Boehringer Ingelheim Limited

Annual Report and Consolidated Financial Statements 31 December 2014

Registered No. 00711858

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Strategic Report

The Directors submit their strategic report on the group and the company for the year ended 31 December 2014.

Review of the Business

The group operates in the pharmaceutical business which has a complex and regulated environment. Management use and review many Key Performance Indicators (KPIs) as follows:

Turnover decreased from £402.0m in 2013 to £377.6m in 2014. The group made a profit on ordinary activities before taxation of £18.1m (2013: £24.0m). The group's turnover relates to its three business sales units - Prescription Medicines, Consumer Healthcare and Animal Health. Turnover in the year decreased primarily due to the 2014 PPRS scheme rebate and loss of exclusivity of certain products. Management also monitor the group's market share (based on ex-factory sales and parallel trade) and the growth within that market.

2014 (2013)	Market Size	Market Growth	BI Growth in Market	Rank	Share of Market
PM UK	£16.05bn (£14.74bn)	8.6% (5.7%)	2.1% <i>(9.8%)</i>	11th <i>(11th)</i>	2.4% (2.5%)
PM Ireland	€1.42bn <i>(€1.46bn)</i>	-3.7% <i>(-5.5%)</i>	-6.0% <i>(-1.8%)</i>	13th <i>(12th)</i>	2.6% (2.5%)
Consumer Healthcare	£2.33bn (£2.38bn)	3.7% (3.6%)	7.8% (1.8%)	16th <i>(15th)</i>	0.8% (0.8%)
Animal Health	£869m (£769m)	12.9% <i>(5.6%)</i>	7.6% (7.1%)	4th <i>(5th)</i>	7.1% (7.4%)

Prescription Medicine Sales

Turnover decreased from £347.8m in 2013 to £319.8m in 2014. One of the main drivers behind the reduction was the 3.74% rebate paid to the Department of Health as part of the new Pharmaceutical Price Regulation Scheme (PPRS) scheme, as well as a reduction in the sales of several products due to loss of exclusivity, partly offset by growth in Trajenta® for the treatment of Diabetes.

Consumer Healthcare Sales

Turnover for Consumer Healthcare increased from £19.9m in 2013 to £21.1m in 2014 due to increased sales of existing products.

Animal Health Sales

Turnover for Animal Health increased from £34.2m in 2013 to £36.8m in 2014 due to successful launches of new products including Pexion, for the treatment of dogs with primary epilepsy and Semintra, for the treatment of cats to prevent loss of protein which could lead to chronic kidney disease.

Principal Risks and Uncertainties

Principal risks facing the business are increased generic competition and parallel trade, together with ongoing market access issues. The risks regarding increased generic competition and ongoing market access issues are managed and mitigated by continued research and development of new products and ongoing internal initiatives to enable the company to best support its customers. The company does not seek to encourage or prohibit parallel trade.

A new PPRS scheme came into place on 1 January 2014. As part of this new scheme in 2014 the company is required to pay a rebate based on a percentage of sales on existing products to the Department of Health. In 2014 the rebate was 3.74%. In future years of the scheme, this percentage will be based on the growth of the NHS drugs bill, and the rebate will be 10.36% for 2015.

The Directors are satisfied with the position of the group and company at the year end.

On behalf of the board,

Mr B Moynihan
Finance & Administration Director

18 May 2015

Directors' Report

The Directors submit their report and the audited consolidated financial statements of the group and the company for the year ended 31 December 2014.

Results and Dividends

The group's consolidated profit for the financial year was £14.2m (2013: £18.8m). The directors proposed and paid an interim dividend during 2014 of £20m. The directors did not propose or pay any dividend in 2013.

Future Developments

The group seeks to deal positively with market changes, particularly within the NHS. The group is focusing on continually building on its achievements through innovation and therapeutic progress. This vision helps to foster value through innovation throughout the group and to look to the future with constantly renewed commitment and ambition.

Political donations

The group has made no donations to any political party in the year (2013: £nil).

Financial Risk Management

The group's operations expose it to a variety of financial risks that include the effects of changes in price risk, exchange risk, credit risk, liquidity risk, interest rate risk and cash flow risk. The group has in place a risk management programme that seeks to limit the adverse effects of movement in foreign currencies and cash flow risk by monitoring levels of currency exposure and the related finance costs. The group does not use derivative financial instruments to manage interest costs and as such, no hedge accounting is applied. The group had no bank loans or overdrafts at the balance sheet date (2013: £nil). The group monitors its credit risk by continually reviewing the financial strength of both its suppliers and customers. The group maintains a mixture of long term and short term finance that is designed to ensure the company has sufficient funds available for operations.

Directors

The directors who held office during the year and up to the date of signing the financial statements were as follows:

Ms Z Krumins

Managing Director

Mr B Moynihan

Finance & Administration Director

Director's indemnities

The Company maintains liability insurance for its directors and officers, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Research and Development

The group carries out research and development activities in the UK, totalling £28.1m in 2014 (2013: £26.1m), some of which are on behalf of the parent group in Germany. This investment contributes to placing the group amongst the world's leading pharmaceutical companies in research and development. In Clinical Research the year end recruitment stood at 1,164 (2013: 393) new patients randomized with 1,230 (2013: 456) new patients screened.

Employees

Employee Numbers

There was an average number of 648 (2013: 646) employees during 2014.

