

Company registration number: 06166762



Superior Acquisitions Limited
(formerly known as AB Acquisitions Limited)
Strategic report, Directors' report
and financial statements
for the 17 month period ended 31 August 2015

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Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Strategic report

for the 17 month period ended 31 August 2015

Principal activities

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

On 16 June 2015, the Company changed its name from AB Acquisitions Limited to Superior Acquisitions Limited.

Walgreens Boots Alliance, Inc., the Company's new ultimate parent, has an accounting reference date of 31 August. Therefore during the period, the accounting reference date of the Company was changed from 31 March to 31 August, in order to align reporting period ends across the Group. As a result, the current financial period results are for seventeen months ended 31 August 2015 and are not comparable with the comparative results for the year ended 31 March 2014.

Business review

During the period to January 2015, the Company repaid the principal amounts outstanding on all of its outstanding external loans, comprised of £4,579 million and €661 million in senior external loans and £846 million in subordinated notes (inclusive of compounded PIK interest of £194 million). It refinanced this external debt, in part, with new loans from Group undertakings totalling £3,140 million.

On 2 January 2015, the Company invested £2,048 million in the equity of AB Acquisitions UK Holdco 7, a wholly owned subsidiary of the Group.

On 29 August 2014, the Company invested £50 million in the equity of AB Acquisitions FX Pref Limited, a wholly owned subsidiary of the Group.

On 2 January 2015, the Company issued 1,000 new ordinary shares of £1.00 each. The shares were issued for £1,000 aggregate nominal value plus share premium of £1,956,689,169. The Rights Issue shares represent 1,000 new ordinary shares for the existing 100,003 ordinary shares in the capital of the company.

The Company's loss for the financial period is £512 million (2014: £240 million).

Total dividend income for the period was £43 million (2014: £19 million).

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 the Company 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.

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.

By order of the Board:



Aidan Clare
Director

30 November 2015

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Directors' report

for the 17 month period ended 31 August 2015

The Directors present their report and the audited financial statements for the 17 month period ended 31 August 2015.

Dividends

The directors do not recommend the payment of a final dividend (2014: £nil).

Future developments

The company intends to continue operating as a holding company within the Group.

Directors

The following served as Directors during the year:

Aidan Clare
Martin Delve
Frank Standish

Directors and Officers insurance has been taken out on behalf of the Company.

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.

Financial instruments

The Company's use of financial instruments to manage risk is detailed in the strategic report.

Auditors

KPMG LLP resigned as auditor of the Company on 11 May 2015 pursuant to section 516 of the Companies Act 2006. On 10 September 2015, Deloitte LLP were appointed as auditor of the Company.

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 auditors are 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 auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

By order of the Board:



Aidan Clare
Director
30 November 2015

Registered office:
Sedley Place
4th Floor
361 Oxford Street
London
W1C 2JL

Registered in England and Wales No. 06166762

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Statement of Directors' responsibilities in respect of the Directors' report and the financial statements

for the 17 month period ended 31 August 2015

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

Company law requires the Directors to prepare financial statements for each financial period.

Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to detect fraud and other irregularities.

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Independent auditors' report

to the members of Superior Acquisitions Limited

We have audited the financial statements of Superior Acquisitions Limited for the period ended 31 August 2015 set out on pages 6 to 19. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' responsibilities in respect of the Directors' report and the financial statements set out on page 3, 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 2015 and of its loss for the 17 month period then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

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.



Sonya Butters, ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor
3 Rivergate
Temple Quay
Bristol, BS1 6GD
30 November 2015

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Profit and loss account

for the 17 month period ended 31 August 2015.

	Notes	2015 £million	2014 £million
Exceptional items - administrative costs		-	1
Impairment of investments	2	(102)	-
Operating (loss)/profit	2	(102)	1
Income from shares in group undertakings		43	19
Interest receivable and similar income	4	76	39
Interest payable and similar charges	5	(606)	(367)
Loss on ordinary activities before taxation		(589)	(308)
Tax credit on loss on ordinary activities	6	77	68
Loss for the financial period		(512)	(240)

There were no recognised gains and losses for the current and preceding financial periods other than the loss of £512 million (2014: £240 million) shown above. Accordingly, no statement of recognised gains and losses is presented.

There is no material difference between the reported loss shown above and the loss for the period restated on an historical cost basis. Accordingly, no note of historical cost profits/(losses) is presented.

The amounts presented for the current and preceding financial periods are derived from continuing operations.

The notes on pages 8 to 19 form part of the Company's financial statements.

