

The Wellcome Foundation Limited
(Registered number: 00194814)

Directors' report and financial statements
for the year ended 31 December 2016



Registered office address:
980 Great West Road
Brentford
Middlesex
TW8 9GS
England

The Wellcome Foundation Limited
(Registered number: 00194814)

Directors' report and financial statements

for the year ended 31 December 2016

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The Wellcome Foundation Limited
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Directors' report for the year ended 31 December 2016

The Directors present their report on the Company and the audited financial statements for the year ended 31 December 2016.

Principal activities and future developments

The Wellcome Foundation Limited (the "Company") is an investment holding company and is a member of the GlaxoSmithKline Group (the "Group"). The Directors do not envisage any change to the nature of the business in the foreseeable future.

Review of business

The Company made a profit for the financial year of £2,434,000 (2015: profit of £1,087,000).

The profit for the financial year of £2,434,000 will be transferred to reserves (2015: profit for the year of £1,087,000 transferred to reserves). The Directors are of the opinion that the current level of activity and the year end financial position are satisfactory and will remain so in the foreseeable future.

Results and dividends

The Company's results for the financial year are shown in the statement of comprehensive income on page 5.

No dividend is proposed to the holders of ordinary shares in respect of the year ended 31 December 2016 (2015: £nil).

Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were as follows:

Simon Dingemans
Edinburgh Pharmaceutical Industries Limited
Glaxo Group Limited

No Director had, during the year or at the end of the year, any material interest in any contract of significance to the Company's business with the exception of the Corporate Directors, where such an interest may arise in the ordinary course of business.

Directors' indemnity

Each of the Directors benefits from an indemnity given by the Company under its articles of association. This indemnity is in respect of liabilities incurred by the Director in the execution and discharge of his or its duties.

In addition, each of the Directors who is an individual benefits from an indemnity given by another Group undertaking, GlaxoSmithKline Services Unlimited. This indemnity is in respect of liabilities arising out of third party proceedings to which the Director is a party by virtue of his engagement in the business of the Company.

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Directors' report for the year ended 31 December 2016

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), including FRS 101 'Reduced disclosure framework' ("FRS 101") 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; 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.

Governance

The Company's approach to the Modern Slavery Act 2015 is set by the Group. As part of their governance, the Group reviewed and approved the approach to the Modern Slavery Act 2015 during 2016.

Disclosure of information to auditors

As far as each of the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and the Directors have taken all the steps that ought to have been taken to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

PricewaterhouseCoopers LLP are deemed to be re-appointed in accordance with an elective resolution made under section 386 of the Companies Act 1985 which continues in force under the Companies Act 2006.

This report has been prepared taking advantage of the small companies exemption in accordance with section 415A of the Companies Act 2006.

By order of the Board



A Burns
For and on behalf of Edinburgh Pharmaceutical Industries Limited - Corporate Director
27 April 2017

The Wellcome Foundation Limited
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Independent auditors' report to the members of The Wellcome Foundation Limited

Report on the financial statements

Our opinion

In our opinion, The Wellcome Foundation Limited's financial statements, (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 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.

What we have audited

The financial statements, included within the Directors report and financial statement (the "Annual Report"), comprise:

- the Balance sheet as at 31 December 2016;
- the Statement of comprehensive income for the year then ended;
- the Statement of changes in equity for the year then ended;
- the accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework" and applicable law (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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' report. We have nothing to report in this respect.

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, 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.

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.

The Wellcome Foundation Limited
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Independent auditors' report to the members of The Wellcome Foundation Limited

Other matters on which we are required to report by exception (continued)

Entitlement to exemptions

Under the Companies Act 2006, we are required to report to you if, in our opinion, the Directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

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 2, 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 opinion 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:

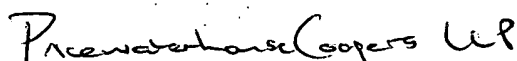
- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the Directors; and
- the overall presentation of the financial statements.

We primarily focus our work in the 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 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. With respect to the Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.

