BACHEM (U.K.) LIMITED STRATEGIC REPORT, REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2013

DIRECTORS

Dr D Erne

Dr T Frueh Dr J Marley

SECRETARY:

Dr D Eme

REGISTERED OFFICE

Delph Court Sullivans Way St Helens Merseyside WA9 5GL

REGISTERED NUMBER.

02006400 (England and Wales)

AUDITORS:

Livesey Spottiswood Ltd Chartered Accountants and

Statutory Auditors 17 George Street St Helens Merseyside WA10 IDB

BANKERS:

Barclays Bank Plc 19 Church Street

St Helens Merseyside **WA10 1BG**

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their strategic report for the year ended 31 December 2013

Bachem is an independent, technology-based, public biochemicals company providing full service to the pharma and biotech industry. Bachem is specialised in the process development and the manufacturing of peptides and complex organic molecules as active pharmaceutical ingredients (APIs), as well as innovative biochemicals for research purposes. Within the Bachem group, Bachem (UK) Ltd is the Centre of Excellence for research products and as such the principle activity is now focused on the core competency, manufacture of custom and catalogue of peptides.

REVIEW OF BUSINESS

The results for the year and the financial position of the company are included in the annexed financial statement

Sales revenue in the year has decreased by 8 8% from the previous year and 4% from budget expectations. This is in part due to the re-categorisation of all third party sales to inter-company sales from 1 July 2013, following the installation of the group-wide ERP system in the UK. For all inter-company sales for the second half of the year an 8% inter-company discount was applied. In addition, decreased sales are resultant from the combined impact of the current economic downturn and direct and indirect competition from Asia.

The operating result (EBIT) of 2 3%, the company's main key performance indicator, was reduced from the previous year, but marginally above budget expectations of 2 2%. This decrease is attributable to decreased sales revenue with increased fixed costs. Whilst the implementation of the new ERP system contributed to increased costs this year, it is expected to have a positive impact on the operating result for mid to long-term due to decreased costs for raw materials sourced inter-company. In addition, identification and utilisation of group purchasing synergies should also reduce costs for raw materials sourced from third parties.

The directors are satisfied that the results are within expectations and reflect the current market for research peptides. Despite decreased sales revenue and profitability this year, the company is well positioned within the market place for the future. Numerous strategies are implemented or planned for the immediate future with a strong focus to increase research sales revenue and to strengthen the current market position. The on-going resource and capacity agreement minimises any risk for the future should sales revenue not meet budget expectations.

PRINCIPAL RISKS AND UNCERTAINTIES

the directors consider the principal risks and uncertainties facing the business to be direct and indirect competition from Asia, which has continued to erode pricing and negatively impact sales within both the European and US peptide markets. This impact is expected to be reduced for future years as the economic climate improves

ON BEHALF OF THE BOARD.

Dr D Erne - Secretary

28 February 2014

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their report with the financial statements of the company for the year ended 31 December 2013

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2013

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2013 to the date of this report

Dr D Erne Dr T Frueh

Other changes in directors holding office are as follows

Dr S Moore - resigned 30 August 2013 Dr J Marley - appointed 29 August 2013

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true, and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these, financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state that the financial statements comply with IFRS,
- 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 AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Livesey Spottiswood Ltd, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD.

Dr D Erne - Secretary

28 February 2014

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF BACHEM (U.K.) LIMITED

We have audited the financial statements of Bachem (U K) Limited for the year ended 31 December 2013 on pages five to sixteen. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 the Report of the Directors 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 31 December 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, 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 the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

