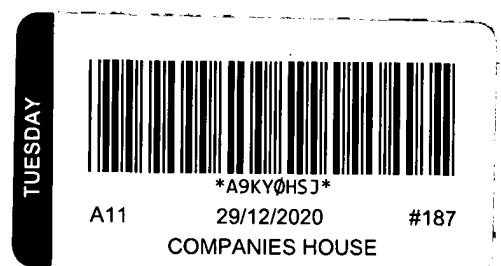

DEPUY INTERNATIONAL LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019



DEPUY INTERNATIONAL LIMITED

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DEPUY INTERNATIONAL LIMITED

COMPANY INFORMATION

Directors	A J Scholes D Corbin (appointed 1 January 2019) G Kurring (appointed 25 November 2019) D O'Mahony (appointed 11 April 2019) N J Sheppard (appointed 25 November 2019)
Registered number	03319712
Registered office	St Anthony's Road Beeston Leeds West Yorkshire LS11 8DT
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Central Square 29 Wellington Street Leeds West Yorkshire LS1 4DL
Solicitors	DLA Piper UK LLP Princes Exchange Princes Square Leeds LS1 4BY

DEPUY INTERNATIONAL LIMITED

STRATEGIC REPORT FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

The directors present their Strategic report on the company for the financial year ended 29 December 2019.

Principal activities

The principal activities of the company are the manufacture and supply of orthopedic products in the UK and the performance of R&D services on behalf of fellow group companies.

Business review

Overall the directors are satisfied with the performance of the company during the financial year and its financial position at the financial year end.

The key financial and other performance measures were as follows:

	2019 £000	2018 £000	Change %
Revenue	31,072	30,965	-
Operating profit	16,010	10,547	52
Total equity	84,380	128,872	(34)
Average number of employees	417	437	(5)

The results and dividend section within the Directors' report and the income statement on page 10 show the full results for the financial year.

Operating profit has increased by 52% year on year due to a decrease in operating expenses during the current year.

Total equity has decreased by 34% year on year. This decrease is principally driven by dividends paid during the financial year in the amount of £53,894,000.

The statement of financial position on page 12 to 13 of the financial statements shows the company's financial position at the end of the year.

The average number of employees has decreased by 5% year on year.

Future outlook

The market in which the company operates has remained competitive in 2020 up to date of approving the financial statements and is expected to remain competitive for the remainder of the year and into the future. The development of new and existing products and processes continues to be important to the success of the company in all areas of the business.

The directors remain confident that the company will continue to perform well in the future.

The directors consideration of Brexit and COVID is outlined within the Directors report.

DEPUY INTERNATIONAL LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks.

The key business risks and uncertainties affecting the company are considered to relate to general industry conditions and competition; economic conditions, such as currency exchange rate fluctuations; technological advances; challenges inherent in new product development; and trends toward health care cost containment. The risks and uncertainties are managed at regular board meetings, and where applicable, actions are taken to mitigate the risks.

This report was approved by the board and signed on its behalf.

D Corbin
Director



17TH DECEMBER 2020.

Date:

DEPUY INTERNATIONAL LIMITED

DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

The directors present their annual report and the audited financial statements for the financial year ended 29 December 2019.

The company's reporting period ends on the Sunday closest to 31 December, being 29 December 2019 for the current year (52 weeks) and 30 December 2018 for the prior year (52 weeks).

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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 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.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Future outlook

The directors' expectations for the future of the business are set out in the Strategic report included within the annual report and financial statements.

DEPUY INTERNATIONAL LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

Financial risk management

The policies set by the Group are implemented by the company's finance department. The department has a policy and procedures manual that sets out specific guidelines to manage price risk, credit risk, liquidity risk, interest rate cash flow risk and foreign exchange risk and circumstances where it would be appropriate to use financial instruments to manage these.

Price risk

The company is exposed to commodity price risk as a result of its operations. However, given the size of the company's operations, the costs of managing exposure to commodity price risk exceed any potential benefits. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature. The company has no exposure to equity securities price risk as it holds no listed or other equity investments.

Credit risk

The company has implemented policies that require appropriate credit checks on potential customers before sales are made. Where debt finance is utilised, this is subject to pre-approval by the board of directors and such approval is limited to high-credit-quality financial institutions. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed annually.

Liquidity risk

The company actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the company has sufficient available funds for operations and planned expansions.

Interest rate cash flow risk

The company has both interest bearing assets and interest bearing liabilities. Interest bearing assets include only cash balances, which earn interest at a fixed rate. The company has a policy of maintaining debt at a fixed rate to ensure certainty of future interest cash flows. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature.

Foreign exchange risk

The company makes sales and purchases in foreign currencies. The company manages its foreign exchange risk by hedging its significant exposures through a group hedging scheme.

Business Impact in Relation to Brexit

The United Kingdom (UK) withdrew from the European Union (EU) on 31 January 2020. The transition period is due to last until 31 December 2020. During this period, the UK will remain both within the EU customs union and single market.

During the transition period negotiations will take place between the UK and EU to finalize terms within the withdrawal agreement, which include trade terms between the two parties. As a result it is difficult to evaluate all of the potential implications on the Company's trade, customers, suppliers and the wider economy. At the time of finalising these financial statements the negotiations are still ongoing.

DEPUY INTERNATIONAL LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

Results and dividends

The profit for the financial year amounted to £12,930,000 (2018: £9,543,000). Final dividends of £1.16 (2018: £nil) per ordinary share amounting to £53,894,000 (2018: £nil) were paid during the financial year. The aggregate dividends on the ordinary shares recognised during the year amounts to £nil (2018: £nil).

