

Company registration number: 06166727



WBA Acquisitions UK Topco Limited
(formerly AB Acquisitions UK Topco Limited)
Strategic report, Directors' report and financial statements
for the year ended 31 August 2016

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WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Strategic report

for the year ended 31 August 2016

Principal activities

The Company is an investment holding company within the Walgreens Boots Alliance, Inc. consolidated group ("Group").

During the prior period, the year end of the Company was changed from 31 March to 31 August. As a result, the previous financial period results are for the 17 months ended 31 August 2015 and are not directly comparable with the results for the year ended 31 August 2016.

Business review

During the year, the Company transitioned from previously extant United Kingdom generally accepted accounting practice (UK GAAP) to FRS 101 'Reduced Disclosure Framework' and has taken advantage of the disclosure exemptions allowed under this standard. The Company's ultimate parent undertaking, Walgreens Boots Alliance, Inc. which controls all of the intermediate companies, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions. There were no material adjustments that required the restatement of the prior period financial statements on adoption of FRS 101 in the current year.

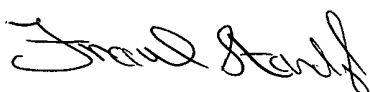
	2016 £000	2015 £000
Operating result	-	-
Profit/result for the year/period	594,727	-
Total Equity	2,544,275	2,299,661

There have been no significant events since the balance sheet date which should be considered for a proper understanding of these financial statements.

Principal risks and uncertainties

The Company's Directors monitor the overall risk profile of the Company. In addition, the Directors are responsible for determining clear policies as to what the Company considers to be acceptable levels of risk. These policies seek to enable people throughout the Company to use their expertise to identify risks that could undermine performance and to devise ways of bringing them to within acceptable levels. Where the Directors identify risks that are not acceptable, they develop action plans to mitigate them with clear allocation of responsibilities and timescales for completion and ensure that progress towards implementing these plans is monitored and reported upon. There are no additional business risks for the Company necessary for an understanding of the development, performance or position of the business.

By order of the Board:



F Standish
Company Secretary
30 November 2016

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Directors' report

for the year ended 31 August 2016

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

On 14 October 2016, the Company changed its name from AB Acquisitions UK Topco Limited to WBA Acquisitions UK Topco Limited.

Going concern

The Company has net current liabilities of £6,000 and a credit facility of £450,000 facility with a fellow Group company that matures on 31 January 2019. On this basis the Directors have assessed that there is no material uncertainty surrounding the going concern of the entity and thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the note 2 in the financial statements.

Financial instruments

The Company is exposed to currency, credit and interest rate risk. The Group's treasury function manages these risks at a Group level in accordance with Group Treasury Policy including the use of financial instruments for the purpose of managing these risks. Group risks are discussed in the Group's Annual Report, which does not form part of this report.

Dividends

Interim dividends of £594,705,102 were declared and paid in the year (2015: £nil).

Future developments

The Company intends to continue operating as an investment holding company within the Walgreens Boots Alliance, Inc. consolidated group ("Group").

Post balance sheet events

There have been no significant events since the balance sheet date which should be considered for a proper understanding of these financial statements.

Directors

The following served as Directors during the year and to the date of this report:

A Clare
M Delve
F Standish

The Directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Auditor

Pursuant to s487 Companies Act 2006, Deloitte LLP were deemed to be reappointed and will therefore continue in office.

Disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act of 2006.

By order of the Board:



F Standish
Company Secretary
30 November 2016

Registered office:
Sedley Place
4th Floor
361 Oxford Street
London
W1C 2JL
Registered in England and Wales No. 06166727

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Directors' responsibilities statement

for the year ended 31 August 2016

The Directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 'Reduced Disclosure Framework'.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report

to the members of WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

We have audited the financial statements of WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited) for the year ended 31 August 2016 which comprise the Income statement, the Balance sheet, the Statement of changes in equity and the related notes 1 to 17. 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), including FRS 101 "Reduced Disclosure Framework".

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, 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 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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 August 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

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

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

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

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.

S Butters ACA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
3 Rivergate
Temple Quay
Bristol
BS1 6GD
United Kingdom
30 November 2016

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Income statement

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

	Notes	2016 £000	2015 £000
Operating result		-	-
Income from shares in Group undertakings		594,705	-
Investment revenue	6	28	-
Profit/result before taxation		594,733	-
Tax	7	(6)	-
Profit/result for the year/period		594,727	-

The operating result is all derived from continuing operations.

The accompanying notes to the financial statements are an integral part of the Company's financial statements.

The Company has no other items of comprehensive income and has, therefore, not included a statement of comprehensive income.