Employee involvement

Involving staff in the business is an important objective of company management. Active steps are taken to communicate business results and developments. Specific steps are taken to generate opportunities for consultation on current issues, the implications of main decisions and to gain ideas for improving results by changing company operations. Regular staff surveys check on employees' attitudes, wellbeing and views on the group.

The UK company participates fully in the Boehringer Ingelheim European Forum (a European Works Council) which meets annually. Two representatives from the UK, elected directly by employees, attend to discuss developments in the international business including sales and profit performance, investment strategies and various personnel and safety matters.

Communication and involvement of employees is therefore taken seriously and all managers have regular staff discussions. A company newsletter and notice board campaigns are produced frequently. The parent company Annual Report is distributed each year.

Health and safety improvements are given the highest priority and the Group's health and safety record is reviewed regularly by the Executive Management Group.

Directors' Report (continued)

Employment of Disabled Persons

Full consideration is given to applications for employment made by disabled persons having regard to their particular aptitude and abilities. When a disabled person is employed or an employed person becomes disabled during the year, appropriate training and retraining is arranged, as necessary, to ensure as far as possible their progress within the organisation. Any reasonable amendments to equipment or work facilities needed to ensure the normal continuation of their work are made as appropriate.

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 year. Under that law the directors have prepared the group and parent company 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 group and the company and of the profit or loss of the group 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 and the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' Report (continued)

In accordance with Section 418, directors' reports shall include a statement, in the case of each director in office at the date the directors' report is approved, that:

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

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution that they may be reappointed will be proposed at the annual general meeting.

On behalf of the board,

Mr B Moynihan

Finance & Administration Director

18 May 2015

Independent Auditors' Report to the Members of Boehringer Ingelheim Limited

Report on the financial statements

Our opinion

In our opinion, Boehringer Ingelheim Limited's group financial statements and parent company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2014 and of the group's profit 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.

What we have audited

Boehringer Ingelheim Limited's financial statements comprise:

- the Consolidated Balance Sheet and the Company Balance Sheet as at 31 December 2014;
- the Consolidated Profit and Loss Account and the Consolidated Statement of Total Recognised Gains and Losses for the year then ended;
- the Reconciliation of Movement in Shareholders' Funds for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- · we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent Auditors' Report to the Members of Boehringer Ingelheim Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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 group's and the parent 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report and Consolidated Financial Statements 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.

Pricewaterhouse Coopes Lif

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors Reading

May 20

Consolidated Profit and Loss Account For the year ended 31 December 2014

	Notes	2014 £000	2013 £000
Turnover	2	377,633	402,005
Change in stocks of finished goods and work in progress	10	(26,154)	12,584
Other operating income	3	48,774	33,397
, ,		400,253	447,986
Raw materials and consumables		(230,691)	(274,208)
Staff costs	5	(59,536)	(57,130)
Depreciation and other amounts written off tangible fixed assets	8	(2,317)	(2,479)
Other operating charges		(91,158)	(90,583)
Operating profit	3	16,551	23,586
Interest receivable and similar income	6a	43	43
Interest payable and similar charges	6b	(227)	(338)
Other finance income / (charges)	6c	1,700	700
Profit on ordinary activities before taxation		18,067	23,991
Tax on profit on ordinary activities	7	(3,873)	(5,156)
Profit for the financial year	15	14,194	18,835

There is no material difference for the years 2014 and 2013 between the profit on ordinary activities before taxation and the profit for the financial year stated above, and their historical cost equivalents. All activities relate to continuing operations.

Consolidated Statement of Total Recognised Gains and Losses For the year ended 31 December 2014

·		2014 £000	2013 £000
Profit for the financial year		14,194	18,835
Actuarial loss on pension and post retirement liabilities Current tax deduction allocated to actuarial losses Movement on deferred tax Total recognised gains relating to the year	17	(3,600) 839 (500) 10,933	(3,700) 860 81 16,076

The notes on pages 11 to 27 form part of these financial statements.

Consolidated Balance Sheet as at 31 December 2014

as at 51 December 2014			2014	201	3
	Notes	£000	£000	£000	£000
Fixed assets	_				15.050
Tangible assets	8		20,039		15,278
Current assets					
Stocks	10	51,228		25,074	
Debtors	11	98,567		112,097	
Cash at bank and in hand				314	
		149,795		137,485	
Creditors: amounts falling due within one year	12	(114,653)		(90,351)	
Net current assets			35,142	_	47,134
Total assets less current liabilities			55,181		62,412
Provisions for liabilities	13		(3,451)		(3,089)
Net assets excluding pension asset and healthcare liability			51,730		59,323
Pension asset	17		6,000		4,000
Healthcare liability	17		(3,900)	_	(4,100)
Net assets including pension asset and healthcare liability		:	53,830	=	59,223
Capital and reserves					
Called up share capital	14		16,900		16,900
Revaluation reserve	15		6,984		3,310
Profit and loss account	15		29,946	_	39,013
Total shareholders' funds		=	53,830	· ==	59,223

These financial statements were approved by the Board of Directors on 18 May 2015 and were signed on its behalf by:

Ms Z Krumins Managing Director

Company No. 00711858 Boehringer Ingelheim Limited

The notes on pages 11 to 27 form part of these financial statements.