Directors

The directors who served during the year and up to the date of signing the financial statements, unless otherwise stated, are given below:

P O'Sullivan (resigned 11 April 2019)
D Steane (resigned 14 May 2019)
MK Barker (resigned 31 October 2019)
AJ Scholes
D Corbin (appointed 1 January 2019)
G Kurring (appointed 25 November 2019)
D O'Mahony (appointed 11 April 2019)
N J Sheppard (appointed 25 November 2019)

Employee involvement

The company is committed to the continued development of employee involvement by an effective communications and consultative framework. Consultative committees covering broad business areas, pensions, health and safety, quality and employee services are well established and meet regularly in order to take on the views of the employees in decision-making. Team briefings, which complement other forms of management communication, ensure that all levels in the organisation are kept up-to-date on the performance of the company, thereby increasing employee engagement. In addition, surveys such as the annual Credo Survey are conducted to provide opportunities for employees to feed back to senior management on the health of the business and general working environment.

The current emphasis is on facilitating cross-functional relationships to increase awareness and to build effective teamwork.

The company is committed to the principle of employee share participation and accordingly during the year have continued the Johnson & Johnson Employee Share Incentive Plan. This scheme provides employees with the opportunity to acquire shares in the US parent company of the Johnson & Johnson group on an advantageous basis and it is operated with tax benefits under HM Revenue & Customs approved share scheme arrangements.

The company's policies and practices are regularly reviewed and feedback is received from all staff levels.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

DEPUY INTERNATIONAL LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

Events since the year end

As of the financial statement issuance date, the country, region and world are continuing to be impacted by the coronavirus (COVID-19). This outbreak is classified as non-adjusting event after the reporting date. Although the situation is still evolving at the date of issue of these financial statements, there is no tangible impact on the Company's activity however, the impact of this situation on the Company in the future cannot be predicted. Management will continue to closely monitor the potential impact of these events and will take all possible measures to mitigate possible consequences.

There have been no other significant events affecting the company since the financial year end.

Going concern

Management have considered the impact of the COVID-19 pandemic on the company's ability to continue as a going concern and are satisfied with that basis having reviewed forecasts and future cashflows.

Modern slavery statement

The company, as a member of the Johnson & Johnson family of companies, is committed to ensuring that it conducts its business worldwide with respect for human rights and in compliance with all applicable laws and fair labour practices. The company has prepared a statement in accordance with the requirements of The Modern Slavery Act 2015, a copy of which is available on request or on certain of the company's websites.

Independent Auditors

PricewaterhouseCoopers LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place in accordance with s487 of the Companies Act 2006 for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

This report was approved by the board and signed on its behalf.

D Corbin
Director



17TH DECEMBER 2020 ,

Date:

Independent auditors' report to the members of DePuy International Limited

Report on the audit of the financial statements

Opinion

In our opinion, DePuy International Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 29 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 29 December 2019; the income statement, the statement of comprehensive income, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

DEPUY INTERNATIONAL LIMITED

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 29 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

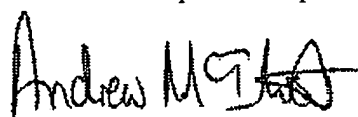
Other required reporting

Companies Act 2006 exception reporting

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Andrew McIntosh (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds

18 December 2020

DEPUY INTERNATIONAL LIMITED

**INCOME STATEMENT
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

	Note	Financial year ended 29 December 2019 £000	Financial year ended 30 December 2018 £000
Revenue	4	31,072	30,965
Cost of sales		(27,897)	(22,892)
Gross profit		3,175	8,073
Administrative expenses		(43,005)	(50,428)
Other operating income	5	55,840	52,902
Operating profit	6	16,010	10,547
Income from investments		8	-
Impairment of investments in subsidiaries	15	(47)	-
Interest receivable and similar income	10	113	355
Other finance income	11	202	843
Profit before income tax		16,286	11,745
Income tax expense	13	(3,356)	(2,202)
Profit for the financial year		12,930	9,543

The notes on pages 16 to 47 form part of these financial statements.

All amounts relate to continuing operations.

DEPUY INTERNATIONAL LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

		Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
	Note		
Profit for the financial year		12,931	9,543
Other comprehensive (expense)/income:			
Items that will not be reclassified to profit or loss:			
Actuarial (loss)/gain on defined benefit schemes	23	(1,647)	14,304
Actuarial gain on defined benefit schemes - Plan 16	24	149	159
Movement of deferred tax relating to pension surplus/(deficit)	21	227	(2,432)
Total other comprehensive (expense)/income for the financial year		(1,271)	12,031
Total comprehensive income for the financial year		11,660	21,574

The notes on pages 16 to 47 form part of these financial statements.

DEPUY INTERNATIONAL LIMITED
REGISTERED NUMBER: 03319712

STATEMENT OF FINANCIAL POSITION
AS AT 29 DECEMBER 2019


	Note	29 December 2019 £000	29 December 2019 £000	30 December 2018 £000	30 December 2018 £000
Non-current assets					
Property, plant and equipment	14		40,482		36,181
Investments	15		709		756
			<u>41,191</u>		<u>36,937</u>
Current assets					
Inventory	16	3,945		2,738	
Trade and other receivables	17	113,361		162,412	
Cash and cash equivalents		119		-	
		<u>117,425</u>		<u>165,150</u>	
Trade and other payables: amounts falling due within one year	18	(95,386)		(95,030)	
Net current assets			<u>22,039</u>		<u>70,120</u>
Trade and other payables: amounts falling due after more than one year	19		(3,487)		(3,622)
			<u>59,743</u>		<u>103,435</u>
Provisions for liabilities					
Deferred tax	21	(5,229)		(4,130)	
Other provisions	22	(632)		(790)	
			<u>(5,861)</u>		<u>(4,920)</u>
Pension assets	23,24		30,498		30,357
Net assets			<u>84,380</u>		<u>128,872</u>
Capital and reserves					
Called up share capital	25		46,654		46,654
Capital contribution			1		1
Retained earnings			37,725		82,217
Total equity			<u>84,380</u>		<u>128,872</u>

DEPUY INTERNATIONAL LIMITED
REGISTERED NUMBER: 03319712

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 29 DECEMBER 2019

The financial statements on pages 10 to 47 were approved and authorised for issue by the board and were signed on its behalf.

