u>2</u>
			<u>1,455,398</u>		<u>1,455,393</u>
<b>Shareholder's equity</b>					
Called-up and fully paid share capital	1 4 2	13		13	
Share premium	1 4 2	1,449,113		1,449,113	
Other reserves	1 4 2	<u>6,250</u>		<u>6,258</u>	
			1,455,376		1,455,384
<b>Current liabilities</b>					
Amounts owed to group companies		<u>22</u>		<u>9</u>	
			<u>22</u>		<u>9</u>
			<u>1,455,398</u>		<u>1,455,393</u>

## 1.2 Income statement for the period ended December 31, 2006

	Notes	2006		2005	
		£ '000	£ '000	£ '000	£ '000
<b>Interest income</b>		0		0	
General and administrative expenses	1 4 3	<u>(12)</u>		<u>(6)</u>	
<b>Operating loss</b>			(12)		(6)
<b>Financial income/(expense)</b>					
Dividends received from participations		<u>0</u>		<u>0</u>	
<b>Net financial income</b>			<u>0</u>		<u>0</u>
<b>Loss on ordinary activities before taxation</b>			(12)		(6)
Taxation on ordinary activities			<u>4</u>		<u>2</u>
<b>Net loss on ordinary activities after taxation</b>			<u>(8)</u>		<u>(4)</u>

### **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 company is located at Huis ter Heideweg 62, Zeist, but the Company's management and business is located in the United Kingdom and is based at 980 Great West Road, Brentford, Middlesex TW8 9GS. The ultimate shareholder of the Company is GlaxoSmithKline plc, a company registered in England and Wales and whose registered office is located at 980 Great West Road, Brentford, Middlesex TW8 9GS.

#### **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 "Group"). The Company moved its operations to Brentford, England on April 16, 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 which will be filed together with the financial statements of the Company with the Trade Register in Utrecht and with the Registrar of Companies in the United Kingdom.

In connection with the decision to abstain from the preparation of subconsolidated financial statements, the Company has also made use of Article 389, Book 2 of the Netherlands Civil Code, which allows the Company 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. Following the relocation of the Company's activities to the United Kingdom on April 16, 2002 the Company maintains its accounts in Pounds Sterling rather than Euros.

#### **1.3.5 *Assets and liabilities***

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

#### **1.3.6 *Comparison with previous year***

The principles of valuation and determination of results remain unchanged compared to the prior year.

### **1.3.7 Foreign currency translation**

Assets and liabilities as at the year-end and transactions during the year denominated in foreign currencies are translated into Pounds Sterling at rates ruling at the year-end and the date of the transaction, respectively. Exchange differences resulting from settlement and translation are charged or credited to the profit and loss account.

### **1.3.8 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.

### **1.3.9 Determination of result**

Profit is determined as the difference between income generated and the costs and other charges for the year. Income from transactions is recognised in the year in which it is realised.

Exchange rate differences arising upon the settlement of monetary items are recognised in the profit and loss account in the period that they arise.

Interest income is recognised on a time-weighted basis, making allowance for the effective interest rate applicable to the asset item in question.

Costs are recognised in accordance with the historical cost convention and are allocated to the reporting year to which they relate.

General and administrative expenses include the expenses of the accounting department and exchange gain on translation of current assets.

Dividends received from subsidiaries are recognised as income when received, net of non-recoverable dividend withholding tax.

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

Cash at bank consists of cash amounts held at banks and deposits with a maturity of less than twelve months.

## 1.4 Notes to the financial statements for the year ended December 31, 2006

### 1.4.1 *Financial fixed assets*

Movements during the year are as follows:

	Participation in group companies
	£ '000
January 1, 2006	<u>1,455,391</u>
Additions	0
Disposal	<u>0</u>
December 31, 2006	<u>1,455,391</u>

### Participation in group companies at 31 December 2006

	Country	Shareholding December 31, 2006	At cost
		%	£ '000
Setfirst Limited, Brentford, England	United Kingdom	49.9	<u>1,455,391</u>
Total book value as at December 31, 2006			<u>1,455,391</u>



### 1.4.2 Shareholder's equity

The authorised share capital of the Company comprises 910 common shares of EUR 100 each, of which 185 common shares of EUR 100 each have been issued and are fully paid. According to the articles of association the shares are denominated in NLG. With application of the facility of article 2:178c 1 of the Netherlands Civil Code to round off the EUR equivalent to two decimals after the decimal point, the nominal value of each share amounts to EUR 100.