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Balance sheet as at 31 August 2015

	Notes	2015 £million	2014 £million
Fixed assets			
Investments	7	11,856	9,619
Current assets			
Debtors	8	38	59
Cash at Bank		1	-
		39	59
Creditors: amounts falling due within one year	9	(59)	(32)
Net current (liabilities)/assets		(20)	27
Total assets less current liabilities		11,836	9,646
Creditors: amounts falling due after more than one year	10	(7,905)	(7,160)
Net assets		3,931	2,486
Capital and reserves			
Called up share capital	12,13	-	-
Share premium	13	1,957	-
Capital contribution	13	2,166	2,166
Profit and loss account	13	(192)	320
Shareholders' funds		3,931	2,486

The notes on pages 8 to 19 form part of the Company's financial statements.

These financial statements were approved by the Board on 30 November 2015 and were signed on its behalf by:



Aidan Clare
Director

Company registration number: 06166762

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements

for the 17 month period ended 31 August 2015

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with UK Generally Accepted Accounting Practice, and under the historical cost convention.

During the period, the year end of the Company was changed from 31 March to 31 August. As a result, the current financial period results are for seventeen months ended 31 August 2015 and are not comparable with the comparative results for the year ended 31 March 2014.

Walgreens Boots Alliance, Inc. ("the Group"), the ultimate parent entity, includes the Company's assets, liabilities and results in its own publicly-available consolidated financial statements. Under FRS 1 (Revised 1996), 'Cash flow statements', the Company is therefore exempt from the requirement to prepare a cash flow statement.

The Company's voting rights are wholly controlled within the Group and, consequently, the Company is exempt under FRS 8, 'Related party Disclosures', from disclosing transactions with entities that are part of the Group or investees of the Group qualifying as related parties. The Company is exempt from presenting financial instruments disclosures in accordance with FRS 29, 'Financial Instruments: Disclosures' as it does not apply FRS 26, 'Financial Instruments: Measurement'.

The Company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements and deliver them to the Registrar of Companies. The financial statements therefore present information about the Company as an individual undertaking and not about its group.

Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Strategic Report on page 2.

The Company is expected to continue to generate positive cash flows on its own account for the foreseeable future. The Company participates in the group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries.

The Directors, having assessed the responses of the directors of the company's immediate parent Walgreens Boots Alliance, Inc. to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Walgreens Boots Alliance, Inc. group to continue as a going concern or its ability to continue with the current banking arrangements.

On the basis of their assessment of the Company's financial position and of the enquiries made of the Directors of Walgreens Boots Alliance, Inc., the Company's Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Foreign currencies

Transactions denominated in non-sterling currencies are recorded at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in non-sterling currencies at the balance sheet date are translated at the exchange rates ruling at that date. Non-monetary assets and liabilities denominated in non-sterling currencies are translated using the exchange rates at the date of the underlying transactions. Exchange gains or losses are included in the profit or loss account.

Interest receivable and similar income

Interest receivable and similar income comprises interest receivable on funds invested, calculated using the effective interest rate method, and net exchange movements related to funds invested.

Interest payable and similar charges

Interest payable and similar charges comprises interest payable on borrowings, calculated using the effective interest rate, financing fees, fair value movements on applicable derivative financial instruments and net exchange movements related to financing items.

Investments

Investments are stated at cost less provision for impairment.

Impairment of assets

The Company's fixed assets are reviewed at each balance sheet date to determine whether events or changes in circumstances exist that indicate that their carrying amount may not be recoverable. If such an indication exists, the fixed asset's recoverable amount is estimated. The recoverable amount is the higher of a fixed asset's net realisable value and its value in use. An impairment loss is recognised in the profit and loss account for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there is separately identifiable income, referred to as income generating units ("IGUs").

Cash at bank and in hand

Cash at bank and in hand comprises cash in hand and term deposits with maturities of three months or less from the date of acquisition. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

Share capital

Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Accordingly, a financial instrument is treated as equity if:

- there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and
- the instrument is a non-derivative that contains no contractual obligation to deliver a variable number of shares or is a derivative that will be settled only by the Group exchanging a fixed amount of cash or other assets for a fixed number of the Company's own equity instruments.

Equity instruments are recorded as share capital and share premium, as applicable, net of tax-effected share issue costs. To the extent that this definition is not met, the proceeds of any issue are classified as a financial liability.

Dividends

Interim dividends on equity instruments classified as part of shareholders' funds are recognised as appropriations in the reconciliation of movements in shareholders' funds. Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised by the shareholders of the Company and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Derivative financial instruments

Financial assets and liabilities are recognised in the balance sheet at fair value when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities, excluding derivative financial instruments, are subsequently measured at amortised cost using the effective interest rate method.

