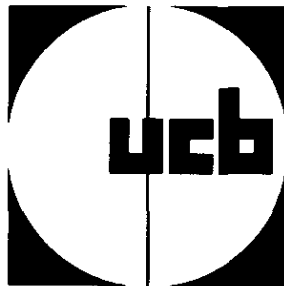


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Confirmant Limited

Directors report and financial statements for the financial year
ended 31 December 2009

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Confirmant Limited

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements of the Company (registered number 4177286) for the year ended 31 December 2009

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS

The principal activity of the company is that of a holding company. The Company did not trade during the year.

RISKS AND UNCERTAINTIES

The Company is a wholly owned subsidiary of the Group, UCB S A and is managed as part of the overall operations of the Group in the UK. The directors therefore manage risk as a whole across the UK operations, rather than as individual entities. This includes application of the Group's risk framework which requires all businesses and functions within the Group to establish processes for identifying, evaluating and managing key risks. For this reason, and given the limited risks and transactions related to this Company, the directors do not consider separate disclosure of key risks and uncertainties to be necessary.

KEY PERFORMANCE INDICATORS

Given the straightforward nature of the business and the fact that the Company is not engaged in any trading activities, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development performance or position of the business.

RESULTS AND DIVIDENDS

The profit and loss account for the year is set out on page 6.

The Company had a profit after taxation of £10,000 (2008: £31,000 profit). The directors do not recommend the payment of a dividend (2008: nil).

DIRECTORS

The directors who held office during the year and up to the date of signing the financial statements are listed below:

Dr M G Lee	(Resigned 31 August 2009)
M G Hardy	
S C Jones	(Appointed 27 July 2009)

No director held any interest in the share capital of the Company. No director had a material interest in any contract to which the Company was a party during the financial year.

DISCLOSURE OF INFORMATION TO AUDITORS

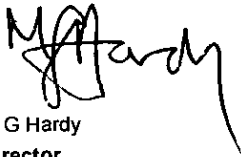
The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

DIRECTORS' REPORT (CONTINUED)

AUDITORS

KPMG Audit plc resigned as auditors of the Company on 25 November 2009 and confirmed in accordance with section 509 of the Companies Act 2006 that there were no circumstances which should be brought to the attention of the Company's shareholders or creditors. The Company accepted their resignation. PricewaterhouseCoopers LLP have been appointed auditors of the Company in accordance with section 485 of the Companies Act 2006. The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their appointment will be proposed at the annual general meeting.

On behalf of the Board



M G Hardy
Director

27 JULY 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' 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 elected to prepare the 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 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 whether applicable UK 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 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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CONFIRMANT LIMITED

We have audited the financial statements of Confirmant Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

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 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.

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.

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.

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 2009 and of its 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CONFIRMANT LIMITED (CONTINUED)

Other matters

The company has passed a resolution in accordance with Section 506 of the Companies Act 2006 that the senior statutory auditor's name should not be stated

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge

29 July 2010

Confirmant Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	2009 £'000	2008 £'000
OPERATING PROFIT	2	-	-
Interest receivable and similar income	3	16	44
Interest payable and similar charges	4	(2)	-
Profit on ordinary activities before taxation		14	44
Tax on profit on ordinary activities	5	(4)	(13)
Profit for the financial year	10	10	31

The Company has no recognised gains and losses other than above and therefore no separate statement of total recognised gains and losses has been presented

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents

The notes on pages 8 to 10 form an integral part of these financial statements

The results derive from continuing operations

Confirmant Limited

BALANCE SHEET AS AT 31 DECEMBER 2009

	Notes	2009 £'000	2008 £'000
Current assets			
Debtors	6	10,802	10,704
Cash at bank and in hand		-	115
		10,802	10,819
Creditors amounts falling due within one year	7	(1,289)	(1,316)
Net current assets		9,513	9,503
Net assets		9,513	9,503
Capital and reserves			
Called up share capital	9	30,000	30,000
Profit and loss account (deficit)	10	(20,487)	(20,497)
Total shareholders' funds	10	9,513	9,503

The notes on pages 8 to 10 form an integral part of these financial statements

The financial statements were approved by the board of directors on *17 July* 2010 and were signed on its behalf by


M G Hardy
Director


S C Jones
Director

NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items in relation to the financial statements

ACCOUNTING CONVENTION

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom as prescribed by the Companies Act 2006 and under the historical cost accounting rules

The Company is exempt by virtue of part 15, section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group

CASH FLOW STATEMENT

The Company is not required to prepare a cash flow statement as it is ultimately owned by UCB S A , and the consolidated accounts of that Company include a consolidated cash flow statement that includes the Company

