

Molecular Light Technology Limited

Report and Financial Statements

31 December 2011



Molecular Light Technology Limited

Registered No 02339845

Directors

C Hull

R W Bowen (resigned 1 August 2012)

H Rosenman (resigned 1 August 2012)

Dr M Price-Jones (resigned 30 March 2012)

Auditor

Ernst & Young LLP
100 Barbirolli Square
Manchester
M2 3EY

Bankers

Bank of America
2 King Edward Street
London
EC1A 1HQ

Registered Office

5 Chiltern Close
Cardiff Industrial Park
Cardiff
CF14 5DL

Directors' report

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2011

Results and dividends

The results for the year are set out in detail on page 7. No dividend was paid in 2011 (2010: £nil)

Principal activity

The principal activity of the company is that of a holding company with subsidiaries engaged in the development and manufacture of nucleic acid-based biochemical test systems

Directors

The directors who served during the year and to the date of this report were as follows

C Hull

R W Bowen (resigned 1 August 2012)

H Rosenman (resigned 1 August 2012)

Dr M Price-Jones (resigned 30 March 2012)

Business review and review of future operations

The Company does not intend to trade in the near future

The Directors reviewed the carrying value of investments and receivables during the period and as a result wrote down the carrying value of these assets

As disclosed in Note 14, with effect from 1 August 2012, following the acquisition of Gen-Probe Incorporated by Hologic, Inc on that date, the Directors consider the Company's ultimate parent company to be Hologic, Inc

Review of going concern

The Company has appropriate financial resources given it has ceased trading and its business is that of a holding company. As a consequence, the directors believe that the Company is well placed to manage its risks successfully despite the current uncertain economic outlook

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly the directors continue to adopt the going concern basis in preparing the financial statements

Molecular Light Technology Limited

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Directors' report


Directors' statement as to disclosure of information to the auditor

The Directors who were members of the Board at the time of approving the Directors' Report are listed on page 1. Having made enquiries of the Company's Auditor, the Directors confirm that as at the date of this report as far as they are aware there is no relevant audit information of which the Company's Auditor is unaware and that they have taken such steps as they might reasonably be expected to take as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of such information.

Auditor

Ernst & Young LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Parent Company's Annual General Meeting.

By order of the Board



C Hull
Director

26 September 2012

Directors' responsibilities statement

The Directors are responsible for preparing the financial statements in accordance with applicable United Kingdom Law and United Kingdom Generally Accepted Accounting Practice

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 profit or loss of the Company for that 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 adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to 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.

Independent auditor's report

to the members of Molecular Light Technology Limited

We have audited the company's financial statements for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. 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).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

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. In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2011 and of its loss 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.

Independent auditor's report

to the members of Molecular Light Technology Limited (continued)

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



Barry Flynn (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Manchester

27 September 2012

Profit and loss account

for the year ended 31 December 2011

| | Note | 2011 £ | 2010 £ |
|-----------------------------------------------------------|------|-------------|-----------|
| Administrative expenses | | (196) | (49) |
| Operating Loss | 2 | (196) | (49) |
| Costs of a fundamental reorganisation | 5 | (6,827,464) | - |
| Loss on ordinary activities before finance charges | | (6,827,660) | (49) |
| Interest receivable and similar income | 6 | - | 170 |
| Interest payable and similar expense | 6 | - | (475) |
| Loss on ordinary activities before taxation | | (6,827,660) | (354) |
| Tax on loss on ordinary activities | 7 | - | - |
| Loss on ordinary activities after taxation | 12 | (6,827,660) | (354) |

The results above are all derived from continuing activities

There are no recognised gains and losses for the current or prior year other than those stated in the profit and loss account above. Accordingly, no separate statement of total recognised gains and losses is shown.

The notes on pages 9 to 14 form part of these financial statements.

Molecular Light Technology Limited

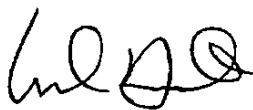
Registered No 02339845

Balance sheet

as at 31 December 2011

| | Note | 2011 £ | 2010 £ |
|-------------------------------------------------------|------|-----------|-----------|
| Fixed assets | | | |
| Investments | 8 | 587,770 | 4,001,120 |
| Current assets | | | |
| Debtors | 9 | 2,519,499 | 5,933,611 |
| Cash at bank and in hand | | 208,763 | 208,961 |
| | | 2,728,262 | 6,142,572 |
| Creditors: amounts falling due within one year | 10 | (337,118) | (337,118) |
| Net current assets | | 2,391,144 | 5,805,454 |
| Total assets less current liabilities | | 2,978,914 | 9,806,574 |
| Capital and Reserves | | | |
| Called-up share capital | 11 | 1,229 | 1,229 |
| Share premium | 12 | 58,168 | 58,168 |
| Profit and loss account | 12 | 2,919,517 | 9,747,177 |
| Equity shareholders' funds | | 2,978,914 | 9,806,574 |