D Corbin
Director



17TH DECEMBER 2020

Date:

The notes on pages 16 to 47 form an integral part of these financial statements.

DEPUY INTERNATIONAL LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

	Called up share capital £000	Capital contribution £000	Retained earnings £000	Total equity £000
At 1 January 2018	46,654	1	61,603	108,258
Comprehensive income for the year				
Profit for the financial year	-	-	9,543	9,543
Actuarial gains on defined benefit pension scheme (note 23)	-	-	14,304	14,304
Actuarial gains on defined benefit pension Plan 16 scheme (Note 24)	-	-	159	159
Deferred tax on actuarial pension gains (note 21)	-	-	(2,432)	(2,432)
Other comprehensive income for the financial year	-	-	12,031	12,031
Total comprehensive income for the financial year	-	-	21,574	21,574
Charge from parent for equity-settled share-based payments	-	-	(2,632)	(2,632)
Credit relating to equity-settled share-based payments	-	-	1,318	1,318
Excess current tax credit on share-based payments	-	-	310	310
Deferred tax on share-based payments in excess of fair value at grant (note 21)	-	-	44	44
Total transactions with owners	-	-	(960)	(960)
At 30 December 2018	46,654	1	82,217	128,872
Comprehensive income for the financial year				
Profit for the financial year	-	-	12,930	12,930
Actuarial losses on defined benefit pension scheme (note 23)	-	-	(1,647)	(1,647)
Actuarial gains on defined benefit pension Plan 16 scheme (note 24)	-	-	149	149
Deferred tax on actuarial pension gains (note 21)	-	-	227	227
Other comprehensive expense for the financial year	-	-	(1,271)	(1,271)
Total comprehensive income for the financial year	-	-	11,659	11,659
Dividends paid (Note 12)	-	-	(53,894)	(53,894)
Charge from parent for equity-settled share-based payments	-	-	(4,008)	(4,008)

DEPUY INTERNATIONAL LIMITED

STATEMENT OF CHANGES IN EQUITY (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

Credit relating to equity-settled share-based payments	-	-	1,781	1,781
Excess current tax credit on share-based payments	-	-	329	329
Deferred tax on share-based payments in excess of fair value at grant (note 21)	-	-	(359)	(359)
Total transactions with owners	-	-	(56,151)	(56,151)
At 29 December 2019	46,654	1	37,725	84,380

The notes on pages 16 to 47 form part of these financial statements.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

1. General information

DePuy International Limited ('the company') is a private company limited by shares and is incorporated and domiciled in the United Kingdom. The address of its registered office is: St Anthony's Road, Beeston, Leeds West Yorkshire, LS11 8DT. The company manufactures and supplies orthopedic products in the UK and performs R&D services on behalf of fellow group companies.

Johnson & Johnson Medical Limited, a company incorporated in the United Kingdom, is the company's immediate parent company.

Johnson & Johnson, incorporated in the United States of America, is the company's ultimate parent undertaking.

Johnson & Johnson prepares group financial statements and is both the smallest and largest group for which group financial statements are drawn up and of which DePuy International Limited is a member. Copies of the consolidated financial statements may be obtained from the Secretary, Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933, USA.

As the company is a wholly owned subsidiary of Johnson & Johnson Medical Limited and of its ultimate parent, Johnson & Johnson, it is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

As the company is a wholly owned subsidiary of Johnson & Johnson, the group financial statements of which are publicly available, advantage is also taken of the exemption from disclosing transactions with group companies and from presenting a cash flow statement.

These financial statements are the company's separate financial statements for the financial year beginning 31 December 2018 and ending 29 December 2019.

The company's reporting period ends on the Sunday closest to 31 December, being 29 December 2019 for the current year (52 weeks) and 30 December 2018 for the prior year (52 weeks).

2. Accounting policies

2.1 Basis of preparation

The financial statements have been prepared on the going concern basis in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared on the historical cost convention, modified by derivative financial instruments held at fair value through profit and loss, unless otherwise stated within the financial statements and in accordance with the Companies Act 2006. The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Management have considered the impact of the COVID-19 pandemic on the company's ability to continue as a going concern and are satisfied with that basis having reviewed forecasts and future cashflows.

As permitted by the Companies Act 2006, the directors have adapted the prescribed format of the income statement in a manner appropriate to the nature of the company's business.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.1 Basis of preparation (continued)

The preparation of financial statements in conformity with FRS 101 requires the use of certain accounting estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. It also requires management to exercise its judgement in the process of applying the company's accounting policies. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. 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 (critical accounting estimates and judgements).

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in FRS 101 which addresses the financial reporting requirements and disclosure exemptions in the financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The company is a qualifying entity for the purposes of FRS 101. Details of the company's parent and from where its consolidated financial statements prepared in accordance with a Generally Accepted Accounting Practice considered to be an equivalent to IFRS may be obtained are set out in note 1 to the financial statements.

The company has taken advantage of the following disclosure exemptions, where applicable, under FRS 101:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based payment
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

The remaining exemptions available under the framework are not applicable to the company at this time.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.2 New standards, amendments and IFRIC interpretations

IFRS 16 is a new accounting standard that is effective for accounting period starting on or after 1 January 2019 and therefore not applicable during this financial year. There are no other amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 29 December 2019 that have had a material impact on the company's financial statements.

2.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in Pounds Sterling (£), which is also the company's functional currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2.4 Property, plant and equipment

All property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Freehold land and buildings	- 30 years
Leasehold improvements	- over the term of the lease
Plant and machinery	- 3 - 12 years
Fixtures, fittings and equipment	- 3 - 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within the income statement.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.5 Financial instruments

The company classifies its financial assets in the following categories: at amortised cost; and at fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the company has transferred substantially all the risks and rewards of ownership.

