

Company registration number 6358141



Boots Propco C Limited
Directors' report and financial statements
for the year ended 31 March 2013

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Boots Propco C Limited

Directors' report

for the year ended 31 March 2013

The Directors present their report and the audited financial statements for the year ended 31 March 2013

Principal activities

The Company is an intermediary holding company within the Alliance Boots GmbH Group ("the Group")

Business review

Details of the result for the year are shown in the profit and loss account on page 4

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

Dividends

Dividends of £26,326,000 (2012 £5,426,000) were declared and paid in the year

Directors

The following served as Directors during the year

A Clare

T Clerckx

(Resigned 1 November 2012)

M Muller

(Appointed 1 November 2012)

F Standish

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor was deemed to be reappointed and KPMG Audit Plc therefore continues in office

Disclosure of information to the auditor

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

By order of the Board



M Muller

Director

25 June 2013

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

Registered in England and Wales No 6358141

Boots Propco C Limited

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

for the year ended 31 March 2013

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 year. 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 prevent and detect fraud and other irregularities

Independent auditor's report

to the members of Boots Propco C Limited

We have audited the financial statements of Boots Propco C Limited for the year ended 31 March 2013 set out on pages 4 to 9. 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 Directors' responsibilities statement set out on page 2, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 March 2013 and of its profit for the year 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.



Chris Heard (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants
15 Canada Square
Canary Wharf
London, E14 5GL

25 June 2013

Boots Propco C Limited

Profit and loss account

for the year ended 31 March 2013

	Notes	2013 £000	2012 £000
Operating profit	2	-	-
Income from shares in Group undertakings		26,776	6,296
Interest receivable and similar income	3	1	1
Profit on ordinary activities before taxation		26,777	6,297
Tax on profit on ordinary activities	4	(450)	-
Profit for the financial year		26,327	6,297

There were no recognised gains and losses for the current and preceding financial years other than the profit of £26,327,000 (2012 £6,297,000) shown above. Accordingly, no statement of recognised gains and losses is presented.

There is no difference between the reported profit shown above and the profit for the year restated on an historical cost basis. Accordingly, no note of historical cost profits is presented.

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

The notes on pages 6 to 9 form part of the Company's financial statements.

Boots Propco C Limited

Balance sheet

as at 31 March 2013

	Notes	2013 £000	2012 £000
Fixed Assets			
Investments	6	30,663	30,663
Current Assets			
Debtors	7	1,102	1,321
Creditors amounts falling due within one year	8	(230)	(450)
Net current assets		872	871
Net assets		31,535	31,534
Capital and reserves			
Called up share capital	10,11	315	315
Share premium account	11	31,218	31,218
Profit and loss account	11	2	1
Shareholder's funds		31,535	31,534

The notes on pages 6 to 9 form part of the Company's financial statements

These financial statements were approved by the Board on 25 June 2013 and were signed on its behalf by



M Muller

Director

Registered in England and Wales No 6358141

Boots Propco C Limited

Notes to the financial statements

for the year ended 31 March 2013

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 applicable accounting standards, and under the historical cost convention

Alliance Boots GmbH ("the Group"), the intermediate 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. In addition, under SSAP 25, 'Segmental Reporting', the Company is exempt from the requirement to present segmental information on the grounds that Alliance Boots GmbH includes segmental information in its own publicly-available consolidated financial statements in compliance with IFRS 8, 'Operating Segments'.

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 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 has net assets and generates positive cash flows before distribution and expects this to continue in future periods. Based on these facts, the Company's Directors have assessed that there is no material uncertainty surrounding the going concern of the entity. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

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

Dividends on equity instruments classified as part of shareholder's funds are recognised as appropriations in the reconciliation of movements in shareholder's 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.

Investments

Investments are stated at cost less provision for impairment.

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 Profit from operations

Auditor's remuneration

The 2013 audit fee for the audit of these financial statements was borne by a fellow group undertaking. The amount allocated that would have been incurred is £2,000 (2012: £2,000). Amounts receivable by the Company's auditor in respect of non-audit services provided to the Company were £nil (2012: £nil).

Directors' remuneration

The Directors received no remuneration for their services to the Company during the year (2012: £nil).

