

Bio-Rad Laboratories Limited  
(formerly Bio-Rad Limited and  
Ludgate 104 Limited)

Financial statements 31 December 1995  
together with directors' and auditors' reports

Registered number: 3044694



## Directors' report

For the period ended 31 December 1995

The directors present their first report on the affairs of the company, together with the financial statements and auditors' report, for the period from incorporation on 11 April 1995 to 31 December 1995.

### Principal activity

The principal activity of the company is that of selling chemicals, infra-red spectra of chemical compounds and equipment for medical and research purposes.

### Changes of name

The company was incorporated on 11 April 1995 as Ludgate 104 Limited. On 21 November 1995 the company changed its name by special resolution to Bio-Rad Limited and on 31 December 1995 to Bio-Rad Laboratories Limited.

### Transactions in the period

The only transactions undertaken by the company in the period from incorporation to 31 December 1995 were:

- the initial issue of 2 shares on incorporation
- the issue of a further 99,998 shares to its parent company, Bio-Metrics (UK) Limited
- the acquisition on 31 December 1995 of the trade and net assets of Bio-Rad Limited (formerly Bio-Rad Laboratories Limited), a fellow group company.

The company did not actively trade during the period and therefore no profit or loss account is presented for the period.

The directors do not propose a dividend.

The directors expect the level of activity in the acquired business to continue at the levels seen when the business was undertaken by Bio-Rad Limited in 1995.

### Fixed assets

Information relating to changes in tangible fixed assets is given in note 4 to the financial statements.

### Directors

The directors who served during the period from incorporation to 31 December 1995 were as follows:

D. Schwartz (resident in the United States of America)	(appointed 9 November 1995)
D.W. Forrester	(appointed 9 November 1995)
Dr. B.A. Zabin (resident in the United States of America)	(appointed 9 November 1995)
D.A. Walter	(appointed 11 April 1995, resigned 9 November 1995)
A.R.F. Gordon	(appointed 11 April 1995, resigned 9 November 1995)
M.C. Audley	(appointed 11 April 1995, resigned 9 November 1995)

## Directors' report (continued)

None of the directors had any beneficial interests in the shares of the company during the year which require disclosure under the Companies Act 1985.

### Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the company's profit or loss for the year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

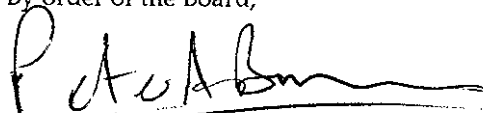
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Auditors

A resolution will be placed before the forthcoming annual general meeting to reappoint Arthur Andersen as the company's auditors for the ensuing year.

Bio-Rad House  
Maylands Avenue  
Hemel Hempstead

By order of the Board,

  
P.A. Burns

Secretary

16 October 1996

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## Auditors' report

Reading

To the Shareholders of Bio-Rad Laboratories Limited:

We have audited the financial statements on pages 4 to 10 which have been prepared under the historical cost convention and the accounting policies set out on pages 5 and 6.

### Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion to you.

### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 December 1995 and of its results for the 38 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen  
Chartered Accountants and Registered Auditors

Abbot's House  
Abbey Street  
Reading  
RG1 3BD

16 October 1996

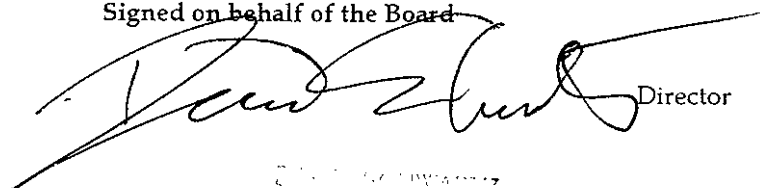


# Balance sheet

31 December 1995

	Notes	1995 £'000
<b>Fixed assets</b>		
Tangible assets	4	348
<b>Current assets</b>		
Stocks - finished goods		1,178
Debtors	5	2,565
Cash at bank and in hand		265
		4,008
Creditors: Amounts falling due within one year	6	(1,860)
<b>Net current assets</b>		2,148
<b>Total assets less current liabilities</b>		2,496
Creditors: Amounts falling due after more than one year	7	(2,263)
Provisions for liabilities and charges	8	(133)
<b>Net assets</b>		100
<b>Capital and reserves</b>		
Called-up share capital	9	100
Profit and loss account		-
<b>Shareholders' funds</b>	11	100