Company Balance Sheet as at 31 December 2014

as at 31 December 2014		2014	4	201	3
	Notes	£000£	£000	£000	£000
Fixed Assets Tangible Assets Investments	8 9	_	20,039 3,400 23,439	_	15,278 3,400 18,678
Current Assets Stocks Debtors Cash at bank and in hand	10 11	51,228 98,567 		25,074 112,097 314 137,485	
Creditors: amounts falling due within one year	12	(118,523)		(94,221)	
Net current assets		_	31,272	_	43,264
Total assets less current liabilities			54,711		61,942
Provisions for liabilities	13	_	(3,451)	_	(3,089)
Net assets excluding pension asset and healthcare liability			51,260		58,853
Pension asset Healthcare liability	17 17	_	6,000 (3,9 <u>00)</u>	· -	4,000 (4,10 <u>0)</u>
Net assets including pension asset and healthcare liability		=	53,360	=	58,753
Capital and reserves Called up share capital Revaluation reserve Profit and loss account	14 15 15	_	16,900 6,984 29,476	_	16,900 3,310 38,543
Total shareholders' funds		_	53,360	=	58,753

These financial statements were approved by the Board of Directors on 18 May 2015 and were signed on its behalf by

Mis Z Krumins Managing Director

Company No. 00711858 Boehringer Ingelheim Limited

The notes on pages 11 to 27 form part of these financial statements.

Reconciliation of Movements in Shareholders' Funds For the year ended 31 December 2014

	Group 2014 £000	Company 2014 £000	Group 2013 £000	Company 2013 £000
Profit for the financial year	14,194	14,194	18,835	18,835
Dividends (note 19)	(20,000)	(20,000)	-	-
Movement in revaluation reserve (note 15)	3,674	3,674	(15)	(15)
Actuarial loss on pension (note 17) Actuarial gain on healthcare (note 17)	(3,900) 300	(3,900) 300	(3,700)	(3,700)
Current tax deduction allocated to actuarial losses Movement on deferred tax	839 (500)	839 (500)	860	860 81
Net (deduction) / addition from shareholders' funds	(5,393)	(5,393)	16,061	16,061
Opening shareholders' funds	59,223	58,753	43,162	42,692
Closing shareholders' funds	53,830	53,360	59,223	58,753

Notes to the consolidated financial statements For the year ended 31 December 2014

1. Accounting Policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of certain tangible fixed assets and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Consolidation

The consolidated financial statements incorporate the financial statements of the company and the subsidiaries over which control is exercised. The acquisition method of accounting has been adopted. Under this method, the results of subsidiary undertakings acquired or disposed of in the year are included in the consolidated results from the date of acquisition or up to the date of disposal. Throughout the year subsidiary companies continued to be dormant.

In accordance with Section 408 of the Companies Act 2006, a separate Profit and Loss Account of Boehringer Ingelheim Limited is not presented. The profit after tax of the company was £14.2m (2013: £18.8m).

Cash flow statement

The company is a wholly owned subsidiary company of a group headed by C.H. Boehringer Sohn, and is included in the consolidated financial statements of that company, which are publicly available (note 18). Consequently, the company has taken advantage of the exemption within FRS 1 'Cash flow statements (revised 1996)' from preparing a cash flow statement.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost or revaluation cost, less accumulated depreciation and any provision for impairment. Depreciation is not provided on freehold land. On other assets it is provided to write off the cost or revalued amount less the estimated residual value in equal annual instalments over their estimated useful economic lives as follows:

Freehold buildings 10 to 25 years
Motor vehicles 5 years
Plant and machinery 3 to 10 years
Fixtures, fittings, tools and equipment 5 to 10 years

Freehold land and buildings are revalued periodically and stated at the valuation amount under FRS 15 'Tangible Fixed Assets' (note 8). Cost is the original purchase price of the asset.

Foreign currencies

Monetary assets and liabilities are converted into local currency at the exchange rate as at the balance sheet date, with any gains or losses recognised in the profit and loss statement. Transactions during the year are converted into local currency at the exchange rate prevailing in the month of the transaction.

1. Accounting Policies (continued)

Related party transactions

In accordance with FRS 8 'Related Party Transactions', the company is exempt from disclosing transactions with other companies in the Boehringer Ingelheim Group, because its financial statements are consolidated in the financial statements of C. H. Boehringer Sohn which are publicly available and it is a wholly owned subsidiary of the Group (note 18).

Defined contribution pension scheme

The group operates a defined contribution pension scheme for employees who joined the group from 1999. The assets of the scheme are held separately from those of the group in the Boehringer Ingelheim Horizon Pension Plan. The pension cost disclosed in note 17 represents contributions payable by the company to the fund.

Defined benefit pension scheme

The group operates a defined benefit pension scheme for the benefit of its employees who joined the group prior to 1999, the assets of which are held separately from those of the group in independently administered funds.

The assets of the defined benefit scheme are measured using market value. The scheme liabilities are measured using the projected unit actuarial method and are discounted at the current rate of return on a high quality corporate bond of equivalent terms and currency to the liability. The increase in the present value of the liabilities expected to arise from employee service in the year is charged to operating profit. The expected return on the scheme's assets and the increase during the year in the present value of the scheme's liabilities arising from the passage of time are included in other finance income. Actuarial gains and losses are recognised in the consolidated statement of total recognised gains and losses.

Pension schemes surpluses, to the extent that they are considered recoverable, or deficits are recognised in full and presented on the face of the balance sheet net of the related deferred tax. The defined benefit pension scheme is accounted for in accordance with FRS 17 'Retirement Benefits' including the valuation of investments at current bid price.

Other Retirement Benefits

The company provides healthcare cover for certain retired employees. Post retirement healthcare benefits are accounted for in accordance with FRS 17. The costs of post retirement healthcare benefits are calculated in a similar way to defined benefit pension schemes and were allocated to the period which the benefit was derived from the employees' services in accordance with advice from a qualified actuary.