The Company uses derivative financial instruments to hedge its exposure to currency translation and interest rate risks arising from operating, financing and investing activities. The Company does not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for at fair value with movements taken to the profit and loss account.

Derivative financial instruments are recognised initially at fair value, with movements on remeasurement recognised immediately in the profit and loss account. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

The fair value of interest rate swaps is the estimated amount that the Company would receive or pay to terminate the swap at the balance sheet date, taking into account current interest rates and the current creditworthiness of the swap counterparties.

The fair value of forward exchange contracts is their market price at the balance sheet date.

Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecasted transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserve.

When the forecasted transaction subsequently results in the recognition of a non-financial asset or non-financial liability the associated cumulative gain or loss is removed from equity and included in the initial cost or other carrying amount of the non-financial asset or liability.

If the hedged forecasted transaction subsequently results in the recognition of a financial asset or financial liability, the associated gains and losses that were recognised directly in equity are reclassified into profit or loss in the same period, or periods, during which the asset acquired or liability assumed affects profit or loss.

For cash flow hedges, other than those covered by the preceding two policy statements, the associated cumulative gain or loss is removed from equity and recognised in the income statement in the same period, or periods, during which the hedged forecast transaction affects profit or loss. The ineffective part of any gain or loss is recognised immediately in the profit and loss account.

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised immediately in the profit and loss account.

Hedge of monetary assets and liabilities

Where a derivative financial instrument is used to hedge economically the currency translation exposure of a recognised monetary asset or liability, no hedge accounting is applied and any gain or loss on the hedging instrument is recognised in the profit and loss account.

Loans

Loans are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, loans are stated at amortised cost with any difference between cost and redemption value being recognised in the profit and loss account over the period of the loans on an effective interest basis.

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

Taxation

Current taxation

Current tax is recognised at the amount expected to be paid or recovered for the period based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred taxation

Deferred tax is recognised on all timing differences that have originated but not reversed by the balance sheet date. Deferred tax assets are only recognised to the extent that it is more likely than not there will be suitable taxable profits against which the underlying timing differences can reverse. Deferred tax liabilities are not recognised in respect of corporation tax on chargeable gains arising on the disposal of assets where that gain is expected to be deferred indefinitely.

Deferred tax is measured on a non-discounted basis at the average rates expected to apply in the periods when the timing differences are expected to reverse using the tax rates and laws enacted or substantively enacted at the balance sheet date.

2. Operating (loss)/profit

The fee in respect of auditing the 31 August 2015 accounts of the Company pursuant to legislation was £8,400 (2014: £8,400), of which £nil (2014: £8,400) was payable to the Company's former auditor, KPMG LLP, and £8,400 (2014: £nil) payable existing auditors, Deloitte LLP.

Within operating loss for the current period was £102 million of exceptional costs relating to the Impairment of a subsidiary. Within operating profit for the preceding period was exceptional costs related to the release of a provision for a disputed VAT assessment.

3. Staff numbers and costs

There were no employees during the period (2014: nil).

No Director received or waived any remuneration for their services to the Company during the period.

4. Interest receivable and similar income

	2015 £million	2014 £million
Interest receivable from group undertakings	76	39
	76	39

5. Interest payable and similar charges

	2015 £million	2014 £million
Interest payable on bank loans and overdrafts	198	268
Interest payable to group undertakings	296	68
Financing fees and other finance costs	112	31
	606	367

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

6. Tax credit on loss on ordinary activities

An analysis of the tax credit for the period ended 2015 is presented as follows:

	2015 £million	2014 £million
Current tax		
United Kingdom ('UK') corporation tax		
Corporation tax credit on income for the year at 20.7% (2014: 23.0%)	98	70
Adjustments in respect of prior periods	(14)	2
	84	72
Deferred tax (note 11)		
Origination and reversal of timing differences	(6)	(4)
Adjustments in respect of prior periods	(1)	-
	(7)	(4)
Tax credit on loss on ordinary activities	77	68

The tax credit for the financial period is lower (2014: tax credit higher) than the standard rate of corporation tax of 20.7% (2014: 23.0%). The differences are explained below:

	2015 £million	2014 £million
Loss on ordinary activities before tax	(589)	(308)
Current tax credit at 20.7% (2014: 23.0%)	122	71
Effects of:		
Impairment of investments	(21)	-
Expenses not deductible for tax purposes	(10)	(5)
Dividends received not taxable	9	4
Utilisation of tax losses brought forward	3	5
Impact of imputed profits from partnership interests	(6)	(5)
Release of imputed tax on profits from group debt repurchase	1	-
Adjustments to tax charge in respect of previous periods	(14)	2
Total current tax credit as above	84	72