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
Chartered Accountants and Statutory Auditors
London
27 April 2017

The Wellcome Foundation Limited
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Statement of comprehensive income
for the year ended 31 December 2016

	Notes	2016 £'000	2015 £'000
Administrative expenses		(39)	(40)
Other operating income/(expense)		1,677	(2)
Operating profit/(loss)	4	1,638	(42)
Profit/(loss) before interest and taxation		1,638	(42)
Finance income	6	1,481	1,617
Finance expense	7	(77)	(212)
Finance income - net		1,404	1,405
Profit before taxation		3,042	1,363
Taxation	8	(608)	(276)
Profit for the year		2,434	1,087

The results disclosed above for both the current year and prior year relate entirely to continuing operations.

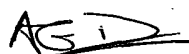
The Company has no other comprehensive income during either the current year or prior year and therefore no separate statement to present other comprehensive income has been prepared.

The Wellcome Foundation Limited
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Balance sheet
as at 31 December 2016

		2016 £'000	2015 £'000
Non-current assets	Notes		
Investments in subsidiaries	9	6,994	6,994
Current assets			
Trade and other receivables	10	450,360	447,813
Cash and cash equivalents		6	5
Total current assets		450,366	447,818
Total assets		457,360	454,812
Current liabilities			
Trade and other payables	11	(160,923)	(160,786)
Net current assets		289,443	287,032
Total assets less current liabilities		296,437	294,026
Non-current liabilities			
Other provisions	12	(3,683)	(3,706)
Total liabilities		(164,606)	(164,492)
Net assets		292,754	290,320
Equity			
Share capital	13	100,000	100,000
Retained earnings		192,754	190,320
Shareholders' equity		292,754	290,320

The financial statements on pages 5 to 13 were approved by the Board of Directors on 27 April 2017 and were signed on its behalf by:



A Burns

For and on behalf of Edinburgh Pharmaceutical Industries Limited Limited - Corporate Director

The Wellcome Foundation Limited
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Statement of changes in equity
for the year ended 31 December 2016

	Share capital £'000	Retained earnings £'000	Total £'000
At 1 January 2015	100,000	189,233	289,233
Profit and total comprehensive income for the year	-	1,087	1,087
At 31 December 2015	100,000	190,320	290,320
Profit and total comprehensive income for the year	-	2,434	2,434
At 31 December 2016	100,000	192,754	292,754

The Wellcome Foundation Limited
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Notes to the financial statements for the year ended 31 December 2016

1 Presentation of the financial statements

General information

The Wellcome Foundation Limited (the "Company") is an investment holding Company and is a member of the GlaxoSmithKline Group (the "Group"). The Company undertakes no further commercial activity. The Directors do not envisage any change to the nature of the business in the foreseeable future.

The Company is a private company and is incorporated and domiciled in the UK (England). The address of the registered office is 980 Great West Road, Brentford, Middlesex TW8 9GS.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied, unless otherwise stated.

(a) Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

These financial statements have been prepared on the going concern basis under the historical cost convention, and in accordance with the Companies Act 2006.

Disclosure exemptions adopted

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payments' (details of the number and weighted-average exercise prices of share options, and how the fair value of goods or services received was determined);
- IFRS 7, 'Financial instruments: disclosures';
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a) (iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16 Property, plant and equipment;
 - (iii) paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period);
 - (iv) paragraph 62(a) and (b) of IAS 40 Investment property;
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) (statement of cash flows);
 - 10(f) (a balance sheet as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirements for minimum of two primary statements, including cash flow statements),
 - 38B-D (additional comparative information),
 - 40A-D (requirements for a third balance sheet),
 - 111 (cash flow statement information), and
 - 134 - 136 (capital management disclosures).
- IAS 7, 'Statement of cash flows';
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation);
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more wholly owned members of a group.

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Notes to the financial statements for the year ended 31 December 2016

(a) Basis of preparation (continued)

The financial statements of GlaxoSmithKline plc can be obtained as described in note 2 (b).

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

(b) Consolidation

The Company is a wholly owned subsidiary of the ultimate parent company and as such has taken advantage of the exemption from preparing group financial statements under section 400 of the Companies Act 2006. GlaxoSmithKline plc, a company registered in England and Wales, is the Company's ultimate parent undertaking and controlling party. The largest and smallest group of undertakings for which group financial statements are prepared and which include the results of the Company, are the consolidated financial statements of GlaxoSmithKline plc. Copies of the consolidated financial statements can be obtained from the Company Secretary, GlaxoSmithKline plc, 980 Great West Road, Brentford, Middlesex TW8 9GS. The immediate parent undertaking is Wellcome Limited. These financial statements are separate financial statements.