Research and Development

All research and development expenditure is charged to the profit and loss account in the year in which it is incurred.

Stocks

Stocks are stated at the lower of cost and net realisable value and are net of the provision for obsolete and slow moving items

Deferred tax and Current Tax

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset would be regarded as recoverable and therefore only recognised when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Current tax is calculated on the taxable profits of the company at the prevailing rate of 21.5% and a creditor recognised at the balance sheet date less any payments on account made during the year.

1. Accounting Policies (continued)

Investments

Investments held as fixed assets are stated at cost less provision for impairment. At the end of each reporting period the Directors assess whether there is objective evidence of impairment as a result of one or more events (Note 9).

Provisions

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation (Note 13). Provisions are measured based on available factual information and management judgement.

Other operating charges

Other operating charges include overhead administration, distribution, marketing, and research and development costs on an accruals basis.

Other operating income

Other operating income includes the inter group recharge of international research and development and recharge of costs for provision of services to other group companies.

Turnover

Turnover represents the sale of goods at invoiced value, excluding value added tax, less rebates and discounts, on an accruals basis. Revenue is recognised when the product is despatched to the customer. An estimate is made of outstanding rebates due on sales made during the year based on available information and management judgement.

2. Turnover

2014	2014	2013	2013
Turnover	Profit	Turnover	Profit
£000	£000	£000	£000
352,639	14,379	369,372	20,106
24,994	1,019	32,633	1,776
377,633	15,398	402,005	21,882
2014	2014	2013	2013
Turnover	Profit	Turnover	Profit
£000	£000	£000	£000
319,800	13,040	347,816	18,933
21,075	859	19,940	1,085
36,758	1,499	34,249	1,864
377,633	15,398	402,005	21,882
	1,153	•	1,704
	16,551		23,586
<u> </u>	1,516		405
_	18,067		23,991
	Turnover £000 352,639 24,994 377,633 2014 Turnover £000 319,800 21,075 36,758	Turnover £000 £000 352,639 14,379 24,994 1,019 377,633 15,398 2014 2014 Turnover Profit £000 £000 319,800 13,040 21,075 859 36,758 1,499 377,633 15,398 1,153 16,551 1,516	Turnover £000 Profit £000 Turnover £000 352,639 14,379 369,372 24,994 1,019 32,633 377,633 15,398 402,005 2014 2014 2013 Turnover £000 £000 £000 319,800 13,040 347,816 21,075 859 19,940 36,758 1,499 34,249 377,633 15,398 402,005 1,153 16,551 1,516

2. Turnover (continued)	2014	2013
	£000	£000
Net Assets		
By geographical market		
United Kingdom	49,828	53,984
Ireland	3,532	4,769
	53,360	58,753

The split of the net assets of the group is in line with the above, the only difference being a net intercompany debtor of £470,000 which is a common asset that cannot be reasonably split between the geographical markets or classes of business.

	2014 £000	2013 £000
Class of Business		
Prescription Medicine	45,188	50,834
Consumer Healthcare	2,978	2,914
Animal Health	5,194	5,005
	53,360	58,753
3. Operating Profit		
Operating Profit is stated after charging/(crediting):	2014	2013
g	£000	£000
Research and development expenditure	28,063	26,122
Restructuring costs (note 13)	960	469
LTCP costs (note 13)	461	318
Depreciation of owned assets (note 8)	2,317	2,479
Services provided by the group's auditors:		
Fees payable to the group's auditors for the audit of the group's annual financial statements. Fees payable to the group's auditors for other non audit services:	62	60
Non audit services	14	10
Fees in respect of the Boehringer Ingelheim pension schemes:		
Audit of defined benefit pension scheme	12	12
Profit on disposal of fixed assets	(251)	(313)
Foreign exchange net loss/(gain)	634	(133)
Other operating income (including R&D income)	(48,774)	(33,397)
4. Directors' emoluments		
	2014	2013
	£000	£000
Aggregate emoluments	696	707
Company contributions to defined benefit pension scheme	51	16

The aggregate emoluments of the highest paid director were £458,000 (2013: £441,000) and pension contributions were £51,000 (2013: £nil).

Retirement benefits under a defined benefit scheme are accruing to the following number of directors:

The highest paid director is a member of a defined benefit scheme operated by Boehringer Ingelheim GmbH. The amount of the end of year pension accrued in respect of company service of the highest paid director is £2,800 (2013: £nil).

5. Employee information

The average monthly number of persons on a Full Time Equivalent basis, including directors, employed by the company and the group during the year was 648 (2013: 646). All employees were engaged in the principal activity of the group.

