

Registered no 1615960

RORER HEALTH CARE LIMITED
Annual report and financial statements
for the year ended 31 December 2006



RORER HEALTH CARE LIMITED

Annual report and financial statements for the year ended 31 December 2006

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RORER HEALTH CARE LIMITED

Directors and advisers

Directors

N S. Brooksby
G De Forceville

Company secretary and registered office

Ms H Roberts

Aventis House
50 Kings Hill Avenue
Kings Hill
West Malling
Kent
ME19 4AH

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
1 Embankment Place
London
WC2N 6RH

RORER HEALTH CARE LIMITED

Directors' report for the year ended 31 December 2006

The directors present their report and the audited financial statements of the company for the year ended 31 December 2006

Principal activities

The company's principal activity is the receipt of interest from other group companies

Review of business and future developments

The company did not trade during the year and is not expected to trade in the forthcoming year. The year end financial position remains satisfactory

The report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Results and dividends

The results for the year ended 31 December 2006 are shown on page 8. The directors do not recommend the payment of a dividend (2005: £Nil) and therefore the profit of £12,000 (2005: £7,000) will be transferred to reserves

Directors

Directors who served during the year and up to the date of signing the financial statements were as follows:

N S Brooksby
G. De Forceville

Director's indemnities

Sanofi-Aventis, SA maintains liability insurance for the directors and officers of all group companies. Sanofi-Aventis, SA has also provided an indemnity for the directors and the secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 1985

RORER HEALTH CARE LIMITED

Directors' report for the year ended 31 December 2006

Statement directors' responsibilities

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that 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 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.

Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (2) each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

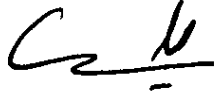
RORER HEALTH CARE LIMITED

Directors' report for the year ended 31 December 2006

Independent auditors

An elective resolution to dispense with the obligation to appoint auditors annually has been passed by the company in general meeting and therefore the independent auditors, PricewaterhouseCoopers LLP, will continue in office

On behalf of the board



G De Forceville
Director

24 October 2007

RORER HEALTH CARE LIMITED

Independent auditors' report to the members of Rorer Health Care Limited

We have audited the financial statements of Rorer Health Care Limited for the year ended 31 December 2006 which comprise the profit and loss account, the balance sheet and losses and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland) This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985 We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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

RORER HEALTH CARE LIMITED

Independent auditors' report to the members of Rorer Health Care Limited

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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

27 October

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RORER HEALTH CARE LIMITED

Profit and loss account for the year ended 31 December 2006

	Notes	2006 £000	2005 £000
Interest receivable and similar income	5	17	16
Profit on ordinary activities before taxation	6	<u>17</u>	<u>16</u>
Tax on profit on ordinary activities	7	(5)	(9)
Profit for the financial year	10	<u><u>12</u></u>	<u><u>7</u></u>

The company has no recognised gains and losses other than those dealt with above and therefore no separate statement of total recognised gains and losses has been presented

All amounts relate to continuing operations

RORER HEALTH CARE LIMITED
Balance sheet as at 31 December 2006

	Notes	2006 £000	2005 £000
Current assets			
Debtors	8	<u>19,912</u>	<u>19,900</u>
Capital and reserves			
Called-up share capital	9	19,560	19,560
Profit and loss account	10	352	340
Total shareholders' funds	11	<u>19,912</u>	<u>19,900</u>

The financial statements on pages 8 to 12 were approved by the board of directors on 24 October 2007 and were signed on its behalf by



G. De Forceville
Director

RORER HEALTH CARE LIMITED

Notes to the financial statements for the year ended 31 December 2006

1 Principal accounting policies

These financial statements are prepared on the going concern basis, and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Changes in accounting policy

FRS 26 'Financial instruments'. The company has adopted the recognition and measurement requirements of this standard but it has no impact upon the financial statements.

FRS 20 'Share based payments'. This company does not have any transactions which fall within the scope of this standard.