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Balance sheet

As at 31 August 2016 and 31 August 2015

	Notes	2016 £000	2015 £000
Assets			
Non-current assets			
Investments in subsidiaries	9	2,299,661	2,299,661
Other investments	10	244,620	-
		2,544,281	2,299,661
Total assets		2,544,281	2,299,661
Liabilities			
Current liabilities			
Trade and other payables	11	(6)	-
Net current liabilities		(6)	-
Net assets		2,544,275	2,299,661
Equity			
Share capital	12	101	101
Share premium account	13	244,592	-
Capital contribution	14	2,299,559	2,299,559
Retained earnings	15	23	1
Total Equity		2,544,275	2,299,661

The accompanying notes to the financial statements are an integral part of the Company's financial statements.

The financial statements of WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited) were approved by the Board of Directors and authorised for issue on 30 November 2016.

They were signed on its behalf by:



M Delve
Director

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Statement of changes in equity

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

	Share capital £000	Share premium account £000	Capital contribution £000	Retained earnings £000	Total £000
At 1 April 2014	101	-	2,299,559	1	2,299,661
Result for the financial period	-	-	-	-	-
At 31 August 2015	101	-	2,229,559	1	2,299,661
Profit for the year	-	-	-	594,727	594,727
Issue of share capital	-	244,592	-	-	244,592
Dividends paid	-	-	-	(594,705)	(594,705)
At 31 August 2016	101	244,592	2,299,559	23	2,544,275

The accompanying notes to the financial statements are an integral part of the Company's financial statements.

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

1. General information

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited) (the "Company") is a private Company limited by shares and is registered in England and Wales.

The address of the registered office is given on page 2.

The nature of the Company's operations and its principal activities are set out in the Strategic report on page 1.

2. Significant accounting policies

Basis of accounting

During the prior period, the year end of the Company was changed from 31 March to 31 August. As a result, the comparative financial period results are for the seventeen months ended 31 August 2015 and are not directly comparable with the results for the year ended 31 August 2016.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

These financial statements are individual accounts. The Company is exempt from the preparation of consolidated financial statements, because it is included in the group financial statements of Walgreens Boots Alliance, Inc. The group financial statements of Walgreens Boots Alliance, Inc. are available from the Walgreens Boots Alliance website at www.walgreensbootsalliance.com. The registered office of the parent company preparing consolidated financial statements is 108 Wilmot Road, Deerfield, Illinois, 60015, United States of America. Where relevant, equivalent disclosures have been given in the group financial statements of Walgreens Boots Alliance, Inc.

The Company meets the definition of a qualifying entity under Financial Reporting Standard ("FRS") 100 'Application of Financial Reporting Requirements' issued by the Financial Reporting Council ("FRC"). Accordingly, in the year ended 31 August 2016 the Company has undergone transition from reporting under United Kingdom generally accepted accounting practice (UK GAAP) to FRS 101 'Reduced Disclosure Framework' as issued by the FRC. The Company has applied FRS 101 'Reduced Disclosure Framework' incorporating the Amendments to FRS 101 issued by the FRC in July 2015 and the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 prior to their mandatory effective date of accounting periods beginning on or after 1 January 2016. This transition is not considered to have had a material effect on the financial statements.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 *Financial Instruments: Disclosures*;
- (b) 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*;
- (c) the requirements of IAS 7 *Statement of Cash Flows*;
- (d) the requirements of paragraph 17 of IAS 24 *Related Party Disclosures*; and
- (e) 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 financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

The principal accounting policies adopted are set out below.

Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in its Strategic report.

The Company has net current liabilities of £6,000 and a credit facility of £450,000 facility with a fellow Group company that matures on 31 January 2019. On this basis the Directors have assessed that there is no material uncertainty surrounding the going concern of the entity and thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Changes in accounting policies and disclosures

In the current year, the Company has applied amendments to IFRSs that were issued by the International Accounting Standards Board (IASB) and endorsed for use in the European Union and are mandatorily effective for an accounting period that begins on or after 1 July 2015. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less, where appropriate, provisions for impairment.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable net of sales-related taxes.

Dividend and interest revenue

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

2. Significant accounting policies (continued)

Revenue recognition (continued)

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Foreign currencies

Currency transactions

Transactions denominated in currencies other than an entity's functional currency are translated into an entity's functional currency at the exchange rates prevailing at the date of the transactions. Monetary assets and liabilities denominated in currencies other than an entity's functional currency at the year-end are translated at the exchange rate ruling at that date. Non-monetary assets and liabilities that are measured at historical cost and are denominated in currencies other than an entity's functional currency are translated using the exchange rates at the date of the transaction. Non-monetary items that are measured at fair value and are denominated in currencies other than an entity's functional currency are translated using the exchange rates at the date when the fair value was determined. Exchange gains and losses are recognised in the income statement.

Operating profit

Operating profit is stated after charging restructuring costs but before investment income and finance costs.