The employee split for the company and the group was as follows:		
Sales and Marketing	383	384
Research and Development	149	146
Management and Administration	116	116
	648	646
The aggregate payroll costs of those persons were as follows:	2014	2013
	£000	£000
Wages and Salaries	47,957	44,801
Social Security costs	6,350	7,590
Pension costs (note 17)	5,229	4,739
	59,536	57,130
6a. Interest receivable and similar income		
	2014	2013
	£000	£000
On cash and bank deposits	43	43
	43	43
6b. Interest payable and similar charges		
	2014	2013
	£000	£000
On intercompany loans	227	338
	<u>227</u>	338
6c. Other finance income/(charges) (note 17.3)		
	2014	2013
	£000	£000
Expected return on pension scheme assets	9,100	8,200
Interest on pension scheme liabilities	(7,200)	(6,600)
Interest on healthcare scheme liabilities	(200)	(200)
Restriction on expected return due to balance sheet limit		(700)
	1,700	700

7. Tax on profit on ordinary activities

Analysis of charge in year:

	2014	2013
	£000	£000
Current tax		
UK corporation tax on profits of the year at 21.5% (2013: 23.25%)	3,744	5,367
Adjustment in respect of previous years	43	(576)
Total current tax charge	3,787	4,791
Deferred tax		
Origination and reversal of timing differences	77	303
Adjustment in respect of previous years	9	62
Total deferred tax charge (note 11)	86	365
Tax charge on profit on ordinary activities	3,873	5,156

Factors affecting tax charge for year:

The tax assessed for the year is lower (2013: lower) than the standard rate of corporation tax in the UK of 21.5% (2013: 23.25%). The differences are explained below:

	2014 £000	2013 £000
Profit on ordinary activities before taxation	18,067	23,991
Profit on ordinary activities multiplied by standard rate in the UK 21.5% (2013 : 23.25%) Effects of:	3,884	5,578
Expenses not deductible for tax purposes R&D tax credit Capital allowances less than depreciation Other timing differences	431 - (111) (460)	395 (488) (70) (48)
Adjustment in respect of previous years Current tax charge for the year	3,787	<u>(576)</u> 4,791

Factors that may affect future tax charges:

A number of further changes to the UK Corporation tax system were announced in the March 2013 UK Budget Statement. The main rate of corporation tax was reduced to 21% from 1 April 2014, with a further planned reduction to 20% from 1 April 2015. The rate of 20% from 1 April 2015 was substantially enacted by the balance sheet date and therefore the relevant deferred tax balances as at 31 December 2014 were calculated using a deferred tax rate of 20%.

In 2014, the company opted into the new Research and Development Expenditure Credit (RDEC) scheme, whereby the company no longer receives a deduction for a percentage of the qualifying R&D expenditure, but instead receives a credit of 10% of the value of the qualifying R&D expenditure. RDEC amounts to £656,000 for 2014.

8. Tangible fixed assets

The group and company	Freehold land and buildings	Plant and machinery	Vehicles, fixtures, fittings, tools and equipment	Assets in the course of construction	Total
	£000	£000	£000	£000	£000
Cost/valuation					
At 1 January 2014	8,784	524	18,734	-	28,042
Additions	-	-	2,900	1,090	3,990
Movement in revaluation reserve	3,674	-	-	-	3,674
Disposals	-	-	(5,569)	-	(5,569)
At 31 December 2014	12,458	524	16,065	1,090	30,137
Accumulated Depreciation					
At 1 January 2014	34	333	12,397	-	12,764
Charge for the year	-	10	2,307	-	2,317
On disposals	-	-	(4,983)	-	(4,983)
At 31 December 2014	34	343	9,721		10,098
Net book value					
At 31 December 2014	12,424	181	6,344	1,090	20,039
At 31 December 2013	8,750	191	6,337	<u>-</u>	15,278

If Land an Buildings had not been revalued, they would have been included at the following amounts:

	£000
Cost	5,474
Accumulated depreciation	(34)
Net book value	
At 31 December 2014	5,440
At 31 December 2013	5,440

Freehold land and buildings includes freehold land at a cost of £1.473m which is not depreciated (2013: £1.473m).

8. Tangible Fixed assets (continued)

Freehold land and buildings are revalued periodically and stated at the valuation amount. The revaluation policy follows the requirements of FRS 15. As required under FRS 15, a full valuation as at 31 December 2014 was carried out by GL Hearn, Chartered Surveyors, on 5 May 2015 in accordance with the RICS Appraisal and Valuation Standards. The valuation of freehold land and buildings on the basis of Existing Use Value is made up of two amounts: £8.30m for the buildings plus £4.12m for the site land.

No deferred tax has been provided on the gain arising from revaluation, whilst there may be an intention to enter into an agreement to sell the revalued assets in the future there are sufficient unrecognised tax losses to absorb any future gain.

9. Investments

The company

£000

Shares in subsidiary undertakings at cost and net book value as at 1 January 2014 and 31 December 2014

3,400

The companies in which Boehringer Ingelheim Limited has a greater than 20% stake are as follows:

Subsidiary undertakings

Country of registration

Principal activity % of shares held

-

Medica Limited

England and Wales

Dormant

100%

Windsor Healthcare Limited

England and Wales

Dormant

100%

All shares held are £1 ordinary shares.

The Directors confirm that the book value of the investments is less than the value of the underlying net assets.

10. Stocks

The group and company	2014 £000	2013 £000
Finished goods and goods for resale	<u>51,228</u> 51,228	25,074 25,074