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, 2005	13	1,449,113	6,262	1,455,388
Exchange movements	0	0	0	0
Dividends paid	0	0	0	0
Result appropriation (Note 2.2)	0	0	(4)	(4)
December 31, 2005	13	1,449,113	6,258	1,455,384

	Called-up and fully paid share capital	Share premium	Other reserves	Total
	£ '000	£ '000	£ '000	£ '000
January 1, 2006	13	1,449,113	6,258	1,455,384
Exchange movements	0	0	0	0
Dividends paid	0	0	0	0
Result appropriation proposed (Note 2.2)	0	0	(8)	(8)
December 31, 2006	13	1,449,113	6,250	1,455,376

The proposed addition of the results to other reserves has already been recognised.

#### 1.4.3 *General and administrative expenses*

	<u>2006</u>	<u>2005</u>
	£ '000	£ '000
Professional services *	<u>12</u>	<u>6</u>
	<u>12</u>	<u>6</u>

\* The Company bears an appropriate charge for management services provided to it by other Group companies

#### 1.4.4 *Employees*

The Company had no employees during the year. Office services are provided by a Group company, GlaxoSmithKline Services Unlimited.

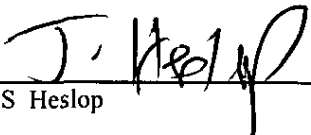
#### 1.4.5 *Guarantees*

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


#### 1.4.6 *Related Parties*

All companies belonging to the GlaxoSmithKline group qualify as related parties. The related party transactions comprise the charges described under note 1.4.3 above.

London, 30 March 2007

  
Mr J S Heslop

  
For and behalf of Glaxo Group Limited

  
For and behalf of Edinburgh Pharmaceuticals Industries Limited

Adopted at the General Shareholder Meeting on 11/05/2007

## 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, 2006 is at the free disposal of the General Shareholders Meeting

The proposed addition of £8,000 loss to other reserves has already been recognised

	£ '000
Net loss after taxation	<u>(8)</u>
Addition to other reserves (note 1 4 2)	<u>(8)</u>

## 2.3 *Directors' Indemnity*

Each of the Directors who is an individual benefits from an indemnity given by another Group undertaking, GlaxoSmithKline Services Unlimited. This indemnity is in respect of liabilities arising out of third party proceedings to which the director is a party by reason of his engagement in the business of the Company

# Glaxo Wellcome Investment B V review of 2006 financial statements

## Activities

## Unison entity

The principal activity of the Company is to act as an intermediate holding company of the GlaxoSmithKline Group

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## Major events during year

None

## Income statement (£000)

	2006	2005	% change	Comments
Interest income	0	0	0%	
General and administrative expenses	-12	-6	100%	2005 Audit fees booked in 06
<b>Operating (loss)/profit</b>	<b>-12</b>	<b>-6</b>	<b>100%</b>	
<b>Profit before taxation</b>	<b>-12</b>	<b>-6</b>		
Taxation on ordinary activities	4	2		
<b>Net profit</b>	<b>-8</b>	<b>-4</b>	<b>100%</b>	

## Balance sheet (£000)

	2006	2005	% change	Comments
Participation in group companies	1,455,391	1,455,391	0%	
Other debtors	4	2	100%	
Cash	1	-	#DIV/0!	
Amounts owed by group companies	2	-	#DIV/0!	
	<b>1,455,398</b>	<b>1,455,393</b>	<b>0%</b>	
Called-up and fully paid share capital	13	13	0%	
Share premium	1,449,113	1,449,113	0%	
Other reserves	6,250	6,258	0%	
Amounts owed to group companies	22	9	144%	
	<b>1,455,398</b>	<b>1,455,393</b>	<b>0%</b>	