Factors that may affect future current and total tax charges

During the period to 31 August 2015, the UK Government announced that the corporation tax rate would reduce by 1% from 1 April 2017 to 19% and a further 1% from 1 April 2020 to 18%. These further changes to the tax rate have not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

7. Fixed asset investments

	Shares in subsidiary undertakings £million	Loans to group undertakings £million	Total £million
Cost			
At 1 April 2014	8,650	969	9,619
Additions	2,098	325	2,423
Impairment	(102)	-	(102)
Currency translation differences	-	(84)	(84)
At 31 August 2015	10,646	1,210	11,856

On 29 August 2014, the Company invested £50 million in the equity of AB Acquisitions FX Pref Limited, a wholly owned subsidiary of the Group.

On 2 January 2015, the Company invested £2,048 million in the equity of AB Acquisitions UK Holdco 7, a wholly owned subsidiary of the Group.

The provision for impairment recognised during the period relates to the permanent reduction in the carrying value of the Company's directly held investments when compared to their recoverable amount, and as such the investment in AB Acquisitions Luxco 9 S.a.r.l. has been impaired by £102 million (2014: £nil). The brought forward cumulative impairment of £96 million relates mainly to the permanent reduction in the underlying net asset value of the Company's subsidiary undertakings, driven by the appreciation of the Euro and other currencies against Sterling.

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

	Share class	Percentage held by the Company or subsidiary undertakings	Country of incorporation or principal place of business
Directly held			
AB Acquisitions UK Holdco 7 Limited	Ordinary	100.0	England & Wales
AB Acquisitions FX Inter Limited	Ordinary	100.0	England & Wales
AB Acquisitions FX Pref Limited	Ordinary	100.0	Cayman Islands
AB Acquisitions Luxco 9 S.à r.l.	Ordinary	83.9	Luxembourg
Alliance Boots PropCo A LLP	Un-incorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Alliance Boots PropCo B LLP	Un-incorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Alliance Boots PropCo Beeston LLP	Un-incorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Alliance Boots PropCo C LLP	Un-incorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Alliance Boots PropCo Retail Flex LLP	Un-incorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Alliance Boots PropCo Unichem Flex LLP	Un-incorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Alliance Boots PropCo Unichem LLP	Un-incorporated entity	100.0	Sedley Place, 4th Floor, 361 Oxford Street, London, W1C 2JL, England
Indirectly held			
A.P. Apteka Holding Limited	Ordinary	100.0	Cyprus
AA Asla Limited	Ordinary	100.0	Hong Kong
AB Acquisitions (Ireland) 2 Limited	Ordinary	100.0	Ireland
AB Acquisitions FX Pref Limited	Preferred A, Preferred B, Preferred C	100.0	Cayman Islands
AB Acquisitions Luxco 7 S.à r.l.	Ordinary	100.0	Luxembourg