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss. Financial liabilities are measured at amortised cost.

(a) Financial assets at amortised cost

The company classifies its financial assets as at amortised cost if the recognition criteria is met. Subsequent to initial recognition these are measured at amortised cost using the effective interest method.

(b) Financial assets at fair value through profit or loss

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' and are categorised as fair value through profit or loss.

The following financial assets are classified at fair value through profit or loss (FVPL):

- Debt investments that do not qualify for measurement at either amortised cost
- Equity investments that are held for trading, and
- Equity investments for which the entity has not elected to recognise fair value gains and losses through OCI.

(c) Financial liabilities at amortised cost

Financial liabilities are measured at amortised cost.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Trade payables are presented as amounts falling due within one year unless payment is not due within 12 months after the reporting period.

2.6 Impairment of financial assets

Assets carried at amortised cost

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.7 Derivative financial instruments and hedge accounting

The company has chosen not to apply hedge accounting and all derivatives are measured at fair value through profit and loss.

2.8 Investments in subsidiaries

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

Impairment

The company assesses at the end of each financial year, whether there are any indicators that an investment is impaired. This process involves consideration of internal sources of information, including dividend distributions, foreign exchange movements, plans or events expected to take place in the near future. Where an impairment indicator is identified, an assessment is made to impair the carrying value of investment to the higher of fair value less costs to sell or its value in use. When an impairment loss is recognised, if applicable, the impairment will be recognised within the current year income statement.

2.9 Inventory

Inventory is stated at the lower of cost and net realisable value. Cost is determined on a first in, first out basis and includes transport and handling costs. In the case of manufactured products, cost includes all direct expenditure and production overheads, based on the normal level of activity. Net realisable value comprises estimated selling price less further production costs to completion and appropriate selling and distribution costs. Provision is made, where necessary, for obsolete, slow moving and defective inventory.

2.10 Trade and other receivables

Trade and other receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business, if longer) they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

2.11 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.12 Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

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

Accruals and deferred income comprise expenses relating to the current year, which will not be invoiced until after the date of the statement of financial position, and income received in advance relating to the following year.

2.13 Leases

Leases in which substantially all of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.14 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of the statement of financial position. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; or arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the date of the statement of financial position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.15 Pension obligations

The company participates in the Johnson & Johnson UK Group Retirement Plan. The UK Group operates a funded defined benefit pension scheme and defined contribution scheme for all UK employees. New entrants are eligible to join the funded defined benefit scheme and the defined contribution scheme is closed to new entrants. There is also an unfunded, unapproved defined benefit pension scheme arrangement for a small number of employees who are affected by the Inland Revenue Earnings Cap.

A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. The company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

In respect of Plan 16, which is a defined contribution plan with some underlying defined benefit guarantees, for the year ending 29 December 2019 and 30 December 2018, there was a change in estimate resulting in defined benefit accounting being applied.

The asset or liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of the plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

The amount charged or credited to finance costs is a net interest amount calculated by applying the liability discount rate to the net defined benefit liability or asset. Past service cost are recognised immediately in the income statement.

Under the defined contribution plan, the company has no further payment obligations once the contributions have been paid. Contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.16 Share based payments

The company operates a number of equity-settled, share-based compensation plans, under which the company receives services from employees as consideration for equity instruments (options) of the ultimate parent company, Johnson & Johnson. The awards are granted by Johnson & Johnson, and the company has no obligation to settle the awards. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. A credit is recognised directly in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price)
- excluding the impact of any service and non-market vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save). Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest.

The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each reporting period, the company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity. When the options are exercised, the company is recharged the options' original fair value as of the grant date from Johnson & Johnson. These intercompany charges are accounted for as a deduction from equity.

Employer's national insurance on share options

Under unapproved share option schemes, the company is required to pay National Insurance on the difference between the exercise price and market value at the exercise date of the shares issued. The company becomes unconditionally liable to pay the National Insurance upon exercise of the options.

The company therefore calculates the provision by applying the latest enacted National Insurance rate to the difference between the market value of the underlying options at the date of the statement of the financial position and the option exercise prices. The initial provision calculated upon grant of the option follows the underlying option and the charge to the income statement is therefore spread over the vesting period. At each date of the statement of financial position until the date of exercise the provision is adjusted by using the market value of the options at that date. The amount of the National Insurance actually payable will depend on the number of employees who remain with the company and exercise their options, the market price of the ultimate parent company's shares at the time of exercise and the prevailing National Insurance rates at the time.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.16 Share based payments (continued)

Employee benefits – Certificates of Extra Compensation (CEC's)

CEC's were granted up until 31 December 2009 by the company if it wished to reward an employee for faithful service in the past and to encourage employees in their future work by permitting them to share in the growth and success of the company's enterprises by issuing to them Units of Agreements of Additional Remuneration ("AAR Units") and to that end receive as extra compensation sums based upon and measured by (a) the amount of cash dividends from time to time declared upon an equal number of shares of common stock of the ultimate parent company and (b) by the formula value of AAR Units as established in the AAR agreement, at the time of termination of employment or death while in such employment.

Employee benefits – Certificates of Long-Term Performance (CLP's)

Since 1 January 2010 CLP's may be granted by the company if it wishes to reward an employee for faithful service in the past and to encourage employees in their future work by permitting them to share in the growth and success of the company's enterprises by issuing to them Units of Agreements of Additional Remuneration ("AAR Units") and to that end receive as extra compensation sums based upon and measured by (a) the amount of cash dividends from time to time declared upon an equal number of shares of common stock of the ultimate parent company and (b) by the formula value of AAR Units as established in the AAR agreement. This award represents a deferred compensation instrument with the vested value being paid out at the tenth anniversary of the date of the grant or upon termination or retirement, whichever occurs earlier.

2.17 Provisions

Provisions for restructuring costs and legal claims are recognised when: the company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.18 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied exclusive of discounts, returns and value added tax.