(c) Expenditure

Expenditure is recognised in respect of goods and services received when supplied in accordance with contractual terms. A provision is made when an obligation exists for a future liability in respect of a past event and where the amount of the obligation can be reliably estimated.

(d) Finance income and expense

Finance income and expenses are recognised on an accruals basis using the effective interest method.

(e) Investment in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

(f) Impairment of non-financial assets

The carrying values of all non-financial assets are reviewed for impairment, either on a standalone basis or as part of a larger cash generating unit, when there is an indication that the assets might be impaired. Any provision for impairment is charged to the statement of comprehensive income in the year concerned.

Impairment losses on other non-financial assets are only reversed if there has been a change in estimates used to determine recoverable amounts and only to the extent that the revised recoverable amounts do not exceed the carrying values that would have existed, net of depreciation or amortisation, had no impairments been recognised.

(g) Trade and other receivables

Trade and other receivables are carried at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When a trade or other receivable is determined to be uncollectable it is written off, firstly against any provisions available and then to the statement of comprehensive income.

Subsequent recoveries of amounts previously provided for are credited to the statement of comprehensive income. Long-term receivables are discounted where the effect is material.

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, current balances with banks and similar institutions and highly liquid investments with maturities of three months or less. They are readily convertible into known amounts of cash and have an insignificant risk of changes in value.

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Notes to the financial statements for the year ended 31 December 2016

(i) Trade and other payables

Trade and other payables are initially recognised at fair value and then held at amortised cost using the effective interest method.

(j) Taxation

Current tax is provided at the amounts expected to be paid or refunded applying the rates that have been enacted or substantively enacted by the balance sheet date.

(k) Provisions for liabilities

Provisions are recognised when the Company has a legal or constructive obligation as a result of a past event, it is probable that outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

3 Key accounting judgments and estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the amounts of assets, liabilities, revenue and expenses reported in the financial statements. Actual amounts and results could differ from those estimates. The following are considered to be the key accounting judgements and estimates made.

(a) Taxation

Current tax is provided at the amounts expected to be paid or refunded, at the rates that have been enacted or substantively enacted by the balance sheet date.

(b) Impairment of investments in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses. Annual impairment tests are carried out to ascertain if the carrying value of investments are impaired. These tests comprise a comparison between the carrying value of investment in subsidiary and the net asset value of the subsidiary. In some instances, valuations of subsidiary companies are prepared. Valuations for impairment tests are based on established market multiples or risk-adjusted future cash flows over the estimated useful life of the asset, where limited, discounted using appropriate interest rates.

The assumptions relating to future cash flows, estimated useful lives and discount rates are based on business forecasts and are therefore inherently judgemental. Future events could cause the assumptions used in these impairment tests to change with a consequent adverse effect on the future results of the Company.

4 Operating profit/(loss)

	2016 £'000	2015 £'000
The following items have been (charged)/credited in operating profit/(loss)		
Management fee	(16)	(16)
Audit fees	(23)	(24)
Other item:		
Income received from a certificate of tax deposit	1,677	-

GlaxoSmithKline Services Unlimited provides various services and facilities to the Company including finance and administrative services for which a management fee is charged.

5 Employees

All UK personnel are remunerated by GlaxoSmithKline Services Unlimited and receive no remuneration from the Company. A management fee is charged by GlaxoSmithKline Services Unlimited for services provided to the Company (see Note 4). The Company has no employees.

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Notes to the financial statements for the year ended 31 December 2016

6 Finance income

	2016 £'000	2015 £'000
On loans to Group undertakings	1,187	1,616
Other interest income	294	1
Total finance income	1,481	1,617

7 Finance expense

	2016 £'000	2015 £'000
On loans with Group undertakings	(77)	(212)

8 Taxation

	2016 £'000	2015 £'000
Income tax expense on profit		
Current tax:		
UK corporation tax at 20.00% (2015: 20.25%)	(608)	(276)
Total current tax	(608)	(276)
Total tax charge for the year	(608)	(276)

There are no items required to reconcile the profit on ordinary activities before taxation at the statutory rate of 20.00% (2015: 20.25%) to the total tax charge.

No deferred taxation has been recognised in the statement of comprehensive income or directly in equity in either the current or prior year.