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

7. Fixed asset investments (continued)

	Share class	Percentage held by the Company or subsidiary undertakings	Country of Incorporation or principal place of business
AB Acquisitions Nederland Holdco 1 B.V.	Ordinary	100.0	Netherlands
AB Acquisitions UK Holdco 5 Limited	Ordinary	80.0	England & Wales
AB Property Holdings Limited	Ordinary	100.0	Cayman Islands
ABF, Administradora de Beneficios Farmacéuticos S.A	Ordinary	100.0	Chile
acadlcPharm GmbH	Ordinary	100.0	Germany
Administradora Fasa, S.A.	Ordinary	100.0	Chile
AH Schweiz GmbH	Ordinary	100.0	Switzerland
Alcura Health España, S.A.	Ordinary	99.9	Spain
Alcura UK Limited	Ordinary	100.0	England & Wales
Alliance BMP Limited	Ordinary	100.0	England & Wales
Alliance Boots (Nominees) Limited	Ordinary	100.0	England & Wales
Alliance Boots B.V.	Ordinary	100.0	Netherlands
Alliance Boots Chile SpA	Ordinary	100.0	Chile
Alliance Boots Group Limited	Ordinary, Preference	100.0	England & Wales
Alliance Boots Holdings 1 Limited	Ordinary	100.0	England & Wales
Alliance Boots Holdings 2	Ordinary	100.0	England & Wales
Alliance Boots Holdings B.V.	Ordinary	100.0	Netherlands
Alliance Boots Holdings Limited	Ordinary	100.0	England & Wales
Alliance Boots Latin America Limited	Ordinary	100.0	England & Wales
Alliance Boots Schweiz Investments GmbH	Ordinary	100.0	Switzerland
Alliance Boots Sourcing (Hong Kong) Limited	Ordinary	100.0	Hong Kong
Alliance Healthcare (Distribution) Limited	Ordinary	100.0	England & Wales
Alliance Healthcare (IT Services) Limited	Ordinary	100.0	England & Wales
Alliance Healthcare Asla Pacific Limited	Ordinary	100.0	Hong Kong
Alliance Healthcare Deutschland AG	Ordinary	94.9	Germany
Alliance Healthcare Deutschland Holdings 1 GmbH	Ordinary	100.0	Germany
Alliance Healthcare España Holdings, S.L.	Ordinary	100.0	Spain
Alliance Healthcare España S.A.	Ordinary	99.2	Spain
Alliance Healthcare Hong Kong Limited	Ordinary	100.0	Hong Kong
Alliance Healthcare Italia (IT Services) Srl	Ordinary	100.0	Italy
Alliance Healthcare Limited	Ordinary	100.0	Ireland
Alliance Healthcare Management Services (Nederland) B.V.	Ordinary	100.0	Netherlands
Alliance Healthcare Management Services Limited	Ordinary	100.0	England & Wales
Alliance Healthcare Nederland B.V.	Ordinary	100.0	Netherlands
Alliance Healthcare Norge AS	Ordinary	100.0	Norway
Alliance Healthcare s.r.o.	Incorporated without shares	100.0	Czech Republic
Alliance Healthcare Turkey Holding A.S.	Ordinary	100.0	Turkey
Alliance Santé - Distribuição Farmacêutica de Eulália Baeta Pereira e Ramalho Fernandes, S.A.	Ordinary	100.0	Portugal
Alliance UniChem Investments 4 Limited	Ordinary	100.0	England & Wales
Alliance UniChem IP Limited	Ordinary	100.0	England & Wales
Alliance UniChem PWS JV Limited	Ordinary	100.0	England & Wales
Alloga (Nederland) B.V.	Ordinary	100.0	Netherlands
Alloga Logística (España), S.L.	Ordinary	100.0	Spain
Alloga S.à r.l.	Ordinary	100.0	Luxembourg
Alloga UK Limited	Ordinary A, Ordinary B	100.0	England & Wales
Almus Farmaceutica, S.A.	Ordinary	100.0	Spain
Almus France	Ordinary	100.0	France
Almus Pharmaceuticals Limited	Ordinary	100.0	England & Wales
Alphega Apothekenpartner GmbH	Ordinary	100.0	Germany
ANZAG Rostock GmbH & Co. KG	Ordinary	79.0	Germany
ANZAG Rostock Grundstücks-Verwaltungsgesellschaft mbH	Ordinary	100.0	Germany

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)
for the 17 month period ended 31 August 2015

7. Fixed asset investments (continued)

Percentage held by the company or subsidiary undertakings	Country of incorporation or principal place of business	Share class	
		Ordinary	AO Apleka-Holding
	Russia	Ordinary	Armlia UAB
	Lithuania	Ordinary	Arma Activas Limited
	England & Wales	Ordinary	Aroma Associates Limited
	England & Wales	Ordinary	Arumatherapy Associates, Inc
	United States	Ordinary	Arumatherapy Investments Holding Limited ¹
	England & Wales	Ordinary A	
	England & Wales	Deferred	
	England & Wales	Ordinary	Arumatherapy Investments Limited
	Germany	Ordinary	AS Logistik GmbH
	England & Wales	Ordinary	B&B Capital Partners (GP) Limited
	England & Wales	Ordinary	B&B Capital Partners (SLP GP) Limited
	England & Wales	Ordinary	B&B Capital Partners LP
	England & Wales	Un-Incorporated entity	DCM Employment & Management Services Limited
	London, W1U 7HW, England	Ordinary	BCM Kosmetik GmbH
	Germany	Ordinary	BCM Limited
	England & Wales	Ordinary	BCM Speciale Limited
	England & Wales	Ordinary	Beachcourse Italia S.r.l.
	Italy	Quotas	Beachcourse Limited
	England & Wales	Ordinary	Beeston Site Services Limited
	England & Wales	Ordinary	Bellpharm Limited
	England & Wales	Ordinary	Benavides de Reynosa, S.A. de C.V.
	Mexico	Ordinary A, Ordinary B	Blyth Pharmacy Limited
	England & Wales	Ordinary	Boots 2 Property Partnership
	England & Wales	Un-Incorporated entity	Boots 2 Property Scottish Limited Partnership
	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland	Un-Incorporated entity	
	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland	Ordinary	Boots Benevolent Fund
	England & Wales	Ordinary	Boots Charitable Trust
	England & Wales	Ordinary	Boots Contact Lenses Limited
	Jersey	Ordinary	Boots Delivery Services Limited
	England & Wales	Ordinary	Boots Development Properties Limited
	England & Wales	Ordinary	Boots Eyewear Limited
	England & Wales	Ordinary	Boots Farmaceutivdrstagsarna AB
	Sweden	Ordinary	Boots International Limited
	England & Wales	Ordinary	Boots International Management Services Limited
	England & Wales	Ordinary	Boots IP GmbH
	Switzerland	Ordinary	Boots Management Services Limited
	England & Wales	Ordinary	Boots Nederland B.V.
	Netherlands	Ordinary	Boots Norge AS
	Norway	Ordinary	Boots Optical Investment Holdings Limited ²
	England & Wales	Ordinary A	
	England & Wales	Ordinary	Boots Opticians Limited
	England & Wales	Ordinary	Boots Opticians Professional Services Limited
	England & Wales	Ordinary	Boots Pensions Limited
	England & Wales	Ordinary	Boots PropCo A Limited
	England & Wales	Ordinary	Boots PropCo B Limited
	England & Wales	Ordinary	Boots PropCo Beeston Limited