The company recognises revenue when the amount can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when the criteria included in the sales agreements have been met.

2.19 Other operating income

Other operating income represents income receivable from fellow group companies for services provided. It is recognised when the related expenses are incurred by the company.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.20 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.21 Dividend distributions

Dividend distributions to the company's shareholders are recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

2.22 Called up share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Inventory provisioning

The company regularly reviews the inventory balances and the associated provisioning required. When calculating the inventory provision, management considers the nature and condition of the inventory, as well as applying assumptions around saleability of finished goods and future usage of raw materials.

(b) Defined benefit pension scheme

The company has an obligation to pay pension benefits to certain employees. The cost of these benefits and the present value of the obligation depend on a number of factors, including; life expectancy, salary increases, asset valuations and the discount rate on corporate bonds. Management estimates these factors based on actuarial valuation reports in determining the net pension obligation in the statement of financial position. The assumptions reflect historical experience and current trends.

3.2 Critical judgements in applying the entity's accounting policies

The company's management considers that there are no significant judgements impacting the financial statements.

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

4. Revenue

An analysis of turnover by class of business is as follows:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Manufacturing service income	26,234	25,689
Royalty income	4,838	5,276
	<u>31,072</u>	<u>30,965</u>

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Europe, Middle East & Africa	31,072	30,965
	<u>31,072</u>	<u>30,965</u>

5. Other operating income

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Other operating income	55,840	52,902
	<u>55,840</u>	<u>52,902</u>

Other operating income represents income receivable from fellow group companies for services provided and expenses incurred by the company on behalf of DePuy Ireland Unlimited Company.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

6. Operating profit

The operating profit is stated after charging/(crediting):

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Research & development charged as an expense	22,816	23,222
Depreciation of property, plant and equipment (Note 14)	3,014	3,017
Loss/(profit) on disposal of property, plant and equipment	78	(5)
Operating lease expenses	443	323
Foreign exchange difference	224	1,707
	<u>27,275</u>	<u>28,274</u>

7. Auditors' remuneration

Remuneration for the statutory audit and other services carried out for the company by the company's auditors is as follows:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Audit of entity financial statements (including expenses)	53	53
	<u>53</u>	<u>53</u>

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

8. Employees

Staff costs, including directors' remuneration, were as follows:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Wages and salaries	19,096	24,278
Social security costs	2,981	2,578
Other pension costs (Note 23)	6,782	8,988
Share-based payments	1,254	1,318
	30,113	37,162

The average monthly number of employees, including the directors, during the financial year was as follows:

	Financial year ended 29 December 2019	<i>Financial year ended 30 December 2018</i>
Management and administration	288	297
Production	129	140
	417	437

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

9. Directors' emoluments

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Aggregate remuneration for qualifying services	776	816
Compensation for loss of office	374	-
	<u>1,150</u>	<u>816</u>

Retirement benefits are accruing to six directors (2018: four directors) under the company's defined benefit pension scheme and to no directors (2018: no directors) under the money purchase scheme.

Three directors (2018: one director) exercised share options in the ultimate parent company during the year.

Compensation for loss of office was accruing to one director (2018: none).

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Highest paid director		
Total amounts of emoluments and amounts (excluding shares) receivable under long-term incentive schemes	177	333
Defined benefit pension scheme:		
- Accrued pension at the end of the year	56	36
	<u>233</u>	<u>369</u>

The highest paid director did not exercise share options in the year (2018: no options exercised).

10. Interest receivable and similar income

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Interest receivable on UK group banking arrangements	113	355
	<u>113</u>	<u>355</u>

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

11. Other finance income

	Financial year ended 29 December 2019 £000	Financial year ended 30 December 2018 £000
Net interest income on pension scheme (note 23)	968	531
Net interest income on pension Plan 16 scheme (note 24)	24	9
(Loss)/gain on derivative financial instruments	(790)	303
	<u>202</u>	<u>843</u>

12. Dividends

	Financial year ended 29 December 2019 £000	Financial year ended 30 December 2018 £000
Dividends paid	53,894	-
	<u>53,894</u>	<u>-</u>

During the financial year the company has paid an interim dividend of amount £53,894,000 to Johnson & Johnson Medical Limited.

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

13. Income tax expense

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Tax included in the income statement		
Current tax on profits for the year	2,601	2,318
Adjustments in respect of previous periods	(212)	(24)
Total current tax	2,389	2,294
Deferred tax		
Origination and reversal of timing differences	857	(132)
Impact of change in tax rate	(90)	14
Adjustment in respect of previous periods	200	26
Total deferred tax	967	(92)
Total tax on profit on ordinary activities	3,356	2,202

Factors affecting tax charge for the financial year

The tax assessed for the financial year is higher than (2018 - lower than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Profit before tax	16,286	11,745
Profit multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	3,094	2,232
Effects of:		
Expenses not deductible for tax purposes	366	(41)
Adjustments to tax charge in respect of previous periods	(12)	3
Remeasurement of deferred tax due to change in the UK tax rate	(90)	14
Income not subject to tax	(2)	(6)
Total tax included in the income statement	3,356	2,202

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

13. Income tax expense (continued)

Factors that may affect future tax charges

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

Tax expense included in other comprehensive (expense)/income

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Current tax		
Current tax on items in other comprehensive income	-	-
Deferred tax		
Origination and reversal of temporary differences	(227)	2,432
Adjustments in respect of prior periods	-	-
Total tax (expense)/income included in other comprehensive (expense)/income	(227)	2,432

Tax (income)/expense included in equity

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Current tax		
Current tax on items in equity	(329)	(310)
Deferred tax		
Origination and reversal of temporary differences	359	(45)
Total deferred tax included in equity	359	(45)
Total tax expense / (income) included in equity	30	(355)