RELATED PARTY TRANSACTIONS

The Company is exempt, under FRS 8, from the requirement to disclose related party transactions on the grounds that it is a wholly owned subsidiary undertaking. This exemption covers transactions with other Group undertakings

DEFERRED TAXATION

Deferred taxation is provided on timing differences that have originated but not reversed by 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 is recognised as recoverable and therefore recognised only 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 periods 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 an undiscounted basis

FOREIGN CURRENCIES

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the previous months close or at the contracted rate if the transaction is covered by a forward exchange contract

TRADE AND OTHER DEBTORS

Trade and other debtors are carried at the lower of their original invoiced value and recoverable amount. Provision is made when there is objective evidence that the Company will not be able to recover balances in full, with the charge being recognised in the profit and loss account. Balances are written off when the probability of recovery is assessed as being remote

TRADE AND OTHER CREDITORS

Trade and other creditors are stated at cost

GOING CONCERN

The directors consider that the company has adequate resources to continue in business in the foreseeable future and that it is therefore appropriate to adopt the going concern basis in preparing the accounts

Confirmant Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2 OPERATING RESULTS

- (a) In 2009 and 2008 the auditors' remuneration has been borne by fellow subsidiary companies
 (b) No Director received any remuneration for the year in respect of their duties (2008 nil)
 (c) The average number of staff employed by the Company, including Directors, during the year was nil (2008 nil)

3 INTEREST RECEIVABLE AND SIMILAR INCOME

	2009 £'000	2008 £'000
Bank interest receivable	-	7
Income receivable from Group undertakings	16	32
Foreign exchange gains	-	5
	16	44

4 INTEREST PAYABLE AND SIMILAR CHARGES

	2009 £'000	2008 £'000
Foreign exchange losses	(2)	-

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2009 £'000	2008 £'000
UK corporation tax on profits of the year	4	13
Total current tax charge and tax on profit on ordinary activities	4	13

The tax assessed for the period is the same as (2008 same as) the standard rate of corporation tax in the UK (28%, 2008 28.5%)

	2009 £'000	2008 £'000
Profit on ordinary activities before taxation	14	44
Profit on ordinary activities multiplied by the standard rate in the United Kingdom at 28% (2008 28.5%)	4	13
Total current tax charge	4	13

6 DEBTORS

	2009 £'000	2008 £'000
Amount owed by fellow Group companies	10,802	10,689
Other debtors	-	15
	10,802	10,704

The amounts owed by Group undertakings are repayable on demand bear interest at an annual rate of 2.15% (2008 5.68%)

7 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009 £'000	2008 £'000
Amounts due to fellow Group companies	1,289	1,316

The amounts owed to Group undertakings are repayable on demand, bear nil interest (2008 nil%) No securities are secured to the inter group balances

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

8 DEFERRED TAXATION

	Provided 2009 £'000	Provided 2008 £'000	Not recognised 2009 £'000	Not recognised 2008 £'000
Tax losses	-	-	(4,694)	(4,694)

The tax losses above are shown on a net basis. No deferred tax asset has been recognised as the Company is non-trading and it cannot be seen with sufficient certainty whether these losses can be utilised.

A number of changes to the UK Corporation tax system were announced in the June 2010 Budget Statement. The Finance (No 2) Act 2010 is expected to include legislation to reduce the main rate of corporation tax from 28% to 27% from 1 April 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 24% by 1 April 2014. The changes had not been substantively enacted at the balance sheet date and therefore are not included in these financial statements.

9 SHARE CAPITAL

	2009 Number	2009 £'000	2008 Number	2008 £'000
Authorised				
Ordinary shares of £1 each	30,000,000	30,000	30,000,000	30,000
Allotted and fully paid				
Ordinary shares of £1 each	30,000,000	30,000	30,000,000	30,000

10 RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Share capital £'000	Profit and loss account £'000	Shareholders' funds £'000
Balances at 1 January 2009	30,000	(20,497)	9,503
Profit for the financial year	-	10	10
Balances at 31 December 2009	30,000	(20,487)	9,513

11 RELATED PARTY TRANSACTIONS

There were no related party transactions in the year.

12 PARENT UNDERTAKING

The immediate parent undertaking is Oxford GlycoSciences (UK) Limited, a Company incorporated in England and Wales. The ultimate parent Company at 31 December 2009 and the smallest and largest Group in which the Companies' results are consolidated are UCB S A, a Company incorporated in Belgium.

Copies of the respective financial statements of each of these companies can be obtained from Celltech Group Limited, 208 Bath Road, Slough, Berkshire SL1 3WE.