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

7. Fixed asset investments (continued)

	Share class	Percentage held by the Company or subsidiary undertakings	Country of incorporation or principal place of business
Boots PropCo C Limited	Ordinary	100.0	England & Wales
Boots Propco D Limited	Ordinary	100.0	Scotland
Boots Propco E Limited	Ordinary	100.0	Scotland
Boots Propco F Limited	Ordinary	100.0	Scotland
Boots PropCo Flex Limited	Ordinary	100.0	England & Wales
Boots Propco G Limited	Ordinary	100.0	Scotland
Boots Propco H Limited	Ordinary	100.0	Scotland
Boots PropCo Limited	Ordinary	100.0	England & Wales
Boots PropCo Retail Flex Limited	Ordinary	100.0	England & Wales
Boots Properties Limited	Ordinary	100.0	England & Wales
Boots Property HoldCo Limited	Ordinary	100.0	England & Wales
Boots Property Partnership	Un-incorporated entity	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Property Scottish Limited Partnership	Un-incorporated entity	100.0	Boots - North, 3rd Floor, 79 - 91 High Street, Falkirk, FK1 1ES, Scotland
Boots Pure Drug Company Limited	Ordinary	100.0	England & Wales
Boots Retail (Ireland) Limited	Ordinary	100.0	Ireland
Boots Retail (Thailand) Limited	Ordinary	100.0	Thailand
Boots Singapore Private Limited	Ordinary	100.0	Singapore
Boots The Chemists Limited	Ordinary	100.0	England & Wales
Boots UK Limited	Ordinary	100.0	England & Wales
Brandhandling International Limited	Ordinary	100.0	British Virgin Islands
Burrells Limited	Ordinary	100.0	Scotland
Burrows & Close Limited	Ordinary	100.0	England & Wales
Carcinomacare Consult GmbH	Ordinary	100.0	Germany
Casa Saba Brasil Holdings, Ltda	Quotas	100.0	Brazil
Caseview (P.L.) Limited	Ordinary	100.0	England & Wales
Central Homecare Limited	Ordinary	100.0	England & Wales
Centro Farmaceutico Asturiano, S.A.	Ordinary	97.7	Spain
Class Delta Limited	Ordinary A, Ordinary B	100.0	England & Wales
Comercial Farmacéutica S.A.	Ordinary	100.0	Chile
Comercializadora y Distribuidora BF S.A.	Ordinary	100.0	Chile
Comercializadora y Servicios Benavides, S.A. de C.V.	Ordinary	100.0	Mexico
Compañía de Nutrición General S.A.	Ordinary	100.0	Chile
CPL Pharma Lager und Vertrieb GmbH	Ordinary	100.0	Germany
D200 Energy Limited	Ordinary	100.0	England & Wales
DDM Healthcare Limited	Ordinary	100.0	Scotland
Distilife, Distribuidora Atacadista de Suplementos Alimenticios, Ltda	Quotas	100.0	Brazil
Dollond & Aitchison Limited	Ordinary	100.0	England & Wales
Drogueria, Distribuidora y Logística DLI S.A.	Ordinary	100.0	Chile
E. Moss, Limited	Ordinary	100.0	England & Wales
Easterhouse Health Centre Pharmacy Limited	Ordinary	100.0	Scotland
Esko İtiryat Sanayi ve Ticaret Anonim Şirketi	Ordinary	100.0	Turkey
Exportadora Regional del Norte de Mexico, S.A. de C.V.	Ordinary	100.0	Mexico
Farmacias ABC de Mexico, S.A. de C.V.	Ordinary	100.0	Mexico
Farmacias Ahumada Internacional S.A.	Ordinary	100.0	Uruguay
Farmacias Ahumada S.A.	Ordinary	99.4	Chile
Farmacias Benavides S.A.B. de C.V.	Ordinary	100.0	Mexico
FARMEXPERT D.C.I. SRL	Ordinary	100.0	Romania
Fasa Chile S.A.	Ordinary	100.0	Chile