Signed on behalf of the Board

 Director

16 October 1996

The accompanying notes are an integral part of this balance sheet.

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# Notes to financial statements

For the 38 weeks ended 31 December 1995

## 1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the period, is set out below.

### a) Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

### b) Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and are depreciated on a straight-line basis. The following rates, which are anticipated to write off the cost of the assets, less residual value, over their estimated useful lives, are:

Leasehold improvements	over the life of the lease
Fixtures, fittings and equipment and motor vehicles	10%-50%

### c) Stocks

Stocks consist of goods held for resale and are valued at the lower of cost and net realisable value. Cost comprises purchase price from suppliers determined on a first-in, first-out basis plus freight and duty charges.

Net realisable value is based on estimated normal selling price less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

### d) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation (which arises from differences in timing of the recognition of items, principally depreciation, in the financial statements and by the tax authorities) has been calculated using the liability method. Deferred tax is provided on timing differences which will probably reverse, at the rates of tax likely to be in force at the time of reversal. Deferred tax is not provided on timing differences which, in the opinion of the directors, will probably not reverse.

### e) Foreign currency

Monetary assets and liabilities denominated in foreign currencies at the period end are translated at the rate of exchange ruling at the balance sheet date. Transactions denominated in foreign currencies are recorded at the rate ruling at the date of the transaction. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

## Notes to financial statements (continued)

### 1 Accounting policies (continued)

#### f) Pension costs

The company participates in a defined contribution pension scheme. The amount charged to the profit and loss account represents the amount of contributions payable by the company to the pension scheme in respect of the period. The assets are held separately from those of the company in an independently administered fund.

#### g) Leases

Rentals under operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

#### h) Turnover

Turnover comprises the value of sales (excluding VAT) of goods and services in the normal course of business.

#### i) Cash flow statement

The company is exempt from the obligation to present a cash flow statement in accordance with Financial Reporting Standard No.1 "Cash Flow Statements", since it is a wholly-owned subsidiary undertaking of a company, incorporated in the UK, which presents a consolidated cash flow statement.

### 2 Acquisition of trade and assets of Bio-Rad Limited

On 31 December 1995 the company acquired the trade and net assets of Bio-Rad Limited, a fellow group undertaking. At 31 December 1995 the book and fair values of the assets and liabilities acquired were as follows:

	Book value £'000	Adjustments £'000	Fair value £'000
<b>Fixed assets</b>			
Tangible assets	348	-	348
<b>Current assets</b>			
Stocks - finished goods	1,178	-	1,178
Debtors	2,297	-	2,297
Amounts owed by other group undertakings	168	-	168
Cash	265	-	265
<b>Total assets</b>	<u>4,256</u>	<u>-</u>	<u>4,256</u>
<b>Creditors</b>			
Trade creditors	(93)	-	(93)
Other creditors	(59)	-	(59)
UK Corporation tax payable	(163)	-	(163)
Amounts due to other group undertakings	(1,329)	-	(1,329)
Accruals	(219)	-	(219)
<b>Provisions</b>			
Warranty costs	(133)	-	(133)
<b>Total liabilities</b>	<u>(1,996)</u>	<u>-</u>	<u>(1,996)</u>
<b>Net assets</b>	<u>2,260</u>	<u>-</u>	<u>2,260</u>
Satisfied by: intercompany loan			<u>(2,260)</u>

## Notes to financial statements (continued)

Goodwill

### 3 Staff costs

The only employees during the 38 weeks ended 31 December 1995 were the directors, none of whom received any remuneration.