Boots Propco C Limited

Notes to the financial statements (continued)

for the year ended 31 March 2013

3 Interest receivable and similar income

	2013 £000	2012 £000
Interest receivable from Group undertakings	1	1

4 Tax on profit on ordinary activities

An analysis of the tax charge for the year ended 31 March 2013 is presented as follows

	2013 £000	2012 £000
Current tax		
<i>United Kingdom ('UK') corporation tax</i>		
Corporation tax on income for the period at 24% (2012 26%)	110	450
Deferred tax (note 9)		
Origination and reversal of timing differences	340	(450)
Tax on profit on ordinary activities	450	-

The current tax charge for the financial year is lower (2012 lower) than the standard rate of corporation tax of 24% (2012 26%). The differences are explained below

	2013 £000	2012 £000
Profit on ordinary activities before tax	26,777	6,297
Current tax at 24% (2012 26%)	6,426	1,637
Effects of		
Non-taxable dividends received from UK companies	(6,426)	(1,637)
Impact of imputed profits from partnership interests	115	488
Group relief at below standard rate of tax	(5)	(38)
Total current tax charge as above	110	450

During the year to 31 March 2013, the UK Government substantively enacted a reduction in the corporation tax rate to 23%, effective from 1 April 2013

Factors that may affect future current and total tax charges

It was also announced that the rate would reduce by 2% from 1 April 2014 to 21% and a further 1% from 1 April 2015 to 20%. 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

5 Dividends

The Company's paid and proposed dividends are presented as follows

	2013 £000	2012 £000
Dividends paid in the year		
Dividends paid	26,326	5,426

Boots Propco C Limited

Notes to the financial statements (continued)

for the year ended 31 March 2013

6 Fixed asset investments

	Shares in joint ventures £000
Cost	
At 1 April 2012 and 31 March 2013	31,533
Provision	
At 1 April 2012 and 31 March 2013	870
Net book value	
At 31 March 2012 and 31 March 2013	30,663

The Company's joint venture undertaking at the balance sheet date is presented as follows

	Percentage held by the Company or subsidiary undertakings	Country of incorporation	Main activity
Alliance Boots Propco C LLP	10.67	England & Wales	Property Holding

7 Debtors

	2013 £000	2012 £000
Falling due within one year		
Amounts owed by Group undertakings	823	871
Corporation tax recoverable	169	-
	992	871
Falling due after more than one year		
Deferred tax (note 9)	110	450
Total debtors	1,102	1,321

8 Creditors amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to Group undertakings	230	-
Corporation tax payable	-	450
	230	450

9 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

	2013 £000	2012 £000
Other short term timing differences	110	450

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

	Other short term differences £000
Deferred tax assets	
At 1 April 2012	450
Profit and loss account charge	(340)
At 31 March 2013	110

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Notes to the financial statements (continued)

for the year ended 31 March 2013

10 Called up share capital

	2013 £000	2012 £000
Allotted, called up and fully paid		
315,332 ordinary shares of £1 each	315	315

11 Reconciliation of movements in equity shareholder's funds

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total £000
At 1 April 2011	315	31,218	(870)	30,663
Profit for the financial year	-	-	6,297	6,297
Equity dividends paid	-	-	(5,426)	(5,426)
At 1 April 2012	315	31,218	1	31,534
Profit for the financial year	-	-	26,327	26,327
Equity dividends paid	-	-	(26,326)	(26,326)
At 31 March 2013	315	31,218	2	31,535

12 Ultimate parent undertaking

At 31 March 2013 the Company's immediate parent company was Boots Properties Limited and its ultimate parent company and controlling party was AB Acquisitions Holdings Limited. AB Acquisitions Holdings Limited is also the parent undertaking of the largest group in which the Company is consolidated.

AB Acquisitions Holdings Limited is incorporated in Gibraltar, and its registered office is 57/63 Line Wall Road, Gibraltar. AB Acquisitions Holdings Limited is jointly controlled by Alliance Santé Participations S.A., and certain funds advised by Kohlberg Kravis Roberts & Co. L.P., S. Pessina, and O. Barra, who are Directors of Alliance Boots GmbH, are also Directors of Alliance Santé Participations S.A., which is ultimately owned by a family trust.

The smallest group in which the results of the Company are consolidated is that headed by Alliance Boots GmbH, a company incorporated in Switzerland. The consolidated financial statements of this group are available from the Alliance Boots website at www.allianceboots.com.