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

7. Fixed asset investments (continued)

	Share class	Percentage held by the Company or subsidiary undertakings	Country of incorporation or principal place of business
Fasa Investment Limitada	Un-Incorporated entity	100.0	Av. Las Condes, No 14,791, 01, comuna de Lo Barnechea, Santiago, Chile
GESDAT Gesellschaft für Informationsmanagement mbH	Ordinary	100.0	Germany
Gordon's Chemist Limited	Ordinary	100.0	England & Wales
Govanhill Pharmacy Limited	Ordinary	52.9	Scotland
Hedef - Alliance Holding Anonim Şirketi	Ordinary	100.0	Turkey
Hedef Ecza Deposu Ticaret Anonim Şirketi	Ordinary	100.0	Turkey
Hedef International Holdings BV	Ordinary	100.0	Netherlands
HF Healthcare Limited	Ordinary	100.0	England & Wales
Inmobiliaria Gestión Punto Retail S.A.	Ordinary	100.0	Chile
Inversiones Internacionales Inverfar S.A.	Ordinary	100.0	Chile
Kring apotheek B.V.	Ordinary	51.0	Netherlands
Laboratorios MDK S.A.	Ordinary	100.0	Chile
Leamington Spa Properties (Two) Limited	Ordinary	100.0	England & Wales
Lex-Dart Enterprises Limited	Ordinary	100.0	Cyprus
Liz Earle Beauty Co. (International) Limited	Ordinary	100.0	England & Wales
Liz Earle Beauty Co. Limited	Ordinary, Ordinary A	100.0	England & Wales
Megapharm GmbH Pharmazeutische Erzeugnisse	Ordinary	100.0	Germany
Nareks Ecza Deposu Ticaret Anonim Şirketi	Ordinary	100.0	Turkey
Nexiapharma, S.L.	Ordinary	100.0	Spain
OOO Alliance Healthcare Rus	Ordinary	100.0	Russia
OOO Apteka Holding ¹	Ordinary	100.0	Russia
OOO Okulus-Sever	Ordinary	100.0	Russia
OTC Direct Limited	Ordinary	100.0	England & Wales
PhD Acquisition Bidco Limited	Ordinary	100.0	England & Wales
PhD Acquisition Midco Limited	Ordinary	100.0	England & Wales
PhD Nutrition Limited	Ordinary	100.0	England & Wales
Prewos 1 S.à r.l.	Ordinary	100.0	Luxembourg
Ramuneles Vaistine UAB	Ordinary	100.0	Lithuania
S and G Investments Limited	Ordinary	100.0	England & Wales
Servicios Ejecutivos Benavides, S.A. de C.V.	Ordinary	100.0	Mexico
Servicios Generales Benavides, S.A. de C.V.	Ordinary	100.0	Mexico
Servicios Logísticos Benavides, S.A. de C.V.	Ordinary	100.0	Mexico
Servicios Operacionales Benavides, S.A. de C.V.	Ordinary	100.0	Mexico
Skills in Healthcare France	Ordinary	100.0	France
Skills in Healthcare GmbH Deutschland	Ordinary	100.0	Germany
Skills in Healthcare Pazarlama ve Tanıtım Hizmetleri Anonim Şirketi	Ordinary	100.0	Turkey
Snipetjernveien 10 AS	Ordinary	100.0	Norway
Soap & Glory GmbH	Ordinary	100.0	Germany
Soap & Glory Limited	Ordinary	100.0	England & Wales
Spa Strategy Limited ³	Ordinary A	100.0	England & Wales
Spa Strategy, Inc.	Ordinary	100.0	United States
Splis B.V.	Ordinary	100.0	Netherlands
SportsPlatform Holdco Limited ⁴	Ordinary A	81.0	England & Wales
SportsPlatform Midco Limited	Ordinary	100.0	England & Wales
Sprint Investments 1 Limited	Ordinary	80.0	England & Wales
Sprint Investments 5 Limited	Ordinary	100.0	England & Wales
Stephar B.V.	Ordinary	100.0	Netherlands
The Boots Company PLC	Ordinary	100.0	England & Wales
The Refinery Limited	Ordinary A, Ordinary B	100.0	England & Wales
TPW Acquisition Bidco Limited	Ordinary	100.0	England & Wales