Factors that may effect future tax charges:

The UK tax rate for the year ended 31 December 2016 is 20%. Further reductions to 19% (effective 1 April 2017) and to 17% (effective 1 April 2020) were enacted as part of the Finance Act 2016 on 15 September 2016. This will impact the Company's future current tax charge accordingly.

9 Investments in subsidiary

	Subsidiary shares at cost £'000
Cost and carrying value at 1 January 2015, 31 December 2015 and 31 December 2016	6,994

Details of the subsidiary of the Company as at 31 December 2016 are given in Note 17.

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

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Notes to the financial statements for the year ended 31 December 2016

10 Trade and other receivables

	2016 £'000	2015 £'000
Amounts owed by Group undertakings	450,359	447,792
Other receivables	1	21
	450,360	447,813

Amounts owed by Group undertakings are unsecured, interest free and repayable on demand, except for a call account balance with GSK Finance of £449,558,000 (2015: £446,993,000) which is unsecured with interest received at 0.26% per annum (2015: 0.36% per annum) and repayable on demand.

11 Trade and other payables

	2016 £'000	2015 £'000
Amounts owed to Group undertakings	159,774	159,651
Corporation tax	1,149	817
Other payables	-	29
Accruals and deferred income	-	289
	160,923	160,786

Amounts owed to Group undertakings are unsecured, interest free and repayable on demand, except for a loan account balance with Burroughs Wellcome International of £29,144,000 (2015: £29,067,000) which is unsecured with interest paid at 0.26% per annum (2015: 0.74% per annum) and repayable on demand.

The corporation tax creditor contains amounts which will be paid to fellow Group companies.

12 Other provisions

	Other Provisions £'000
At 1 January 2015	3,727
Utilised	(21)
At 31 December 2015	3,706
Utilised	(23)
At 31 December 2016	3,683

The provision relates to a site closure and includes a provision for site demolition, on-going rehabilitation costs (which will not form part of the sale of site) and other project management costs.

Although the Company has no employees, any severance costs relating to employees of GlaxoSmithKline Services Unlimited who work at the Company's manufacturing operations will be recharged to the Company.

13 Share capital

	2016 Number of shares	2015 Number of shares	2016 £'000	2015 £'000
Authorised				
Ordinary Shares of 100p each (2015: 100p each)	100,000,000	100,000,000	100,000	100,000
Issued and fully paid				
Ordinary Shares of 100p each (2015: 100p each)	100,000,000	100,000,000	100,000	100,000

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Notes to the financial statements for the year ended 31 December 2016

14 Contingent liabilities

Group banking arrangement

The Company, together with fellow Group undertakings has entered into a Group banking arrangement with the Company's principal bank. The bank holds the right to pay and apply funds from any account of the Company to settle any indebtedness to the bank of any other party to this agreement. The Company's maximum potential liability as at 31 December 2016 is limited to the amount held on its accounts with the bank. No loss is expected to accrue to the Company from the agreement.

15 Directors' remuneration

During the year, the Directors of the Company, with the exception of the Corporate Directors, were remunerated as executives of the Group and received no remuneration in respect of their services to the Company (2015: £nil). Corporate Directors received no remuneration during the year, either as executives of the Group or in respect of their services to the Company (2015: £nil).

16 Related party transactions

As a wholly owned subsidiary of the ultimate parent company, GlaxoSmithKline plc, advantage has been taken of the exemption afforded by FRS 101 'Reduced disclosure framework' not to disclose any related party transactions with other wholly owned members of the Group, or information around remuneration of key management personnel compensation. There are no other related party transactions.

17 Subsidiaries

The subsidiaries of the Company as at 31 December 2016 are as follows:

Company	Direct shares held (%)	Indirect shares held (%)	Security	Address of the registered office
Charles Midgley Limited	100%	-	7% Cumulative Preference shares	980, Great West Road, Brentford, Middlesex, TW89GS, England.
Charles Midgley Limited	99.97%	-	Ordinary	980, Great West Road, Brentford, Middlesex, TW89GS, England.
Wellcome Consumer Healthcare Limited	99.98%	-	Ordinary	980, Great West Road, Brentford, Middlesex, TW89GS, England.
Wellcome Consumer Products Limited	99.99%	-	Ordinary	980, Great West Road, Brentford, Middlesex, TW89GS, England.
Burroughs Wellcome International Limited	-	99.99%	Ordinary	980, Great West Road, Brentford, Middlesex, TW89GS, England.