Taxation

The tax expense represents current tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Current tax for the year

Current tax is recognised in the income statement, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

2. Significant accounting policies (continued)

Financial instruments (continued)

For financial assets carried at amortised cost, the amount of the impairment is the differences between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of investments in subsidiaries

Determining whether the Company's investments in subsidiaries have been impaired requires estimations of the investments' values in use. The value in use calculations require the entity to estimate the future cash flows expected to arise from the investments and suitable discount rates in order to calculate present values. The carrying amount of investments in subsidiaries at the balance sheet date was £2,299,661,000 with no impairment loss recognised in 2016 or 2015.

4. Auditor's remuneration

The 2016 fee for the audit of these financial statements was borne by a fellow group undertaking. The amount allocated that would have been incurred for 2016 is £4,000 (2015: £1,000).

No non-audit services were provided to the Company by its auditor.

5. Staff numbers and costs

There were no employees during the current or preceding period. No emoluments are payable to the Directors for their services to the Company in the current or preceding financial periods.

6. Investment revenue

	2016 £000	2015 £000
Interest receivable from Group undertakings	28	-
	28	-

7. Tax

An analysis of the tax charge/result for the year/period is presented as follows:

	2016 £000	2015 £000
Corporation tax:		
UK corporation tax	(6)	-
	(6)	-

Corporation tax is calculated at 20% (2015: 20.7%) of the estimated taxable profit for the year/period.

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

7. Tax (continued)

The tax charge/result for the year/period can be reconciled to the profit in the income statement as follows:

	2016 £000	2015 £000
Profit/result before taxation	594,733	-
Tax charge at the UK corporation rate of 20% (2015: 20.7%)	(118,947)	-
Effects of:		
Non-taxable dividends received	118,941	-
Tax charge for the year/period	(6)	-

Factors that may affect future current and total tax charges

In October 2015, the UK Government substantively enacted future reductions in the corporation tax rate by 1% from 1 April 2017 to 19% and a further 1% from 1 April 2020 to 18%. In March 2016, the UK Government announced that the corporation tax rate would reduce by an additional 1% from 1 April 2020 to 17%. This further change to the tax rate was substantively enacted on 6 September 2016, after the balance sheet date and, therefore, is not included in these financial statements.

8. Dividends

The Company's paid dividends are presented as follows:

	2016 £000	2015 £000
Amounts recognised as distributions to equity holders in the year/period:		
First interim dividend for the year, equivalent to £5,876.53 per share (2015: £nil per share)	594,705	-
	594,705	-

9. Investments in subsidiaries

	£000
Cost	
At 1 September 2015 and 31 August 2016	2,299,661
Provision for impairment	
At 1 September 2015 and 31 August 2016	-
Carrying amount	
At 31 August 2015	2,299,661
At 31 August 2016	2,299,661

The Company's subsidiary undertakings at the balance sheet date were:

	Share class	Percentage held by the Company or subsidiary undertakings	Registered office
Directly owned			
Walgreens Boots Alliance Limited (formerly Alliance Boots Limited)	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Indirectly owned			
AA Asia Limited	Ordinary	100.0	18/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong
AB Acquisitions FX Inter Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
AB Acquisitions FX Pref Limited	Ordinary, Preferred A, Preferred B, Preferred C	100.0	Avalon Trust & Corporate Services Limited, Landmark Square, 1st Floor, 64 Earth Close, PO Box 715, Grand Cayman, KY1-1107, Cayman Islands
AB Acquisitions Luxco 6 S.à r.l.	Ordinary	100.0	59, Rue de Rollingergrund, Luxembourg, L-2440, Luxembourg
AB Acquisitions Luxco 7 S.à r.l.	Ordinary	100.0	59, Rue de Rollingergrund, Luxembourg, L-2440, Luxembourg
AB Acquisitions Luxco 9 S.à r.l.	Ordinary	83.9	59, Rue de Rollingergrund, Luxembourg, L-2440, Luxembourg