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

7. Fixed asset investments (continued)

	Share class	Percentage held by the Company or subsidiary undertakings	Country of incorporation or principal place of business
TPW Acquisition Midco Limited	Ordinary	100.0	England & Wales
UDG (No.1) Limited	Ordinary	100.0	England & Wales
UDG (No.2) Limited	Ordinary	100.0	England & Wales
UniChem Limited	Ordinary	100.0	England & Wales
vitasco GmbH	Ordinary	100.0	Germany
W.H.C.P. (Dundee) Limited	Ordinary	57.5	Scotland
Walgreens Boots Alliance Services Limited	Ordinary	100.0	England & Wales
Walgreens Boots Alliance Services MC S.A.M.	Ordinary	99.9	Monaco
WBAD CI 2 Limited	Ordinary	100.0	Cayman Islands

8. Debtors

	2015 £million	2014 £million
Amounts owed by group undertakings	25	-
Corporation tax	11	36
Deferred tax (note 11)	2	9
Other debtors	-	14
	38	59

Within other debtors was £nil (2014: £1 million) due after more than one year.

9. Creditors: amounts falling due within one year

	2015 £million	2014 £million
Amounts owed to group undertakings	53	20
Other creditors including taxes and social security	6	12
	59	32

10. Creditors: amounts falling due after more than one year

	2015 £million	2014 £million
Bank loans	-	5,904
Amounts owed to group undertakings	7,905	1,256
	7,905	7,160

In December 2014, the Company issued a voluntary repayment notice to the lender of its committed bank loans to repay all principal outstanding amounts in January 2015.

The Company's derivative assets and liabilities are not recorded on the balance sheet. The fair value of these derivative financial instruments at 31 August 2015 is £45 million net asset (2014: £3 million net asset).

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

11. Deferred tax

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset the associated current tax assets and liabilities.

Deferred tax assets are attributable to the following after offset:

	2015 £million	2014 £million
Tax losses	-	3
Other short term timing differences	2	6
	2	9

The movement in the net deferred tax asset for the year is presented as follows:

	Tax losses £million	Other short term differences £million	Total £million
Deferred tax assets			
At 1 April 2014	3	6	9
Profit and loss account charge	(3)	(4)	(7)
At 31 August 2015	-	2	2

12. Called up share capital

	2015 £	2014 £
Allotted, called up and fully paid		
101,003 Ordinary shares of £1 each	101,003	100,003

On 2 January 2015, the Company issued 1,000 new ordinary shares of £1.00 each. The shares were issued for £1,000 aggregate nominal value plus share premium of £1,956,689,169. The Rights Issue shares represent 1,000 new ordinary shares for the existing 100,003 ordinary shares in the capital of the company.

13. Reconciliation of movements in equity shareholders' funds

	Called up share capital £million	Share premium £million	Capital contribution £million	Profit and loss account £million	Total £million
At 1 April 2013	-	-	2,166	560	2,726
Loss for the financial period	-	-	-	(240)	(240)
At 1 April 2014	-	-	2,166	320	2,486
Proceeds of ordinary share capital issued	-	1,957	-	-	1,957
Loss for the financial period	-	-	-	(512)	(512)
At 31 August 2015	-	1,957	2,166	(192)	3,931

Superior Acquisitions Limited (formerly known as AB Acquisitions Limited)

Notes to the financial statements (continued)

for the 17 month period ended 31 August 2015

13. Contingent liabilities

On 5 July 2007, the Company became a Guarantor under both a £8,270 million multi-currency Senior Facilities Agreement and a £750 million multi-currency Subordinated Facility Agreement (together the Agreements) between, amongst others, the Company (a subsidiary undertaking within the Alliance Boots GmbH group) as a Borrower and Deutsche Bank AG as the Facility Agent for the Lenders. As a Guarantor under the Agreements, the Company guaranteed the liabilities of fellow subsidiary undertakings within the Alliance Boots GmbH group under the Agreements. Effective 9 January 2015 the Company was irrevocably and unconditionally released and discharged from all present and future obligations as Guarantor under the Agreements.

14. Ultimate parent undertaking

At 31 August 2015 the Company's immediate parent company was Alliance Boots International Limited 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 group in which the Company is consolidated. The consolidated financial statements of the 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 principal office address is 108 Wilmot Road, Deerfield, Illinois, 60015.