

**InterMune UK & I Limited**  
**Report and Financial Statements**  
**Year Ended 31 December 2017**  
**Company Number 07700275**



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**Strategic report for year ended 31 December 2017**

The directors present their strategic report together with the report of the directors and the audited financial statements for the year ended 31 December 2017.

Principal activities and business review

The principal activity of the company up to 28 February 2015 was a Limited Risk Distributor (LRD) for a branded pharmaceutical product- Esbriet® (indicated for treatment of IPF - Idiopathic Pulmonary Fibrosis) in the United Kingdom, Northern Ireland and the Republic of Ireland. The company also performed market development activities in advance of regulatory clearance.

Following the acquisition by Roche, Esbriet was absorbed into the portfolios of a sister affiliate -Roche Products Limited for the UK and Northern Ireland and Roche Products Ireland Limited for the Republic of Ireland. All the employees of InterMune UK&I Limited were either transferred to other Roche affiliates or left the Roche Group during 2015.

Since the transfer of Esbriet within the Roche Group – the company has ceased to trade.

Principal risks and uncertainties

As the company no longer trades– it is not exposed to any market or trading risk. All trade debts were collected before the end of the year.

Financial risk management is performed by the ultimate parent company, Roche Holding Ltd, which also provides financial support to the company as required.

The directors do not envisage the company commencing a trade in the forthcoming period and hence these accounts are made up on a non-going concern basis.

On behalf of the board



Olufunke Abimbola  
Company Secretary

17 May 2018

## **Report of the directors for year ended 31 December 2017**

The directors present their report together with the audited financial statements for the year ended 31 December 2017.

### Results and dividends

The profit and loss account is set out on page 6 and shows the profit for the year of £nil (2016: £39,601). No dividends have been paid or are proposed for the year (2016: £23,762,125)

### Directors

R Erwin

T Kelly (appointed 1 March 2017)

P Ward (appointed 1 August 2017)

C Schumacher (resigned 1 March 2017)

J Cook (resigned 1 August 2017)

The Company made no political donations or incurred any political expenditure during the year.

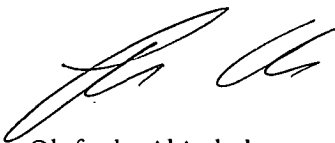
### Disclosure of information to the auditors

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 auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board



Olufunke Abimbola

Company Secretary

17 May 2018

## **Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements**

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## **Independent auditor's report to the members of InterMune UK&I Limited**

### **Opinion**

We have audited the financial statements of Roche Products Limited ("the company") for the year ended 31 December 2017 which comprise the statement of profit and loss and other comprehensive income, the balance sheet and the statement of change in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of the result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### **Going concern**

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon. Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## **Independent auditor's report to the members of InterMune UK&I Limited (continued)**

### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities**

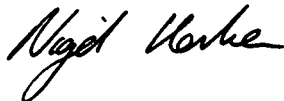
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

**Independent auditor's report to the members of InterMune UK&I Limited (continued)**

**The purpose of our audit work and to whom we owe our responsibilities**

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 an auditor's report 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.



Nigel Harker (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants  
15 Canada Square  
Canary Wharf  
London E14 5GL

17 May 2018



**Statement of Profit and Loss and Other Comprehensive Income**  
*for year ended 31 December 2017*

	<b>Note</b>	<b>2017</b> <b>£</b>	<b>2016</b> <b>£</b>
<b>Administrative expense</b>		-	(18,792)
<b>Operating (loss)/profit</b>	<b>2</b>	-	(18,792)
Other interest receivable and similar income	<b>3</b>	-	79,178
<b>Profit before taxation</b>		-	60,386
Tax on profit	<b>4</b>	-	(20,785)
<b>Profit for the financial year</b>		-	39,601
<b>Total comprehensive income for the period</b>		-	39,601
		=====	=====

All amounts relate to discontinued activities

All recognised gains and losses in the current and prior period are included in the profit and loss account

The notes on pages 10 to 13 form part of these financial statements

**Balance sheet at 31 December 2017**

	<b>Note</b>	<b>2017</b> <b>£</b>	<b>2016</b> <b>£</b>
<b>Current assets</b>			
Debtors: amounts falling due within one year	5	3	4,440
		<u>3</u>	<u>4,440</u>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	6	-	(4,437)
		<u>3</u>	<u>3</u>
<b>Net assets</b>		<u>=====</u>	<u>=====</u>
<b>Share capital and reserves</b>			
Called up share capital	7	3	3
		<u>3</u>	<u>3</u>
<b>Shareholder's funds</b>		<u>=====</u>	<u>=====</u>

The notes on pages 10 to 13 form part of these financial statements.