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

Mr Andrew McMinnis (Senior Statutory Auditor)

for and on behalf of Livesey Spottiswood Ltd

Chartered Accountants and

Statutory Auditors 17 George Street

St Helens Merseyside

WA10 IDB

28 February 2014

STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	2013 £	2012 £
CONTINUING OPERATIONS Revenue		2,004,558	2,197,735
Cost of sales		(1,041,314)	(973,973)
GROSS PROFIT		963,244	1,223,762
Distribution costs Administrative expenses		(42,440) (875,592)	(51,537) (944,612)
OPERATING PROFIT		45,212	227,613
Finance costs	3	(4,161)	(7,350)
Finance income	3	399	50
PROFIT BEFORE INCOME TAX	4	41,450	220,313
Income tax	5	26,189	(45,722)
PROFIT FOR THE YEAR		67,639	174,591

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2013

	2013 £	2012 £
PROFIT FOR THE YEAR	67,639	174,591
OTHER COMPREHENSIVE INCOME		<u> </u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	67,639	174,591

BACHEM (U K.) LIMITED (REGISTERED NUMBER 02006400)

STATEMENT OF FINANCIAL POSITION 31 DECEMBER 2013

	N.	2013	2012
ACCETO	Notes	£	£
ASSETS NON-CURRENT ASSETS			
	6	2 672 700	2 909 040
Property, plant and equipment	0	2,672,799	2,808,060
CURRENT ASSETS			
Inventories	7	314,795	325,218
Trade and other receivables	8	387,859	456,534
Cash and cash equivalents	9	527,526	542,566
		1,230,180	1,324,318
TOTAL ASSETS		3,902,979	4,132,378
EQUIPMY			
EQUITY			
SHAREHOLDERS' EQUITY	10	2.500	0.500
Called up share capital	10	2,500	2,500
Share premium	11	380,409	380,409
Retained earnings	11	3,018,851	2,951,212
TOTAL EQUITY		3,401,760	3,334,121
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	13	200,000	300,000
Deferred tax	15	139,000	175,000
		339,000	475,000
CURRENT LIABILITIES			
Trade and other payables	12	152,219	288,257
Tax payable		10,000	35,000
		162,219	323,257
TOTAL LIABILITIES		501,219	798,257
TOTAL EQUITY AND LIABILITIES		3,902,979	4,132,378

The financial statements were approved by the Board of Directors on 28 February 2014 and were signed on its behalf by

Marky
Dr J Marley - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2013

	Called up share capıtal £	Retained earnings	Share premium £	Total equity £
Balance at 1 January 2012	2,500	2,776,621	380,409	3,159,530
Changes in equity Total comprehensive income		174,591	<u> </u>	174,591
Balance at 31 December 2012	2,500	2,951,212	380,409	3,334,121
Changes in equity Total comprehensive income		67,639	<u> </u>	67,639
Balance at 31 December 2013	2,500	3,018,851	380,409	3,401,760

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2013

		2013	2012
		£	£
Cash flows from operating activities		224.660	200.045
Cash generated from operations	1	234,669	320,045
Interest paid		(4,161)	(7,350)
Tax paid		(34,811)	(61,709)
Net cash from operating activities		195,697	250,986
Cash flows from investing activities			
Purchase of tangible fixed assets		(111,136)	(135,079)
Interest received		399	` 50
			
Net cash from investing activities		(110,737)	(135,029)
-		<u>```</u>	<u>`</u> ´
Cash flows from financing activities			
Loan repayments in year		(100,000)	(150,000)
Net cash from financing activities		(100,000)	(150,000)
Degrees in each and each convintents		(15,040)	(24.042)
Decrease in cash and cash equivalents	2		(34,043)
Cash and cash equivalents at beginning of year	2	542,566	576,609
Cash and cash equivalents at end of year	2	527,526	542,566
			=

NOTES TO THE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2013

1 RECONCILIATION OF PROFIT BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	2013	2012
	£	£
Profit before income tax	41,450	220,313
Depreciation charges	246,397	262,962
Finance costs	4,161	7,350
Finance income	(399)	(50)
	291,609	490,575
Decrease/(increase) in inventories	10,423	(12,461)
Decrease/(increase) in trade and other receivables	68,675	(147,513)
Decrease in trade and other payables	(136,038)	(10,556)
		