### 4 Tangible fixed assets

The movement in the period was as follows:

	Leasehold improvements £'000	Fixtures, fittings and equipment £'000	Motor vehicles £'000	Total £'000
<b>Cost</b>				
11 April 1995	-	-	-	-
Transfers in from other group undertakings	23	318	7	348
31 December 1995	23	318	7	348
<b>Depreciation</b>				
11 April 1995 and 31 December 1995	-	-	-	-
<b>Net book value</b>				
11 April 1995	-	-	-	-
31 December 1995	23	318	7	348

### 5 Debtors

Amounts falling due within one year:	1995 £'000
Trade debtors	2,093
Amounts owed by other group undertakings	168
Amounts owed by parent company	100
VAT recoverable	32
Prepayments and accrued income	172
	<u>2,565</u>

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## Notes to financial statements (continued)

### 6 Creditors: Amounts falling due within one year

	1995 £'000
Trade creditors	93
Amounts owed to other group undertakings	1,329
Other creditors:	
- social security and PAYE	47
- pension scheme	9
- UK corporation tax payable	163
Accruals and deferred income	219
	<u>1,860</u>

### 7 Creditors: Amounts falling due after more than one year

	1995 £'000
Obligations under finance leases and hire purchase contracts	3
Amounts due to other group undertakings	2,260
	<u>2,263</u>

Amounts due to other group undertakings represents the consideration due to Bio-Rad Limited on the acquisition of its trade and assets on 31 December 1995.

### 8 Provision for liabilities and charges

	1995 £'000
Provision for warranties	<u>133</u>

a) The movement on the warranty provision during the year was as follows:

	1995 £'000
11 April 1995	-
Transferred in on acquisition of the trade and assets of another group entity	133
31 December 1995	<u>133</u>

## Notes to financial statements (continued)

### 8 Provision for liabilities and charges (continued)

b) There is a net potential deferred tax asset of £19,000 at 31 December 1995 which represents the excess of book depreciation over tax allowances claimed on tangible fixed assets and the tax effect of certain accruals. This asset has not been recognised on the grounds of prudence.

### 9 Called-up share capital

	1995 £'000
<i>Authorised, allotted and called-up</i>	
Ordinary shares of £1 each	<u>100</u>

### 10 Guarantees and other financial commitments

#### a) Capital commitments

At the end of the period there were no outstanding capital commitments.

#### b) Lease commitments

The company has entered into non-cancellable operating leases in respect of motor vehicles and office equipment, the payments for which extend over periods of up to 4 years.

The minimum annual rentals under these leases are as follows:

	1995 £'000
Operating leases which expire	
- within one year	34
- within 2-5 years	<u>113</u>
	<u>147</u>

#### c) Contingent liabilities

The company has made a Duty Deferment Guarantee to HM Customs and Excise of £200,000.

#### d) Pension arrangements

The company participates in a defined contribution pension scheme. At the end of the period there was an accrual for contributions of £8,829.

## Notes to financial statements (continued)

### 11 Reconciliation of movement in shareholders' funds

	1995 £'000
Opening shareholders' funds	-
Shares issued	100
Closing shareholders' funds	<u>100</u>

### 12 Ultimate parent company

The company is a wholly-owned subsidiary undertaking of Bio-Metrics (UK) Limited, registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Bio-Rad Laboratories Inc., incorporated in the United States of America. The consolidated financial statements of this group are available to the public and may be obtained from 1000, Alfred Noble Drive, Hercules, California 94547, USA.

The smallest group in which the results of the company are consolidated is that headed by Bio-Metrics (UK) Limited. The consolidated financial statements of this group are available to the public and may be obtained from Bio-Rad House, Maylands Avenue, Hemel Hempstead.