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

9. Investments in subsidiaries (continued)

	Share class	Percentage held by the Company or subsidiary undertakings	Registered office
AB Acquisitions Nederland Holdco 1 B.V.	Ordinary	100.0	603, De Amert, Veghel, 5462 GH, Netherlands
AB Property Holdings Limited	Ordinary	100.0	Avalon Trust & Corporate Services Limited, Landmark Square, 1st Floor, 64 Earth Close, PO Box 715, Grand Cayman, KY1-1107, Cayman Islands
ABF, Administradora de Beneficios Farmacéuticos S.A	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
acadiaPharm GmbH	Ordinary	100.0	Rathausallee 10, 53757, Sankt Augustin, Germany
Administradora Fasa, S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
Alcura France	Ordinary	99.8	Allée des Sablons, LE POINCONNET, 36330, France
Alcura Health España, S.A.	Ordinary	99.9	Calle Pisuerga, 21-25, Poligono Santa Margarita, Terrasa, Barcelona, Spain
Alcura UK Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Alliance BMP Limited	Ordinary	100.0	2, The Heights, Brooklands, Weybridge, Surrey, KT13 0NY
Alliance Boots B.V.	Ordinary	100.0	210, Postbus, s-Hertogenbosch, 5201AE, Netherlands; 603, De Amert, Veghel, 5462 GH, Netherlands
Alliance Boots Holdings Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Alliance Healthcare (Distribution) Limited	Ordinary	100.0	43, Cox Lane, Chessington, Surrey, KT9 1SN
Alliance Healthcare (IT Services) Limited	Ordinary	100.0	2, The Heights, Brooklands, Weybridge, Surrey, KT13 0NY
Alliance Healthcare Asia Pacific Limited	Ordinary	100.0	18/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong
Alliance Healthcare Deutschland AG	Ordinary	100.0	Solmsstraße 73, Frankfurt am Main, 60486
Alliance Healthcare Deutschland Holdings 1 GmbH	Ordinary	100.0	Solmsstraße 73, Frankfurt am Main, 60486
Alliance Healthcare Ecza Deposu Anonim Şirketi	Ordinary	99.9	Göztepe Mahallesi Orhangazi Cad, Karanfil Sokak No:64 Bağcılar, Istanbul, Turkey
Alliance Healthcare España Holdings, S.L.	Ordinary	100.0	Av Virgen de Montserrat, 6, Pol Ind El Estruch, El Prat de Llobregat, Barcelona, 08820, Spain
Alliance Healthcare España S.A.	Ordinary	99.2	Poligono Industrial Sector 4 Edificio Safa, Villanueva de Gallego, Zaragoza, 50830, Spain
Alliance Healthcare Formation	Ordinary	100.0	222, Rue des Caboeufs, GENNEVILLIERS, 92230, France
Alliance Healthcare France SA (AHF)	Ordinary	99.8	222, Rue des Caboeufs, GENNEVILLIERS, 92230, France
Alliance Healthcare Group France	Ordinary	100.0	222, Rue des Caboeufs, GENNEVILLIERS, 92230, France
Alliance Healthcare Hong Kong Limited	Ordinary	100.0	18/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong
Alliance Healthcare Italia (IT Services) Srl	Ordinary	100.0	Via Cesarea 11/10, Genova, 16121, Italy
Alliance Healthcare Limited	Ordinary	100.0	Block 3, Harcourt Centre, Harcourt Road, Dublin 2, Ireland
Alliance Healthcare Management Services (Nederland) B.V.	Ordinary	100.0	603, De Amert, Veghel, 5462 GH, Netherlands
Alliance Healthcare Management Services Limited	Ordinary	100.0	43, Cox Lane, Chessington, Surrey, KT9 1SN
Alliance Healthcare Nederland B.V.	Ordinary	100.0	210, Postbus, s-Hertogenbosch, 5201AE, Netherlands; 603, De Amert, Veghel, 5462 GH, Netherlands
Alliance Healthcare Norge AS	Ordinary	100.0	P.o. boks 3554, Ski, 1402, Norway; Snipetjernveien 10, Langhus, 1405, Norway
Alliance Healthcare Répartition	Ordinary	100.0	222, Rue des Caboeufs, GENNEVILLIERS, 92230, France
Alliance Healthcare s.r.o.	Incorporated without shares	100.0	Praha 10, Podle trati 7, 108 00, Czech Republic
Alliance Healthcare Turkey Holding A.S.	Ordinary	100.0	Buyukdere Cad., Ali Kaya Sok., Polat Plaza B Blok No:4 K:13, Levent
Alliance Healthcare Yatırım Holding Anonim Şirketi	Ordinary	100.0	Basın Ekipres Yolu, Kavak Sok. Eresinler Ser Plaza No:3, A Blok Kat:3, Yenibosna- Istanbul, 34530, Turkey
Alliance Santé - Distribuição Farmacêutica de Eulália Baeta Pereira e Ramalho Fernandes, S.A.	Ordinary	100.0	Rua 3, Lote E Matinha, Lisboa, 1900-823, Portugal
Alliance UniChem Investments 4 Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Alliance UniChem IP Limited	Ordinary	100.0	2, The Heights, Brooklands, Weybridge, Surrey, KT13 0NY
Alliance UniChem PWS JV Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