11. Debtors

The group and company		
one group and company	2014	2013
	000£	£000
Tue de debteur	77 657	92,452
Trade debtors	77,657 16,780	14,525
Amounts owed by group undertakings Other debtors	1,207	1,930
Deferred tax asset	1,215	1,301
Prepayments	1,708	1,889
	98,567	112,097
Amounts owed by group companies are current, unsecured and no interest is charge transactions.	ged as they relate to no	rmal trading
Deferred taxation:	2014	2013
	£000	£000
Accelerated capital allowances	525	683
Other timing differences	690	618
Deferred tax asset	1,215	1,301
The movement on deferred taxation comprises:	2014	2013
The movement on deterred taxation comprises.	£000	£000
	2000	2000
At 1 January	1,301	1,666
Debit to profit and loss account (note 7)	(86)	(365)
At 31 December	1,215	1,301
12. Creditors - Amounts falling due within one year		
12. Creditors - Amounts faming due within one year	2014	2013
	£000	£000
The group		2000
Trade creditors	5,635	4,284
Amounts owed to group undertakings	73,490	49,020
Corporation tax	93	541
Other taxation and social security	11,099	13,428
Other creditors	43	128
Accruals and deferred income	24,293	22,950
	114,653	90,351
The company		
Trade creditors	5,635	4,284
Amounts owed to group undertakings	77,360	52,890
Corporation tax	93	541
Other taxation and social security	11,099	13,428
Other creditors	43	128
Accruals and deferred income	24,293	22,950
	118,523	94,221

Amounts owed to group companies are unsecured and repayable on demand. Interest is charged at rates up to LIBOR plus 0.75% (2013: LIBOR plus 0.75%).

13. Provisions for liabilities

The group and company	Restructuring Provision	Long Term Compensation Plan	Total
	£000	£000	£000
At 1 January	789	2,300	3,089
Profit and loss account	960	461	1,421
Provision utilised in year	(507)	(552)	(1,059)
At 31 December	1,242	2,209	3,451

The long term compensation plan is a bonus scheme based on the global performance of the Boehringer Ingelheim Group and is paid out on an annual basis. The restructuring provision is expected to be fully utilised in 2015.

Deferred tax liability relating to pension asset	2014	2013
	£000	£000
At 1 January	(1,000)	(1,081)
Deferred tax (debited)/credited to the statement of total recognised gains and		
losses	(500)	81
At 31 December	(1,500)	(1,000)

The deferred tax liability of £1.5m (2013: £1.0m) has been deducted in arriving at the net pension asset on the balance sheet.

14. Called up share capital

The group and company	2014 £000	2013 £000
Authorised, allotted and fully paid:		
Equity share capital		
Ordinary shares - 16,900,000 (2013: 16,900,000) of £1 each	16,900	16,900

15. Reserves

The group	Profit and loss account £000	Revaluation reserve £000
At 1 January 2014	39,013	3,310
Profit for the financial year Movement on revaluation reserve Dividend (note 19) Actuarial loss on pension asset and healthcare liability (note 17) Current tax deduction allocated to actuarial losses Movement on deferred tax	(20,000) (3,600) 839 (500)	3,674
At 31 December 2014 including FRS 17 pension asset and healthcare liability	29,946	6,984
Pension asset (note 17) Healthcare liability (note 17) At 31 December 2014 excluding FRS 17 pension asset and healthcare liability	6,000 (3,900) 32,046	
The company	Profit and loss account £000	Revaluation reserve £000
The company At 1 January 2014	loss account	reserve
	loss account £000	reserve £000
At 1 January 2014 Profit for the financial year Movement on revaluation reserve Dividend (note 19) Actuarial loss on pension asset and healthcare liability (note 17) Current tax deduction allocated to actuarial losses Movement on deferred tax At 31 December 2014 including FRS 17 pension asset and healthcare liability Pension asset (note 17)	10ss account £000 38,543 14,194 (20,000) (3,600) 839 (500) 29,476 6,000	reserve £000 3,310 3,674

The revaluation reserve arises from the revaluation of land and buildings as explained in note 8.

16. Contingent liabilities

Pharmaceutical Price Regulation Scheme (PPRS)

The company is a member of the PPRS, a voluntary agreement between the Department of Health (DoH) and the pharmaceutical industry.

The company complies with the terms of the PPRS and, in order to do so, it is often involved in confidential correspondence with the DoH based on the company's annual financial statements. The directors of the company may, from time to time, need to make an appropriate accrual for liabilities under the scheme.

16. Contingent liabilities (continued)

Legal and other disputes

The company is subject to other legal disputes, including notification of possible claims. The company's Directors, having taken legal and other specialist advice, have not deemed it necessary to establish provisions in the year after taking into account insurance and other agreements and having regard to the relevant facts and circumstances of each matter and in accordance with accounting requirements.

17. Retirement Benefits

The company operates a defined benefit pension scheme, the Boehringer Ingelheim 1965 Pension Scheme and a defined contribution scheme, the Boehringer Ingelheim Horizon Pension Plan.

The company also operates an unfunded post-retirement healthcare arrangement which covers certain retired employees for future healthcare costs.

17.1.1 Boehringer Ingelheim Horizon Pension Plan

This scheme is a defined contribution scheme. Contributions are made in accordance with the scheme rules. The pension cost is determined as the contributions payable by the company to the scheme in respect of the year, plus the premiums for the death in service benefit insurance which are also met by the company.

The pension cost for the year ended 31st December 2014 was £3.5m (2013: £3.2m). At the balance sheet date (and at the end of 2013) there were no costs outstanding nor were any amounts prepaid.

17.1.2 Boehringer Ingelheim 1965 Pension Scheme

This is a defined benefit scheme. The scheme funds are administered by trustees and are independent from the Company's finances. Contributions are paid to the scheme as determined by the Trustees having considered the advice of an independent actuarial adviser.

The most recent full actuarial valuation of the scheme was carried out as at 31 December 2011. The results of this valuation have been projected forwards to the balance sheet date by an independent qualified actuary in accordance with FRS 17. As required by FRS 17, the value of the defined benefit liabilities has been measured using the projected unit method.