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

14. Property, plant and equipment

	Freehold land and buildings £000	Leasehold improvements £000	Plant and machinery £000	Fixtures, fittings and equipment £000	Construction in progress £000	Total £000
Cost						
At 31 December 2018	19,797	10,050	45,232	7,338	9,366	91,783
Additions	-	-	-	-	7,392	7,392
Disposals	(18)	-	(3,675)	(1,072)	-	(4,765)
Transfers between classes	-	1,041	2,519	328	(3,888)	-
At 29 December 2019	19,779	11,091	44,076	6,594	12,870	94,410
Accumulated depreciation						
At 31 December 2018	3,623	8,665	38,400	4,914	-	55,602
Charge for the financial year on owned assets	816	153	1,694	351	-	3,014
Disposals	(14)	-	(3,602)	(1,072)	-	(4,688)
At 29 December 2019	4,425	8,818	36,492	4,193	-	53,928
Net book value						
At 29 December 2019	15,354	2,273	7,584	2,401	12,870	40,482
At 30 December 2018	16,174	1,385	6,832	2,424	9,366	36,181

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

15. Investments

	Investments in subsidiary companies £000
Cost	
At 31 December 2018	756
Amounts written off	(47)
	<hr/>
At 29 December 2019	709
 Net book value	
At 29 December 2019	709
	<hr/>
At 30 December 2018	756
	<hr/>

During the financial year, the investment in Cemvac Systems AB was impaired by £47,000. The total impairment of £47,000 was charged to the income statement.

It is planned for Cemvac Systems AB to be liquidated during the course of financial year 2020.

Investments comprise interests in group undertakings.

Name	Class of shares	Holding	Principal activity
Cemvac Systems AB	Ordinary 100 Krone shares	100%	Manufacture and sale of surgical and hospital products (inactive)
DePuy Hellas S.A.	Ordinary 2.93 Euro shares	100%	Manufacture and sale of surgical and hospital products (inactive)

Name	Country of incorporation and registered office
Cemvac Systems AB	Sweden; Staffans Vag 2, 19278, Sollentuna, Sweden
DePuy Hellas S.A.	Greece; Agias Kiriakis 20, 145 61 Kifisia, Athens, Greece

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019**

16. Inventory

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Raw materials and consumables	1,362	246
Work in progress	1,867	1,840
Finished goods and goods for resale	716	652
	3,945	2,738

The replacement cost of inventory does not differ materially from the value stated in the statement of financial position.

The amount of write-downs of inventories recognised as an expense in the year is £45,000 (2018: £50,000).

17. Trade and other receivables

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Trade debtors	153	154
Amounts owed by group undertakings	107,034	159,027
Corporation tax	2,233	1,335
Prepayments and accrued income	3,941	1,660
Derivative financial instruments (note 20)	-	236
	113,361	162,412

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

17. Trade and other receivables (continued)

Amounts owed by group undertakings includes an amount of £20,662,000 (2018: £79,485,000) invested with the In-House Treasury Cash Pool.

The company, together with other UK based affiliate companies, participates in one or more In-House Treasury Cash Pool arrangements administrated by J.C. General Services CVBA, a company incorporated under Belgian law with registered office at Turnhoutseweg 30, 2340 Beerse, Belgium. The centralised financial management provided in relation to the In-House Treasury Cash Pool is intended to, among other things, enable the Cash Pool participants, by acting collectively, to have access to the broadest range of credit options at arm's length conditions, while optimising the use and investment of the liquidities available within the In-House Treasury Cash Pool.

All investments with J.C. General Services CVBA are made on behalf of the UK group companies by Johnson & Johnson Management Limited. Transactions between Johnson & Johnson Management Limited and UK group affiliates to fund these investments are treated as separate arrangements.

Amounts owed by group undertakings are unsecured, interest bearing and repayable on demand

18. Trade and other payables: amounts falling due within one year

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Bank overdrafts	-	69
Trade payables	1,912	1,388
Amounts owed to group undertakings	83,545	82,172
Accruals and deferred income	9,375	11,401
Derivative financial instruments (note 20)	554	-
	95,386	95,030

Amounts owed to group undertakings are unsecured, interest free and have no fixed date of repayment.

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NOTES TO THE FINANCIAL STATEMENTS
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19. Trade and other payables: amounts falling due after more than one year

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Government grants received	3,487	3,622
	<u>3,487</u>	<u>3,622</u>

Government grants were received as part of a Regional Growth Fund initiative to create economic growth and lasting employment.

20. Derivative financial instruments

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Forward foreign exchange contract (liability)/assets	(554)	236
	<u>(554)</u>	<u>236</u>

The company enters into forward foreign currency contracts to mitigate the exchange rate risk for certain foreign currency receivables and payables. The forward currency contracts are measured at fair value, which is determined using valuation techniques that utilise observable inputs. The key assumptions used in valuing derivatives are the exchange rates for USD: GBP and USD: EUR.

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**NOTES TO THE FINANCIAL STATEMENTS
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21. Deferred tax

	Accelerated/ decelerated capital allowances £000	Retirement benefits £000	Provisions for liabilities £000	Share-based payments £000	Total £000
At 1 January 2018	(287)	(2,880)	142	1,191	(1,834)
(Charge)/credit to the income statement	(287)	253	(7)	133	92
Charge to other comprehensive expense	-	(2,432)	-	-	(2,432)
Credit to equity	-	-	-	44	44
At 30 December 2018	(574)	(5,059)	135	1,368	(4,130)
(Charge)/credit to the income statement	(465)	(353)	(28)	(121)	(967)
Credit to other comprehensive income	-	227	-	-	227
Charge to equity	-	-	-	(359)	(359)
At 29 December 2019	(1,039)	(5,185)	107	888	(5,229)

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	29 December 2019 £000	30 December 2018 £000
Deferred tax assets	995	1,503
Deferred tax liabilities	(6,224)	(5,633)
Net deferred tax reported in the statement of financial position	(5,229)	(4,130)

At 29 December 2019, the company has no unused tax losses (30 December 2018: no unused tax losses) available for offset against future profits.