Related parties transactions

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS8, 'Related Party Disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by Sanofi-Aventis, SA whose accounts are publicly available.

Cash flow statement

The company is a wholly owned subsidiary company of a group headed by Sanofi-Aventis, SA, and is included in the consolidated accounts of that company, which are publicly available. Consequently, the company has taken advantage of the exemption within FRS 1 'Cash flow statements (revised 1996)' from preparing a cash flow statement.

2 Turnover

The company has not traded during the year (2005 £nil).

3 Directors' emoluments

None of the directors received any emoluments for their services to the company (2005 £nil).

4 Employee information

The company had no employees during the year (2005 none).

5 Interest receivable and similar income

	2006 £000	2005 £000
Interest receivable from group undertaking	<u>17</u>	<u>16</u>

RORER HEALTH CARE LIMITED

Notes to the financial statements for the year ended 31 December 2006

6 Profit on ordinary activities before taxation

Audit fees have been accounted for by fellow subsidiary company, Aventis Pharma Limited, and not recharged to the company both in the current and prior year

7 Tax on profit on ordinary activities

(a) Analysis of charge for the year

	2006 £000	2005 £000
Current tax		
Amounts payable to a fellow subsidiary in respect of tax saved by group relief	5	5
Adjustment in respect of previous years	-	4
Total current tax	<u>5</u>	<u>9</u>

The corporation tax payable for the year has been reduced by £5,000 because of group relief received from a fellow subsidiary for which a payment of £5,000 will be left outstanding on inter-company account

(b) Factors affecting tax charge for the year

The tax assessed for the year 2006 is the same (2005: higher) as the standard rate of corporation tax in the UK of 30% as explained below.

	2006 £000	2005 £000
Profit on ordinary activities before tax	<u>17</u>	<u>16</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	5	5
Effects of:		
Adjustment in respect of previous years	-	4
Current tax charge for year (note 7(a))	<u>5</u>	<u>9</u>

(c) Factors that may affect future tax charges:

A number of changes to the UK corporation tax system were announced in the March 2007 Budget Statement and have been enacted in the 2007 Finance Act or are expected to be enacted in the 2008 Finance Act. The changes had not been substantially enacted at the balance sheet date and, therefore, are not included in these financial statements

The effect of the changes enacted in the Finance Act 2007 and the other changes to be enacted in the Finance Act 2008 will have no impact on the company's tax position as at 31 December 2006.

RORER HEALTH CARE LIMITED

Notes to the financial statements for the year ended 31 December 2006

8 Debtors

	2006 £000	2005 £000
Amount owed by group undertakings	<u>19,912</u>	<u>19,900</u>

The amounts owed by group undertakings are unsecured, and have no fixed date of repayment. Amounts relating to trading balances owed by non-UK and balances owed by dormant companies are interest free, all other balances carry interest at LIBOR plus 15 basis points.

9 Called-up share capital

	2006 £000	2005 £000
Authorised		
19,560,000 ordinary shares of £1 each	<u>19,560</u>	<u>19,560</u>
Allotted and fully paid		
19,560,000 ordinary shares of £1 each	<u>19,560</u>	<u>19,560</u>

10 Profit and loss account

	£000
At 1 January 2006	340
Profit for the year	12
At 31 December 2006	<u>352</u>

11 Reconciliation of movements in shareholders' funds

	2006 £000	2005 £000
Opening shareholders' funds	19,900	19,893
Profit for the year	12	7
Closing shareholders' funds	<u>19,912</u>	<u>19,900</u>

12 Ultimate parent undertaking and controlling party

The immediate parent undertaking is Rorer Health Care Holdings Limited. The ultimate parent undertaking and controlling party is Sanofi-Aventis, SA, a company incorporated in France. Sanofi-Aventis, SA is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2006. The consolidated financial statements of Sanofi-Aventis, SA are available from Sanofi-Aventis, SA, 174-180 avenue de France, 75653 Paris Cedex 13, France.