These financial statements were approved by the board of directors on 17 May 2018 and were signed on its behalf by:



Richard Erwin  
Director



Timothy Kelly  
Director

**Statement of changes in equity**

	Called up Share Capital	Profit and Loss Account	Capital Contribution and Share Scheme Reserves	Total
	£	£	£	£
<b>Balance at 1 January 2016</b>	3	22,012,847	709,677	23,722,527
Profit and loss	-	39,601	-	39,601
Total comprehensive income for the period	-	39,601	-	39,601
Dividends paid	-	(23,052,448)	(709,677)	(23,762,125)
<b>Balance at 31 December 2016</b>	3	-	709,677	3
	=====	=====	=====	=====

	Called up Share Capital	Profit and Loss Account	Capital Contribution Reserve	Total
	£	£	£	£
<b>Balance at 1 January 2017</b>	3	-	-	3
Total comprehensive income for the period	-	-	-	-
<b>Balance at 31 December 2017</b>	3	-	-	3
	=====	=====	=====	=====

The notes on pages 9 to 12 form part of these financial statements.

## Notes

### 1. Accounting policies

InterMune UK&I Limited (the “Company”) is a Company incorporated and domiciled in the UK. The Company’s registered office is Hexagon Place, 6 Falcon Way, Shire Park, Welwyn Garden City, Hertfordshire, AL7 1TW.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (“FRS 101”). The amendments to FRS 101 (2016/16 Cycle) issued in July 2017 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company’s ultimate parent undertaking, Roche Holding Ltd, includes the Company in its consolidated financial statements. The consolidated financial statements of Roche Holding Ltd are prepared in accordance with International Financial Reporting Standards and are available to the public.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following:

- A cash flow statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management; and
- The effects of new but not yet effective IFRSs.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

#### Measurement convention

The financial statements are prepared on the historical cost basis.

## **Notes (continued)**

### **1. Accounting policies (continued)**

#### **Going concern**

During the year ended 31 December 2015 and until 28 February 2016 the company's principal activity was a Limited Risk Distributor (LRD) for a branded pharmaceutical product- Esbriet® (indicated for treatment of IPF - Idiopathic Pulmonary Fibrosis) in the United Kingdom, Northern Ireland and the Republic of Ireland. Following the sale of the trade to fellow affiliates, the directors took the decision to cease trading. As the directors do not intend to acquire a replacement trade, they have not prepared the financial statements on a going concern basis.

#### **Foreign currency**

Foreign currency transactions are translated into sterling at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date. Any differences are taken to the profit and loss account.

#### **Trade and other debtors / creditors**

Trade and other debtors are recognized initially at transaction price less attributable transaction costs. Trade and other creditors recognized initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using effective interest method, less any impairment losses in the case of trade debtors.

#### **Turnover**

Turnover represents sales to external third parties at invoiced amounts less discounts, rebates and other provisions and less value added tax or local taxes on sales. Turnover is recognised at the point at which goods are received by the customer.

#### **Leased assets**

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

Provisions for onerous leases are measured at the present value of the expenditure expected to be required to settle the obligation, and are recognised when the property leased becomes vacant and is no longer used in the operations of the business. No discounting has been applied as the time value was determined as insignificant.

## Notes

### 2. Expenses and auditor's remuneration

*Included in profit are the following:*

	2017	2016
	£	£
Auditors remuneration:		
- fees receivable by the auditors for audit services in relation to the Company (these fees have been paid by a fellow group undertaking)	5,000	15,000
	=====	=====

### 3. Other interest receivable and similar income

	2017	2016
	£	£
Interest receivable on deposits with group companies	-	79,178
	-----	-----
	-	79,178
	=====	=====

### 4. Taxation on profit/(loss) on ordinary activities

	2017	2016
	£	£
<i>UK Corporation tax</i>		
Current tax on profit for the year	-	12,077
Adjustments in respect of previous periods	-	8,708
	-----	-----
Total current tax and taxation in the income statement	-	20,785
	=====	=====

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. Further reductions to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

	2017	2016
	£	£
<i>Reconciliation of effective tax rate</i>		
Profit for the year	-	60,386
Tax using the UK corporation tax rate of 19.25% (2016: 20.00%)	-	12,077
Adjustment for prior periods	-	8,708
	-----	-----
	-	20,785
	=====	=====

**5. Debtors**

	2017	2016
	£	£
Amounts owed by group companies	3	4,440
	<u>3</u>	<u>4,400</u>
	=====	=====

**6. Creditors: amounts falling due within one year**

	2017	2016
	£	£
Corporation tax	-	4,437
	<u>-</u>	<u>4,437</u>
	=====	=====

**7. Share capital**

	2017	2016
	£	£
<i>Allotted, called up and fully paid</i>		
3 ordinary shares of £1 each	3	3
	=====	=====

**8. Ultimate parent company and parent company of the larger group**

The Company is a subsidiary undertaking of Roche Holding Ltd which is the ultimate parent company incorporated in Switzerland. The ultimate controlling party is also Roche Holding Ltd whose address is Grenzacherstrasse 124, 4070 Basel, Switzerland. The entity in which the results of the Company are consolidated is that headed by Roche Holding Ltd. incorporated in Switzerland. No other group financial statements include the results of the Company. The consolidated financial statements of the Roche Group are available to the public and may be obtained from the Company Secretary, Roche Products Limited, 6 Falcon Way, Shire Park, Welwyn Garden City, AL7 1TW or on the internet at <http://www.roche.com>.

**9. Related party transactions**

No transactions were carried out by the Company with its managers and directors.