The key FRS 17 assumptions used for the scheme are set out in note 17.3, along with the fair value of assets, a breakdown of the assets into the main asset classes, the present value of the FRS 17 liabilities and the surplus of assets below the FRS 17 liabilities (which equals the Net Pension asset).

17.2 Post Retirement Healthcare

The group conforms with the provisions of FRS 17, which requires accrual of these costs over the year during which employees become eligible for such benefits. The provision for these costs was £3.9m as at 31st December 2014 (2013: £4.1m). The amount was calculated by an independent qualified actuary using an assumed price inflation rate of 3.0%pa (2013: 3.4%), a rate of inflation for medical expenses of 5.5% pa (2013: 6.4%) and a discount rate of 3.6% pa (2013: 4.6%).

17.3 Retirement Benefits

Assumptions	2014	2013
Price Inflation Discount Rate	3.0% pa 3.6% pa	3.4% pa 4.6% pa
Pension increases (LPI) Salary growth Healthcare cost inflation	2.9% pa 2.9% pa 5.5% pa	3.3% pa 3.3% pa 6.4% pa
	2012	2011
Price Inflation Discount Rate Pension increases (LPI) Salary growth Healthcare cost inflation	3.0% pa 4.5% pa 2.9% pa 2.9% pa 6.0% pa	3.1% pa 4.9% pa 3.0% pa 3.1% pa 6.1% pa

On the basis of assumptions used for life expectancy, a male pensioner currently aged 65 would be expected to live for a further 24.3 years (2013 - 24.2 years) and a female pensioner currently aged 65 would be expected to live for a further 26.4 years (2013 - 26.3 years). Allowance is made for future improvements in life expectancy.

Asset distribution and expected return	2	014	20	013
	Expected Return	Fair Value £000	Expected Return	Fair Value £000
Equities	6.2% pa	50,800	7.4% pa	88,900
Bonds - Government	2.2% pa	87,700	3.4% pa	33,900
- Corporate	3.5% pa	59,400	4.6% pa	51,000
Other (cash)	0.9% pa		1.3% pa	100
Total		197,900	:	173,900
	20	012	20)11
	Expected	Fair Value	Expected	Fair Value
	Return	£000	Return	£000
Equities	6.8% pa	79,900	6.8% pa	71,900
Bonds	2.8% pa	30,300	2.8% pa	30,500
Bonds - Government	2.8% pa 4.2% pa	30,300 47,500	2.8% pa 4.6% pa	30,500 42,500
	•		•	
Bonds - Government	4.2% pa	47,500	4.6% pa	42,500
Bonds - Government - Corporate	4.2% pa	47,500	4.6% pa	42,500

17.3 Retirement Benefits (continued)

Balance Sheet	2014 £000 '1965' Pension Scheme	2014 £000 Healthcare Scheme	2014 £000 Total	20 £0 '19 Pens Sch	00 65' sion	2013 £000 Healthcare Scheme	2013 £000 Total
Total market value of assets Present value of scheme liabilities	197,900 (182,500)	(3,900)	197,900 (186,400)		3,900 3,200)	. (4,100)	173,900 (162,300)
Gross surplus/(deficit) in scheme	15,400	(3,900)	11,500	1:	5,700	(4,100)	11,600
Adjustment to reflect asset limit	(7,900)	<u>.</u>	(7,900)	(10	,700)	-	(10,700)
Adjusted pension assets/(liabilities)	7,500	(3,900)	3,600	:	5,000	(4,100)	900
Deferred tax liability	(1,500)	<u>-</u>	(1,500)	(1	,000)	-	(1,000)
Net pension assets/(liabilities)	6,000	(3,900)	2,100		4,000	(4,100)	(100)

FRS 17 only allows a surplus to be recognised to the extent that the group may in future benefit from this surplus via either a reduction to future contributions or a refund to the group that has already been agreed. An adjustment of £7.9m was made in the current year to limit the surplus to £7.5m (2013: an adjustment of £10.7m was made in the year to limit the surplus to £5.0m) as this is the estimated present value of benefits expected to accrue in the future for in service members and which is therefore the amount by which future contributions may be reduced.

	2012	2012	2012	2011	2011	2011
	£000	£000	£000	£000	£000	£000
	'1965' Pension Scheme	Healthcare Scheme	Total	'1965' Pension Scheme	Healthcare Scheme	Total
Total market value of assets	158,600	-	158,600	145,500		145,500
Present value of scheme liabilities	(149,600)	(4,000)	(153,600)	(135,600)	(3,600)	(139,200)
Gross surplus/(deficit) in scheme	9,000	(4,000)	5,000	9,900	(3,600)	6,300
Adjustment to reflect asset limit	(4,300)		(4,300)	(5,200)	•	(5,200)
Adjusted pension assets/(liabilities)	4,700	(4,000)	700	4,700	(3,600)	1,100
Deferred tax liability	(1,081)		(1,081)	(1,128)	<u>-</u>	(1,128)
Net pension assets / (liabilities)	3,619	(4,000)	(381)	3,572	(3,600)	(28)

Over the year to 31st December 2014, contributions by the company of £5.4m (2013 - £4.0m) were made to the scheme. Of this amount, £4.2m amounted to additional scheme funding. Future employer contributions will be at a rate of 32.9% of pensionable salaries to cover current service costs. A payment of £4.6m was made in January 2015 with further annual payments to follow from 2015 onwards, to fund the scheme's valuation deficit, as calculated under the Trustees' funding assumptions.