9. Investments in subsidiaries

	Share class	Percentage held by the Company or subsidiary undertakings	Registered office
Alloga (Nederland) B.V.	Ordinary	100.0	603, De Amert, Veghel, 5462GH, Netherlands
Alloga France	Ordinary	100.0	40 boulevard de dunkerque, bat europrogramme, marseille, 13471 cedex
Alloga Logistica (España), S.L.	Ordinary	100.0	Avenida de la Industria, 29, P.I. la Cantuena, Fuenlabrada, Madrid, E-28947, Spain
Alloga S.à r.l.	Ordinary	100.0	59, Rue de Rollingergrund, Luxembourg, L-2440, Luxembourg
Alloga UK Limited	Ordinary A, Ordinary B	100.0	Amber Park, Berristow Lane South Normanton, Alfreton, Derbyshire, DE55 2FH, England
Almus Farmaceutica, S.A.	Ordinary	100.0	Av. Verge de Montserrat 6, Pol. Ind. Estruch, El Prat de Llobregat, Barcelona, 08820, Spain, Barcelona
Almus France	Ordinary	100.0	211, Avenue des Grésillons, GENNEVILLIERS, 92230, France
Almus Pharmaceuticals Limited	Ordinary	100.0	2, The Heights, Brooklands, Weybridge, Surrey, KT13 0NY
Alphega	Ordinary	99.7	222, Rue des Caboeufs, GENNEVILLIERS, 92230, France
ANZAG Rostock GmbH & Co. KG	Ordinary	79.0	Toelzer Straße 15, 82031 Gruenwald
ANZAG Rostock Grundstücks-Verwaltungsgesellschaft mbH	Ordinary	100.0	Toelzer Straße 15, 82031 Gruenwald
Armila UAB	Ordinary	100.0	Ateities g.10, Vilnius
Aroma Actives Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Aromatherapy Associates Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Aromatherapy Associates, Inc	Ordinary	100.0	4900 Preston Road, Ste 108, Frisco, Texas, 75034-8744, United States
Aromatherapy Investments Holding Limited	Ordinary A Deferred	97.6 100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Aromatherapy Investments Limited	Ordinary	100.0	20-22 Bedford Row, London, WC1R 4JS
AS Logistik GmbH	Ordinary	100.0	Solmsstraße 73, Frankfurt am Main, 60486
B&B Capital Partners (GP) Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
B&B Capital Partners (SLP GP) Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
B&B Capital Partners L.P.	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
B&B Investment Partners LLP	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
BCM Cosmetique SAS	Ordinary	100.0	34, Route des Eaux, BP 90137, 35503 Vitre Cedex, France
BCM Employment & Management Services Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
BCM Kosmetik GmbH	Ordinary	100.0	Amtsgericht Offenbach, M 5HRB 2131, Germany
BCM Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
BCM Specials Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Beachcourse Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Beeston Site Services Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Bellpharm Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Benavides de Reynosa, S.A. de C.V.	Ordinary A, Ordinary B	100.0	Avenida Fundadores 935, int.301, Colonia Valle de Mirador, Monterrey, Nuevo Leon, CP.64750, Mexico
Blyth Pharmacy Limited	Ordinary	77.5	1 Thane Road West, Nottingham, NG2 3AA, England
Boots 2 Property Partnership	Unincorporated entity	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots 2 Property Scottish Limited Partnership	Unincorporated entity	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Benevolent Fund	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Boots Charitable Trust	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Boots Contact Lenses Limited	Ordinary	100.0	23, Queen Street, St Helier, JE2 4WD, Jersey
Boots Delivery Services Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Boots Development Properties Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

9. Investments in subsidiaries

	Share class	Percentage held by the Company or subsidiary undertakings	Registered office
Boots Eyewear Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Boots International Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Boots International Management Services Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Boots Korea Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Boots Management Services Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Boots Nederland B.V.	Ordinary	100.0	210, Postbus, s-Hertogenbosch, 5201AE, Netherlands; 603, De Amert, Veghel, 5462 GH, Netherlands
Boots Norge AS	Ordinary	100.0	300, Maridalsveien, Oslo, 0872, Norway; P.o Box 4593 Nydalen, Oslo, Norway, 0404
Boots Optical Investment Holdings Limited ¹	Ordinary A	100.0	1 Thane Road West, Nottingham, NG2 3AA
Boots Opticians Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Boots Opticians Professional Services Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Boots Pensions Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Boots PropCo A Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots PropCo B Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots PropCo Beeston Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots PropCo C Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots Propco D Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Propco E Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Propco F Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots PropCo Flex Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Boots Propco G Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Propco H Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots PropCo Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots PropCo Retail Flex Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots Properties Limited	Ordinary	100.0	Nottingham, NG2 3AA
Boots Property HoldCo Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots Property Partnership	Unincorporated entity	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Property Scottish Limited Partnership	Unincorporated entity	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Pure Drug Company Limited	Ordinary	100.0	D90, 1 Thane Road West, Nottingham, NG2 3AA
Boots Retail (Ireland) Limited	Ordinary	100.0	2F Block 71A, Park West Business Park, Nangor Road, Dublin 12, Ireland; 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland
Boots Retail (Thailand) Limited	Ordinary	100.0	No 9, 8th Floor, Pakin Building, Ratchadapisek Road, Kwaeng Dindang, Khet Dindang, Bangkok, Thailand
Boots Singapore Private Limited	Ordinary	100.0	138, Cecil Street, #12-01A Cecil Court, Singapore, 069538, Singapore
Boots The Chemists Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Boots UK Limited	Ordinary	100.0	Nottingham, NG2 3AA
Brandhandling International Limited	Ordinary	100.0	ILS Fiduciary (B.V.I.) Limited, P.O. Box 3085, Road Town, Tortola, British Virgin Islands
Burrells Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Burrows & Close Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Casa Saba Brasil Holdings, Ltda	Quotas	100.0	Av. Das Americas, 2000, Loja 5 Parte, Barra de Tijuca, Rio de Janeiro, CEP 22640-101, Brazil
Caseview (P.L.) Limited	Ordinary	100.0	20, Alliance Court, Alliance Road, London, W3 0RB