The financial statements were approved by the Board of Directors on 26 September 2012 and were signed on its behalf by



C Hull
Director

Notes to the financial statements

for the year ended 31 December 2011

1. Accounting policies

Basis of accounting

The financial statements have been prepared in accordance with UK Generally Accepted Accounting Practice (UK GAAP) under the historical cost accounting rules on a basis consistent with prior periods. The financial statements have been prepared in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

The Company's significant accounting policies are set out below, together with the judgements made by management in applying these policies, which have the most significant effect on the amounts recognised in the financial statements. They have all been applied consistently through the year and the preceding year.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its group.

Cash flow statement

The Company has taken advantage of the exemption under Financial Reporting Standard 1 (Revised) Cash Flow Statements, not to prepare a cash flow statement as it is included in the consolidated financial statements of its ultimate Parent Company, Gen-Probe Incorporated.

Going concern

The directors have set out the factors considered in concluding on the appropriateness of the going concern basis of preparation in the going concern section of the Directors' report.

Investments

Investments held as fixed assets are stated at cost less provision for impairment. Those held as current assets are stated at the lower of cost and net realisable value.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign exchange

All transactions denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the date of the transactions. Assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date.

All exchange differences are dealt with through the profit and loss account.

Licensing fees

Licensing fees receivable and payable are recognised in the profit and loss account in the period to which they relate. Licensing fees received or paid in respect of future periods are deferred until those periods.

Notes to the financial statements

for the year ended 31 December 2011

2. Operating loss

The auditors received no remuneration for their services during the year (2010 £nil)

3. Directors' emoluments

No director received any remuneration in respect of director's fees or salary, during the year or in the prior year (2010 £nil)

The emoluments are paid by the parent company, Gen-Probe Inc. Their services to this company are of a non executive nature and their emoluments are deemed to be wholly attributable to their services to the parent company

4. Employee numbers

There were no employees during the year (2010 nil)

5. Exceptional items reported after operating loss

The costs of a fundamental reorganisation arose in respect of the impairment of the investment in Gen-Probe Cardiff Limited as well as a write down of an intercompany debtor, also with Gen-Probe Cardiff Limited as a result of its cessation of trading on 1 May 2012

| | Note | 2011 £ | 2010 £ |
|-------------------------------|------|------------------|-----------|
| Investment impairment | 8 | 3,413,350 | - |
| Intercompany debtor provision | | 3,414,114 | - |
| | | <u>6,827,464</u> | <u>-</u> |

The effect of the exceptional items charged to the profit and loss account for taxation was nil

6. Interest receivable and similar income

| | 2011 £ | 2010 £ |
|------------------------|-----------|--------------|
| Bank interest received | - | 170 |
| Bank interest payable | - | (475) |
| | <u>-</u> | <u>(305)</u> |

Notes to the financial statements

for the year ended 31 December 2011

7. Tax on loss on ordinary activities

a) Tax on loss on ordinary activities

The tax charge is made up as follows

| | 2011 £ | 2010 £ |
|--------------------------------------------------------|-----------|-----------|
| <i>Current taxation</i> | | |
| United Kingdom corporation tax | | |
| Current tax on result for the year at 26.5% (2010 28%) | - | - |

b) Factors affecting current tax charge

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows

| | 2011 £ | 2010 £ |
|-------------------------------------------------------------------|-------------|-----------|
| Loss on ordinary activities before tax | (6,827,660) | (354) |
| Tax on loss on ordinary activities before tax at 26.5% (2010 28%) | (1,809,330) | (99) |
| <i>Effects of</i> | | |
| Group relief | 52 | 99 |
| Expenses not deductible for tax purposes | 1,809,278 | - |
| Total current tax | - | - |

In his budget of 24 March 2011, the Chancellor of the Exchequer announced Budget tax changes, which have a significant effect on the Company's future tax position. As at 31 December 2011, the change in the tax rate from 28% to 26% from 1 April 2011 and the further reduction to 24% from 1 April 2012, were 'substantively enacted' and as such, in accordance with accounting standards, this change has been reflected in the Company's financial statements as at 31 December 2011.