17.3 Retirement Benefits (continued)

Reconciliation of present value of scheme liabilities	2014 £000	2013 £000
1 January	158,200	149,600
Current service cost	900	900
Employee contributions	100	100
Interest cost	7,200	6,600
Benefits paid	(5,200)	(5,500)
Actuarial loss	21,300	6,500
31 December	182,500	158,200
Reconciliation of fair value of scheme assets	2014 £000	2013 £000
I January	173,900	158,600
Expected return on scheme assets	9,100	8,200
Actuarial gains	14,600	8,500
Benefits paid	(5,200)	(5,500)
Contributions paid by employer	5,400	4,000
Contributions paid by employee	100	100
31 December	197,900	173,900

Return on Scheme Assets

The expected return on scheme assets is determined by considering the expected returns available on the assets underlying the current investment policy. The expected returns on government and corporate bonds are based on long term yields at the balance sheet date. The expected return on equities reflect long term real rates of return experienced in the various equity markets.

The actual return on scheme assets for 2014 was a gain of £23.7m (2013: gain of £16.7m).

17.3 Retirement Benefits (continued)

	Defined Benefit Pe	nsion Scheme	Healthcare Scheme		
	2014	2013	2014	2013	
	£000	£000	£000	£000	
Operating Profit Current service cost	900	900	<u> </u>		
Operating charge	900	900	<u> </u>		
Other finance income/(expense) (note 6c) Expected return on pension scheme assets Restriction on expected return due to balance sheet	9,100	8,200	-	-	
limit	-	(700)	-	-	
Interest on pension scheme liabilities	(7,200)	(6,600)	(200)	(200)	
Net credit/(charge)	1,900	900	(200)	(200)	
Statement of total recognised gains and losses (STRGL)					
Actual return less expected return on pension scheme assets	14,600	8,500	-	-	
Experience (losses)/gains arising on the scheme liabilities Changes in assumptions underlying the present	(700)	(700)	200	-	
value of scheme liabilities Gain/(loss) due to movements in balance sheet	(20,600)	(5,800)	100	-	
limitation	2,800	(5,700)	<u> </u>		
Actuarial (loss) / gain recognised in STRGL Tax credit at 21.5% (2013 : 23.25%)	(3,900)	(3,700)	300	<u>-</u>	
Net Actuarial (loss) / gain recognised in STRGL	(3,061)	(2,840)	300	<u>-</u>	
Movement in surplus/(deficit) during the year					
Surplus/(deficit) 1st January	5,000	4,700	(4,100)	(4,000)	
Current service cost	(900)	(900)	-	-	
Contributions	5,400	4,000	100	100	
Other net finance income/(expense)	1,900	900	(200)	(200)	
Actuarial (loss) / gain	(3,900)	(3,700)	300	-	
Surplus/(deficit) at 31 December	7,500	5,000	(3,900)	(4,100)	
Deferred tax liability at 20% (2013 : 20%) (note 13)	(1,500)	(1,000)	-	-	
Surplus/(deficit) at 31 December net of deferred tax	6,000	4,000	, (3,900)	(4,100)	

17.3 Retirement Benefits (continued)

Details of experience gains and losses

	2014		2013		2012		2011		2010	
P = Pension										
HC = Healthcare	P	HC	P	HC	P	HC	P	HC	P	HC
Defined Benefit Obligation £m	(182.5)	(3.9)	(158.2)	(4.1)	(149.6)	(4.0)	(135.6)	(3.6)	(123.3)	(3.1)
Plan Assets £m	197.9	-	173.9	-	158.6	-	145.5	-	139.9	<u> </u>
Surplus / (Deficit) £m	15.4	(3.9)	15.7	(4.1)	9.0	(4.0)	9.9	(3.6)	16.6	(3.1)
Experience gains and (losses) on scheme assets										
Amount - (£000)	14,600	-	8,500	-	6,200	-	(2,400)	-	6,600	-
Experience gains and (losses) on scheme liabilities										
Amount - (£000)	(700)	-	(700)	100	400	(100)	(2,300)	(300)	900	1,100
Total amount recognised in statement of total recognised gains and (losses)										
Amount - (£000) Current asset at 21.5% (2013 23.25%,	(3,900)	300	(3,700)	-	(3,500)	(300)	(4,400)	(400)	(1,000)	1,100
2012 24.5%, 2011 26.5%, 2010 27%)	839		860	-	856	-	1,165	-	270	
Amount net of tax - (£000)	(3,061)	300	(2,840)	-	(2,644)	(300)	(3,235)	(400)	(730)	1,100
The cumulative actuarial loss recognise	ed in the	statem	ent of to	otal rec	ognised	gains/lo	sses sin	ce the	adoption	of the

amendment to FRS 17 is £27.0m (2013: £23.1m).

The 1965 pension scheme is closed to new entrants and, under the method used to calculate pension costs in accordance with FRS 17, the cost as a percentage of covered pensionable payroll will tend to increase as the average age of the membership increases.

18. Ultimate parent and controlling party

The company is controlled by its immediate holding company, Boehringer Ingelheim Auslandsbeteiligung GmbH, which is incorporated in Germany.

The ultimate parent undertaking and controlling party is C. H. Boehringer Sohn, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. The consolidated financial statements are publicly available at: Boehringer Ingelheim, D-55216, Ingelheim am Rhein, Germany.

19. Dividends

The directors proposed and paid a dividend of £20m in 2014. The directors did not propose or pay an dividend during 2013. The dividend per share for 2014 was 118.3p.