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

9. Investments in subsidiaries

	Share class	Percentage held by the Company or subsidiary undertakings	Registered office
Centro Farmaceutico Asturiano, S.A.	Ordinary	97.7	C/ Calderon de la Barca 16, Oviedo, Asturias, Spain
Class Delta Limited	Ordinary A, Ordinary B	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Comercial Farmacéutica S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
Comercializadora y Distribuidora BF S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
Comercializadora y Servicios Benavides, S.A. de C.V.	Ordinary	100.0	Avenida Fundadores 935, int.301, Colonia Valle de Mirador, Monterrey, Nuevo Leon, CP.64750, Mexico
Compañía de Nutrición General S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
CPL Pharma Lager und Vertrieb GmbH	Ordinary	100.0	Solmsstraße 73, Frankfurt am Main, 60486
D200 Energy Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
DDM Healthcare Limited	Ordinary	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Directlog	Ordinary	100.0	534, Rue Jean Bertin, SARAN, 45771, France
Distrilife, Distribuidora Atacadista de Suplementos Alimenticios, Ltda	Quotas	100.0	147, Galpao 4, sala 17, Av. Talma Rodrigues Ribeiro, 147, Galpao 4, sala 17, Portal do Jacaraípe, Serra/ES, CEP 29173-795, Espirito Santo, Brazil
Dollond & Aitchison Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Droguería, Distribuidora y Logística DLI S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
E. Moss, Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Easterhouse Health Centre Pharmacy Limited	Ordinary	100.0	Easterhouse Health Centre, Auchinlea Road, Easterhouse, Glasgow, G34 9HQ
Esko İtiryat Sanayi ve Ticaret Anonim Şirketi	Ordinary	100.0	50.Yıl Mahallesi 2107 Sokak, No:27 Sultan Çiftliği - Gosmanşapa, Istanbul, Turkey
Farmacias ABC de Mexico, S.A. de C.V.	Ordinary	100.0	Avenida Chapultepec Sur, 249, Colonia Americana, Zapopan, Jalisco, C.P. 44160, Mexico
Farmacias Ahumada S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
Farmacias Benavides S.A.B. de C.V.	Ordinary	96.6	Avenida Fundadores 935, int.301, Colonia Valle de Mirador, Monterrey, Nuevo Leon, CP.64750, Mexico
FARMEXPERT D.C.I. SRL	Ordinary	100.0	Amilcar C. Sandulescu no. 7, 6th district, Bucharest, Romania
Fasa Investment Limitada	Unincorporated entity	100.0	Av. Las Condes, No 14,791, 01, comuna de Lo Barnechea, Santiago, Chile
GESDAT Gesellschaft für Informationsmanagement mbH	Ordinary	100.0	Solmsstraße 41, 60486 Frankfurt am Main
Gordon's Chemist Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Govanhill Pharmacy Limited	Ordinary	52.9	c/o Hardie Caldwell LLP, Citypoint 2, 25 Tyndrum Street, Glasgow, G4 0JY
Hedef International Holdings BV	Ordinary	100.0	603, De Amert, Veghel, 5462 GH, Netherlands
Inmobiliaria Gestión Punto Retail S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
Inversiones Internacionales Inverfar S.A.	Ordinary	100.0	Av. Las Condes, No 14,791, 01, comuna de Lo Barnechea, Santiago, Chile
Kring apotheek B.V.	Ordinary	100.0	603, De Amert, Veghel, 5462 GH, Netherlands
Laboratorios MDK S.A.	Ordinary	100.0	Miraflores 383, 6th Floor, Santiago, Chile
Leamington Spa Properties (Two) Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Liz Earle Beauty Co. (International) Limited	Ordinary	100.0	The Green House Nicholson Road, Ryde, Isle of Wight, PO33 1BG, England
Liz Earle Beauty Co. Limited	Ordinary, Ordinary A	100.0	The Green House Nicholson Road, Ryde, Isle of Wight, PO33 1BG, England
Nareks Ecza Deposu Ticaret Anonim Şirketi	Ordinary	100.0	Istanbul Esenler Oruc Reis Mh. Giyimkent St. 2.Sk.D3 B19 N.34-35 Istanbul
Nexiapharma, S.L.	Ordinary	100.0	Poligono Industrial Las Atalayas, finca numero 1, Alicante, Alicante, 03114, Spain
OTC Direct Limited	Ordinary	100.0	43, Cox Lane, Chessington, Surrey, KT9 1SN
PhD Acquisition Bidco Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
PhD Acquisition Midco Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
PhD Nutrition Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