Cash generated from operations	234,669	320,045

2 CASH AND CASH EQUIVALENTS

The amounts disclosed on the statement of cash flow in respect of cash and cash equivalents are in respect of these statement of financial position amounts

Year	ended	31	December	2013

	31/12/13	1/1/13
	£	£
Cash and cash equivalents	527,526	542,566
		
Year ended 31 December 2012		
	31/12/12	1/1/12
	£	£
Cash and cash equivalents	542,566	576,609
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

ACCOUNTING POLICIES

Basis of preparation

these financial statements have been prepared in accordance with Swiss GAAP FER and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is not recognised until the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

Property, plant and equipment

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Freehold property - 2 5% on cost Fixtures, fittings and equipment - 10% on cost Computer equipment - 33% on cost

Inventories

Inventories and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date

Foreign currencies

Assets and habilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the income statement on a straight line basis over the period of the lease

Employee benefit costs

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the income statement in the period to which they relate

Government grants

Government grants are recorded at fair value provided there is a reasonable assurance that the grant will take place and that all requirements attached to it will be fulfilled

Investments

Investments held as non-current assets are stated at cost less provision for any impairment

2 EMPLOYEES AND DIRECTORS

	£	£
Wages and salaries	708,163	650,667
Social security costs	62,914	55,986
Other pension costs	28,620	20,993
	799,697	727,646

2012

2013

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

2	EMPLOYEES AND DIRECTORS - continued		
	The average monthly number of employees during the year was as follows	2013	2012
	Production Administration	25 6	25 6
		31	31
	Directors' remuneration	2013 £ 76,054	2012 £ 71,516
	Directors' pension contributions to money purchase schemes	3,774	3,053
	The number of directors to whom retirement benefits were accruing was as follows		
	Money purchase schemes	1	1
3	NET FINANCE COSTS	2013 £	2012 £
	Finance income Deposit account interest	399	50
	Finance costs		
	Interest on group loan	4,161	7,350
	Net finance costs	3,762	7,300
4	PROFIT BEFORE INCOME TAX		
	The profit before income tax is stated after charging/(crediting)	2013 £	2012 £
	Cost of inventories recognised as expense Other operating leases	1,041,314	973,973 413
	Depreciation - owned assets	246,397	262,962
	Foreign exchange differences Auditors' remuneration - audit fee	(10,381) 9,100	(3,858) 8,500
	Auditors' remuneration - other services	5,110	2,790
			, L

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

5	INCOME TAX				
	Analysis of tax (income)/expense			2013	2012
	Current tax Tax			£	£
	Prior periods			10,000 (189)	70,000 722
	Total current tax			9,811	70,722
	Deferred tax			(36,000)	(25,000)
	Total tax (income)/expense in income statement			(26,189) ——	45,722
	Factors affecting the tax expense The tax assessed for the year is lower than the standa	rd rate of corpora	tion tax in the UK	The difference is 6	-
	0.5			£	2012 £
	Profit on ordinary activities before income tax			41,450	220,313
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21 230% (2012 - 24 500%)			8,800	53,977
	Effects of Expenses not deductible for tax purposes Capital allowances in surplus/(excess) of depreciation Adjustments to tax charge in respect of previous year Rounding on provision Movement in deferred tax Tax (income)/expense			31 1,341 (189) (172) (36,000) (26,189)	1,712 14,143 722 168 (25,000) 45,722
6	PROPERTY, PLANT AND EQUIPMENT		Б.,		
	000m	Freehold property £	Fixtures, fittings and equipment £	Computer equipment	Totals £
	COST At 1 January 2013 Additions	2,073,199	2,174,295 79,939	239,426 31,197	4,486,920 111,136
	At 31 December 2013	2,073,199	2,254,234	270,623	4,598,056
	DEPRECIATION At 1 January 2013 Charge for year	257,214 48,079	1,199,856 180,694	221,790 17,624	1,678,860 246,397
	At 31 December 2013	305,293	1,380,550	239,414	1,925,257
	NET BOOK VALUE At 31 December 2013	1,767,906	873,684	31,209	2,672,799
	At 31 December 2012	1,815,985	974,439	17,636	2,808,060
		======	======		