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NOTES TO THE FINANCIAL STATEMENTS
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22. Other provisions

	Employer's national insurance on share-based payments £000
At 31 December 2018	790
Charged to profit or loss	326
Utilised in financial year	(484)
At 29 December 2019	<u>632</u>

23. Post-employment benefits

The company participates in three pension arrangements in conjunction with other companies in the Johnson & Johnson Group. These are a funded, defined benefit plan called the "Johnson & Johnson UK Group Retirement Plan", a defined contribution Plan with some underlying guarantees for employees called the "Johnson & Johnson UK Group Retirement Plan 16", and an unfunded, unapproved defined benefit arrangement.

The company also participates in a life assurance arrangement called the "Johnson & Johnson UK Approved Life Assurance Plan".

Johnson & Johnson UK Group Retirement Plan

The risks of the plans are as follows:

(a) Asset volatility

The plan liabilities are calculated using a discount rate set with reference to corporate bond yields. However, the plan holds a significant proportion of equities, which are expected to outperform corporate bonds in the long-term but do provide increased volatility and risk in the short-term.

(b) Changes in bond yields

A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

(c) Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities.

(d) Inflation risk

A significant proportion of the pension obligation is linked to inflation, and higher inflation will lead to higher liabilities.

DEPUY INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
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23. Post-employment benefits (continued)

A comprehensive actuarial valuation of the UK Group Retirement Plan was carried out at 31 March 2017. The valuation results at this date have been updated to 29 December 2019 by a qualified independent actuary. The valuation in the financial statements has been made based on the following assumptions:

	Financial year ended 29 December 2019	<i>Financial year ended 30 December 2018</i>
Expected rate of salary increases	3.90 %	4.10 %
Expected rate of increase of pensions in payment (with RPI capped at 5% per annum)	2.80 %	2.90 %
Discount rate	2.10 %	2.90 %
RPI inflation assumption	2.90 %	3.10 %
CPI inflation assumption	2.10 %	2.10 %

Assumptions regarding future mortality are set, based on actuarial advice, in accordance with published statistics and experience in the UK. These assumptions translate into an average life expectancy for a pensioner retiring at age 65:

	Financial year ended 29 December 2019	<i>Financial year ended 30 December 2018</i>
Longevity at age 65 for current pensioners		
- Men	22.3	22.2
- Women	24.2	24.1
Longevity at age 65 for future pensioners		
- Men	23.7	23.6
- Women	25.9	25.8

The Johnson & Johnson UK Group Retirement Plan does not have any self-investments.

There is a small unfunded unapproved pension arrangement for a small number of employees who were either affected by the old "Inland Revenue Earnings Cap" – which was abolished from 6 April 2006, or whose benefits are in excess of the Lifetime Allowance. These members' benefits are paid directly by the company. In addition, following the benefit changes that were implemented with effect from 1 April 2012 (and further benefit changes that were implemented with effect from 1 April 2014), more benefits are accrued outside of the registered pension arrangement. These benefits are also provided through this unfunded arrangement.

This unfunded arrangement has been included within the Johnson & Johnson UK Group Retirement Plan in determining the total plan assets and liabilities. The financial assumptions underlying the calculation of the unfunded, unapproved liability are identical to those underlying the calculation of the funded liability.

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NOTES TO THE FINANCIAL STATEMENTS
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23. Post-employment benefits (continued)

	Fair value of plan assets £000	Defined benefit obligation £000	Total £000
At 31 December 2018	279,984	(250,224)	29,760
Benefits paid	(7,073)	7,073	-
Employer and other contributions	7,795	(24)	7,771
Current service cost	-	(6,782)	(6,782)
Administrative expenses paid from plan	(519)	-	(519)
Interest income/(expense)	8,122	(7,154)	968
Remeasurement (losses)/gains			
- Effect of changes in financial assumptions	-	(46,991)	(46,991)
- Effect of experience adjustments	-	(515)	(515)
- Return on plan assets	45,859	-	45,859
At 29 December 2019	334,168	(304,617)	29,551

The expected contributions to the UK Group Retirement Plan in the year ended 29 December 2019 are £7,956,000.

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

Impact on defined benefit obligation			
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.5%	Decrease by 10.6%	Increase by 11.9%
Pension growth rate	0.5%	Increase by 5.0%	Decrease by 4.6%
Life expectancy	1 year	Increase by 3.2%	Decrease by 3.1%

The above sensitivity analyses are based on a change in an assumption, while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

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**NOTES TO THE FINANCIAL STATEMENTS
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23. Post-employment benefits (continued)

The total defined benefit cost recognised as an expense in the income statement is as follows:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Current service cost	6,782	8,988
Administrative expenses	519	468
Net interest income	(968)	(531)
	<u>6,333</u>	<u>8,925</u>

The fair value of the UK Group Retirement Plan assets was:

	29 December 2019 £000	<i>30 December 2018 £000</i>
Equity instruments	249,535	200,661
Debt instruments	79,046	69,389
Cash and cash equivalents	4,906	4,095
Other	681	5,839
	<u>334,168</u>	<u>279,984</u>

The return on the UK Group Retirement plan assets was:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Interest income	8,122	6,751
Remeasurements	45,859	(14,473)
	<u>53,981</u>	<u>(7,722)</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 DECEMBER 2019

24. Post-employment benefits Plan 16

Johnson & Johnson Group Retirement Plan 16

In respect of Plan 16, which is a defined contribution plan with some underlying defined benefit guarantees, for the year ending 29 December 2019 and 30 December 2018, there was a change in estimate resulting in defined benefit accounting being applied.

The total contributions paid by the company to Plan 16 and recognised as a defined contribution expense in the year were £226,000 (2018: £140,000). The best estimate of the company contributions expected in the year from 1 January 2020 to 31 December 2020 to be paid to Johnson & Johnson UK Group Retirement Plan 16 is £230,000.