9. Investments in subsidiaries

	Share class	Percentage held by the Company or subsidiary undertakings	Registered office
Ramuneles Vaistine UAB	Ordinary	100.0	Taikos st. 4-1, Elektrenai, Lithuania
S and G Investments Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Serex	Ordinary	99.9	222, Rue des Caboeufs, GENNEVILLIERS CEDEX, 92622, France
Servicios Generales Benavides, S.A.de C.V.	Ordinary	100.0	Avenida Fundadores 935, int.301, Colonia Valle de Mirador, Monterrey, Nuevo Leon, CP.64750, Mexico
Servicios Logísticos Benavides, S.A. de C.V.	Ordinary	100.0	Avenida Fundadores 935, int.301, Colonia Valle de Mirador, Monterrey, Nuevo Leon, CP.64750, Mexico
Servicios Operacionales Benavides, S.A. de C.V.	Ordinary	100.0	Avenida Fundadores 935, int.301, Colonia Valle de Mirador, Monterrey, Nuevo Leon, CP.64750, Mexico
Skills in Healthcare France	Ordinary	100.0	222, Rue des Caboeufs, 92 622 Gennevilliers Cedex, France
Skills in Healthcare GmbH Deutschland	Ordinary	100.0	Solmsstraße 73, Frankfurt am Main, 60486
Skills in Healthcare Pazarlama ve Tanıtım Hizmetleri Anonim Şirketi	Ordinary	100.0	Basın Ekspres Yolu Kavak Sok. Ser Plaza No:3 Kat:2, Yenibosna, İstanbul, Turkey
Skills in Healthcare Romania S.r.l.	Ordinary	100.0	Amilcar C. Sandulescu no. 7, 6th district, Bucharest, Romania
Sleek Capital Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Sleek International Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA
Snipetjernveien 10 AS	Ordinary	100.0	Snipetjernveien 10, Langhus, 1405, Norway
Soap & Glory GmbH	Ordinary	100.0	c/o Andreas Korth, KPMG Rechtsanwalts-gesellschaft mbH, Ganghoferstrasse 29, Munich, 80339, Germany; LS-LP Loth, Tuerkenstr. 9, Munich, 80333, Germany
Soap & Glory Limited	Ordinary	100.0	1 Thane Road West, Nottingham, NG2 3AA, England
Spa Strategy Limited ²	Ordinary A	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Spits B.V.	Ordinary	100.0	603, De Amert, Veghel, 5462 GH, Netherlands
SportsPlatform Holdco Limited	Ordinary A Ordinary B	81.3 46.8	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
SportsPlatform Midco Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Sprint Investments 1 Limited	Ordinary	80.0	2, The Heights Brooklands, Weybridge, Surrey, KT13 0NY, England
Sprint Investments 5 Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Stephar B.V.	Ordinary	100.0	5, Van der Giessenweg, Krimpen ad IJssel, 2921LP, Netherlands; 710, Postbus, Krimpen ad IJssel, 2920CA, Netherlands
Superior Acquisitions Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
The Boots Company PLC	Ordinary	100.0	Nottingham, NG2 3AA
The Refinery Limited	Ordinary A, Ordinary B	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
TPW Acquisition Bidco Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
TPW Acquisition Midco Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
UniChem Limited	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
vitasco GmbH	Ordinary	100.0	Solmsstraße 73, Frankfurt am Main, 60486
W.H.C.P. (Dundee) Limited	Ordinary	57.5	Wallacetown Health Centre, Lyon Street, Dundee, DD4 6RB
Walgreens Boots Alliance Asia Sourcing Limited (formerly Alliance Boots Sourcing (Hong Kong) Limited)	Ordinary	100.0	2101 China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong
Walgreens Boots Alliance Services Limited	Ordinary	100.0	2, The Heights, Brooklands, Weybridge, Surrey, KT13 0NY, England
Walgreens Boots Alliance Services MC S.A.M.	Ordinary	99.9	24, boulevard du Tenao, Entresols 3 et 2, 98000, Monaco
WBA Acquisitions UK Holdco 2 Limited (formerly AB Acquisitions UK Holdco 2 Limited)	Incorporated without shares	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA Acquisitions UK Holdco 5 Limited (formerly AB Acquisitions UK Holdco 5 Limited)	Ordinary	80.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA Acquisitions UK Holdco 7 Limited (formerly AB Acquisitions UK Holdco 7 Limited)	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA Group Limited (formerly Alliance Boots Group Limited)	Ordinary, Preference	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements (continued)