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

7	INVENTÖRIES	5			
				2013	2012
	Raw materials			£ 253,387	£ 227,210
	Work-m-progres	s		59,717	96,317
	Finished goods			1,691	1,691
				314,795	325,218 ====
8	TRADE AND C	OTHER RECEIVABLES			
				2013	2012
				£	£
	Current				104 490
	Trade debtors Amounts owed b	y group undertakings		362,454	104,480 336,476
	Other debtors	y group undertakings		11,466	2,672
	Prepayments and	accrued income		13,939	12,906
				387,859	456,534
				=====	
9	CASH AND CA	SH EQUIVALENTS			
				2013	2012
				£	£
	Cash in hand			369	109
	Bank accounts			527,157	542,457
				527,526	542,566
					
10	CALLED UP S	HARE CAPITAL			
	Allotted and issu				
	Number	Class	Nominal value	2013	2012
	2,500	Ordinary	value £1	£ 2,500	£ 2,500
	2,500	91 4 2,		====	====
11	RESERVES				
			Retained	Share	
			earnings	premium	Totals
			£	£	£
	At 1 January 20	13	2,951,212	380,409	3,331,621
	Profit for the year		67,639	•	67,639
	At 31 December	2013	3,018,851	380,409	3,399,260

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

12	TRADE AND OTHER PAYABLES		
		2013 £	2012 £
	Current Trade creditors	49,009	118,321
	Social security and other taxes Other creditors	16,429 12,151	9,806 22,456
	Amounts due to group undertakings	10,493	89,218
	Accrued expenses	64,137	48,456
		152,219	288,257
13	FINANCIAL LIABILITIES - BORROWINGS		
		2013	2012
	Non-current	£	£
	Parent company loan	200,000	300,000
	Terms and debt repayment schedule		
			2-5 years
			£
	Parent company loan		200,000
14	LEASING AGREEMENTS		
	Minimum lease payments under non-cancellable operating leases fall due as follows		
		2013	2012
	Within one year	£	£ 945
	Between one and five years	1,881	•
		1,881	945
		1,861	
15	DEFERRED TAX		
		2013 £	2012
	Balance at 1 January	175,000	£ 200,000
	Movement in the year	(36,000)	(25,000)
	Balance at 31 December	139,000	175,000

16 ULTIMATE PARENT COMPANY

The directors consider the ultimate holding company to be Bachem Holding A G, a company incorporated in Switzerland Copies of the group accounts are available from Delph Court, Sullivans Way, St Helens, WA9 5GL

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2013

17 RELATED PARTY DISCLOSURES

During the period Bachem (UK) Limited has transactions with the following related parties by virtue of common control of the ultimate shareholders and Managing Directors

		Amount		
	Goods sold in	Goods purchased	recoverable	Amount payable
	year	ın year	at year end	at year end
Bachem Holding -2013	nıl	£24,161	nıl	nıl
(2012)	nıl	£39,307	nıl	£23,442
Bachem AG-2013	£647,798	£135,813	£167,152	£10,493
(2012)	£452,020	£119,467	£72,790	£50,177
Bachem Americas Inc 2013	£543,718	nıl	£140,291	nıl
(2012)	£662,922	£4,778	£260,062	ការ
Bachem Bioscience-2013	nıl	nıl	nıl	nıl
(2012)	nıl	nıl	nıi	nıl
Peninsula Laboratories Inc				
2013	£12,244	nıl	nıl	fin
(2012)	£6,508	£3,590	£3,624	nıl
Bachem California Inc -2013	nıl	nıl	nıl	nıl
(2012)	nıl	£4,778	nıl	£4,778
Bachem Distribution-2013	£434,266	£50,077	£55,012	nıl
(2012	nıl	£108,752	nıl	£10,821