More recently in his budget of 21 March 2012, the Chancellor of the Exchequer proposed further decreases in the rate of UK corporation tax from 24% to 23% from 1 April 2013. These proposed rate changes have not yet been enacted, but are to be enacted on an annual basis.

The rate change will also impact the amount of the future cash tax payment to be made by the Company. The effect on the Company of these proposed changes to the UK tax system will be reflected in the Company's financial statements.

Notes to the financial statements

for the year ended 31 December 2011

8. Investments held as fixed assets

The company had the following investments in subsidiaries

| | £ |
|-------------------------------------------|-----------|
| Cost | |
| At 1 January 2011 and at 31 December 2011 | 4,001,120 |
| Provisions for impairment | |
| At 1 January 2011 | - |
| Impairment | 3,413,350 |
| At 31 December 2011 | 3,413,350 |
| Net book value | |
| At 31 December 2011 | 587,770 |
| At 31 December 2010 | 4,001,120 |

Details of the investments in which the company holds 20% or more of the nominal value of ordinary share capital are as follows

| <i>Subsidiary undertaking</i> | <i>Country of incorporation</i> | <i>Proportion of shares held</i> | <i>Nature of business</i> |
|-------------------------------|---------------------------------|----------------------------------|--------------------------------------------------------------|
| Gen-Probe Cardiff Limited | Wales | 100% | Development and manufacture of nucleic-acid based technology |
| Bioanalysis Limited | Wales | 100% | Non trading |

9. Debtors

| | <i>2011</i> £ | <i>2010</i> £ |
|------------------------------|------------------|------------------|
| Amounts owed by subsidiaries | 2,519,499 | 5,933,611 |
| | <u>2,519,499</u> | <u>5,933,611</u> |

Notes to the financial statements

for the year ended 31 December 2011

10. Creditors: amounts falling due within one year

| | 2011 £ | 2010 £ |
|----------------------------------------|----------------|----------------|
| Amount owed to subsidiary undertakings | 337,118 | 337,118 |
| | <u>337,118</u> | <u>337,118</u> |

11. Called up share capital

| | 2011 £ | 2010 £ |
|-------------------------------------------------------|--------------|--------------|
| <i>Authorised, allotted, called up and fully paid</i> | | |
| 645 'A' ordinary shares of £1 each | 645 | 645 |
| 25 'B' ordinary shares of £1 each | 25 | 25 |
| 153 'C' ordinary shares of £1 each | 153 | 153 |
| 197 'D' ordinary shares of £1 each | 197 | 197 |
| 209 'E' ordinary shares of £1 each | 209 | 209 |
| | <u>1,229</u> | <u>1,229</u> |

The 'A', 'B', 'C', 'D' and 'E' shares rank *pari passu* in all respects except that dividends may be recommended and declared on the 'C' ordinary shares without a like dividend being voted on the other shares

12. Reserves

| | Share premium account £ | Profit and loss account £ |
|---------------------|----------------------------------|------------------------------------|
| At 31 December 2009 | 58,168 | 9,747,531 |
| Loss for the year | - | (354) |
| At 31 December 2010 | <u>58,168</u> | <u>9,747,177</u> |
| Loss for the year | - | (6,827,660) |
| At 31 December 2011 | <u>58,168</u> | <u>2,919,517</u> |

Notes to the financial statements

for the year ended 31 December 2011

13. Related party transactions

The Company has taken advantage of the exemption within FRS8 Related Party Transactions not to disclose transactions within the Group as consolidated financial statements for the year ended 31 December 2011 were prepared by the ultimate Parent Company which can be obtained from the Company's registered office at 10210 Genetic Center Drive, San Diego, CA92121, USA

14. Parent undertaking and controlling party

The company's immediate parent undertaking is Gen-Probe UK Limited, a company registered in the United Kingdom

For the year ended 31 December 2011 the Company's Parent Company and controlling party is Gen-Probe Incorporated. The largest group in which the results of the Company were consolidated for the year ended 31 December 2011 was that headed by Gen-Probe Incorporated. Copies of the consolidated accounts can be obtained from the Company's registered office at 10210 Genetic Center Drive, San Diego, CA92121, USA

With effect from 1 August 2012, following the acquisition of Gen-Probe Incorporated by Hologic, Inc on that date, the Directors consider the Company's ultimate parent company to be Hologic, Inc a company incorporated in the United States of America and headquartered at 35 Cosby Drive, Bedford, Massachusetts, MA01730, USA