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

9. Investments in subsidiaries

	Share class	Percentage held by the Company or subsidiary undertakings	Registered office
WBA Holdings 1 Limited (formerly Alliance Boots Holdings 1 Limited)	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA Holdings 2 (formerly Alliance Boots Holdings 2)	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA International Limited (formerly Alliance Boots International Limited)	Ordinary	87.8	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA Investments 2 Limited (formerly Alliance Boots Investments 2 Limited)	Ordinary	100.0	2, The Heights, Brooklands, Weybridge, Surrey, KT13 0NY
WBA Latin America Limited (formerly Alliance Boots Latin America Limited)	Ordinary	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA PropCo A LLP (formerly Alliance Boots PropCo A LLP)	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA PropCo B LLP (formerly Alliance Boots PropCo B LLP)	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA PropCo Beeston LLP (formerly Alliance Boots PropCo Beeston LLP)	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA PropCo C LLP (formerly Alliance Boots PropCo C LLP)	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA PropCo Retail Flex LLP (formerly Alliance Boots PropCo Retail Flex LLP)	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA PropCo Unichem Flex LLP (formerly Alliance Boots PropCo Unichem Flex LLP)	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
WBA PropCo Unichem LLP (formerly Alliance Boots PropCo Unichem LLP)	Unincorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL
Woodglen Properties Limited	Ordinary	100.0	Block 3, Harcourt Centre, Harcourt Road, Dublin 2, Ireland

¹ WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited) has a 58.0% indirect holding in Boots Optical Investment Holdings Limited through ownership of 100% of A Ordinary shares.

² WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited) has a 75.0% indirect holding in Spa Strategy Limited through ownership of 100% of Ordinary A shares.

10. Other investments

	2016 £000	2015 £000
Loans receivable carried at amortised cost		
Loans to related parties	244,620	-
Included in non-current assets	244,620	-

Loans to related parties comprise a discounted loan note instrument issued to a fellow group undertaking on 22 August 2016 at a fair value of £244,592,000. The discounted loan note is to be repaid to the Company in full on 31 August 2018 at its face value of £246,653,000 and is being amortised at an effective interest rate of 0.41%. At 31 August 2016 the discounted loan note has a fair value of £244,620,000.

11. Trade and other payables

	2016 £000	2015 £000
Amounts falling due within one year:		
Corporation tax payable	6	-
	6	-

12. Share capital

	2016 £	2015 £
Authorised		
10,000,000 Ordinary shares of £1 each (2015: 10,000,000)	10,000,000	10,000,000
Issued and fully paid		
101,201 Ordinary shares of £1 each (2015: 101,200 shares)	101,201	101,200

The Company has one class of Ordinary shares issued which carry no right to fixed income.

WBA Acquisitions UK Topco Limited (formerly AB Acquisitions UK Topco Limited)

Notes to the financial statements

for the year ended 31 August 2016 and the 17 months ended 31 August 2015

13. Share premium account

	£000
At 1 September 2015	-
Premium arising on issue of equity shares	244,592
At 31 August 2016	244,592

On 22 August 2016, the Company issued 1 Ordinary share with £244,592,000 premium to AB Acquisitions Luxco 1 S.á.r.l. for cash consideration.

14. Capital contribution

	£000
At 31 August 2015 and 31 August 2016	2,299,559

15. Retained earnings

	£000
At 1 April 2014	1
Result for the financial period	-
At 31 August 2015	1
Profit for the year	594,727
Dividends paid	(594,705)
At 31 August 2016	23

16. Ultimate parent undertaking

At 31 August 2016, the Company's immediate parent company was AB Acquisitions Luxco 1 S.á.r.l. and its ultimate parent company and controlling party was Walgreens Boots Alliance, Inc. Walgreens Boots Alliance, Inc. is also the parent undertaking of the largest and only group in which the Company is consolidated. The consolidated financial statements of this group are available from the Walgreens Boots Alliance website at www.walgreensbootsalliance.com.

Walgreens Boots Alliance, Inc. is incorporated in the United States of America, and its registered office address is 108 Wilmot Road, Deerfield, Illinois, 60015.

17. Transitioning to FRS 101

Basis of accounting

For all periods up to and including the 17 month period ended 31 August 2015, the Company prepared its financial statements in accordance with previously extant UK GAAP. These financial statements, for the year ended 31 August 2016 are the first the Company has prepared under Financial Reporting Standard 101 (FRS 101).

The Company meets the definition of a qualifying entity under FRS 101 issued by the Financial Reporting Council. Accordingly, the Company has prepared financial statements which comply with FRS 101 applicable for periods from 1 April 2014 and has, in doing so, applied the requirements of IFRS 1.6-33 and related appendices. These financial statements were prepared in accordance with FRS 101 'Reduced Disclosure Framework'.

There were no material adjustments that required restatement of the prior period financial statements on adoption of FRS 101 in the current year.