The valuation in the financial statements for the UK Group Retirement Plan 16 has been made based on the following assumptions:

	Financial year ended 29 December 2019	Financial year ended 30 December 2018
Expected rate of salary increases	3.90%	4.10%
Expected rate of increase of pensions in payment (with RPI capped at 5% per annum)	2.80%	2.90%
Discount rate	2.10%	2.90%
RPI inflation assumption	2.90%	3.10%
CPI inflation assumption	2.10%	2.10%

Assumptions regarding future mortality are set, based on actuarial advice, in accordance with published statistics and experience in the UK. These assumptions translate into an average life expectancy for a pensioner retiring at age 65:

	Financial year ended 29 December 2019 Years	Financial year ended 30 December 2018 Years
Longevity at age 65 for current pensioners		
- Men	22.3	22.2
- Women	24.2	24.1
Longevity at age 65 for future pensioners		
- Men	23.7	23.6
- Women	25.9	25.8

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**NOTES TO THE FINANCIAL STATEMENTS
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24. Post-employment benefits Plan 16 (continued)

This unfunded arrangement has been included within the Johnson & Johnson UK Group Retirement Plan in determining the total plan assets and liabilities. The financial assumptions underlying the calculation of the unfunded, unapproved liability are identical to those underlying the calculation of the funded liability.

	Fair value of plan assets £000	Defined benefit obligation £000	Total £000
At 31 December 2018	10,798	(10,201)	597
Benefits paid	(76)	76	-
Employer and other contributions	226	-	226
Administrative expenses paid from plan	(49)	-	(49)
Other significant events	302	-	302
Interest income / (expense)	319	(295)	24
Remeasurement (losses)/gains			
- Effect of changes in demographic assumptions	-	-	-
- Effect of changes in financial assumptions	-	(1,271)	(1,271)
- Effect of experience adjustment	-	(1,228)	(1,228)
- Return on plan assets	2,346	-	2,346
At 29 December 2019	<u>13,866</u>	<u>(12,919)</u>	<u>947</u>

The other significant event is related to the sale during 2019 of LifeScan Scotland Limited, a participating employer in J&J's UK retirement plan. LifeScan Scotland Limited's share of the UK retirement plan's assets, liabilities and surplus were distributed amongst the remaining participating employers.

The total defined benefit cost recognised as an expense in the income statement is as follows:

	Financial year ended 29 December 2019 £000	Financial year ended 30 December 2018 £000
Administrative expenses	49	3
Net interest income	(24)	(9)
	<u>25</u>	<u>(6)</u>

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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24. Post-employment benefits Plan 16 (continued)

The fair value of the UK Group Retirement Plan 16 assets was:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Equity instruments	9,707	7,559
Debt instruments	4,159	3,239
	<u>13,866</u>	<u>10,798</u>

The return on the UK Group Retirement plan 16 assets was:

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Interest income	319	266
Remeasurements	2,346	(654)
	<u>2,665</u>	<u>(388)</u>

25. Called up share capital

	Financial year ended 29 December 2019 £000	<i>Financial year ended 30 December 2018 £000</i>
Allotted, called up and fully paid		
46,653,706 (2018 - 46,653,706) ordinary shares of £1 each	46,654	46,654

DEPUY INTERNATIONAL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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26. Share based payments

Johnson & Johnson, the company's ultimate parent undertaking, operates a share option plan, a restricted stock unit plan (RSU), and a performance stock unit (PSU) plan, whereby options, RSUs and PSUs are granted to employees to acquire shares in Johnson & Johnson. The purpose of the plan is to motivate employees to contribute towards the creation of long-term shareholder value. The plan is an equity settled share based payment plan. Share options expire 10 years from the date of grant. Share options, RSUs and PSUs vest after three years. All options are granted at current market price on the date of grant. The company settles employee stock option exercises with treasury shares of the parent company.

The company recognises a share-based payment expense based on the fair value of the awards granted, and an equivalent credit directly in equity as a capital contribution.

On exercise of the shares by the employees, the company is charged the intrinsic value of the shares by Johnson & Johnson. This amount is treated as a reduction of the capital contribution and is recognised directly in equity.

The weighted average share price at the date of exercise for options exercised in the financial year was \$97.91 (2018: \$80.00).

Share options outstanding at the end of the financial year have the following expiry dates and exercise prices:

Year of expiry	Number of options	Weighted average exercise price (US\$)
2020	-	63
2021	-	62
2022	-	65
2023	12,000	73
2024	9,000	90
2025	11,000	100
2026	18,000	102
2027	26,000	116
2028	25,000	130
2029	31,000	132

All options are granted at the current market price on a specific grant date during each calendar year. There is therefore no weighted average exercise price as the shares granted each year are all granted at the same price, given in the table above.

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**NOTES TO THE FINANCIAL STATEMENTS
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27. Other commitments and contingencies

	29 December 2019 £000	30 December 2018 £000
Future capital expenditure contracted but not provided for	794	2,149
Hedged currency contract commitments	320	-
Bank guarantees	200	200
	<u>1,314</u>	<u>2,349</u>

The company enters into forward foreign currency contracts to eliminate currency exposures arising on sales and purchases made in foreign currencies. The company does not hold derivative financial instruments for speculative purposes. The fair value of forward foreign currency contracts held is disclosed in Note 20.

28. Events since the year end

As of the financial statement issuance date, the country, region and world are continuing to be impacted by the coronavirus (COVID-19). This outbreak is classified as non-adjusting event after the reporting date. Although the situation is still evolving at the date of issue of these financial statements, there is no tangible impact on the Company's activity however, the impact of this situation on the Company in the future cannot be predicted. Management will continue to closely monitor the potential impact of these events and will take all possible measures to mitigate possible consequences.

Going concern

Management have considered the impact of the COVID-19 pandemic on the company's ability to continue as a going concern and are satisfied with that basis having reviewed forecasts and future cashflows.