

Registered number: 03203829

SANOFI-AVENTIS UK HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

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SANOFI-AVENTIS UK HOLDINGS LIMITED

COMPANY INFORMATION

Directors	F X Duhalde (appointed 1 April 2016) H Fry (appointed 1 January 2017) D Loew (resigned 1 April 2016) A Prosser (resigned 1 April 2016) T Stenvall (resigned 30 September 2016)
Registered number	03203829
Registered office	One Onslow Street Guildford Surrey GU1 4YS
Independent Auditor	Ernst & Young LLP Statutory Auditors Apex Plaza Forbury Road Reading RG1 1YE

SANOFI-AVENTIS UK HOLDINGS LIMITED

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SANOFI-AVENTIS UK HOLDINGS LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2016**

Introduction

The directors present their strategic report for Sanofi-Aventis UK Holdings Limited ("the company") for the year ended 31 December 2016.

Business review

The company continues to act as an investment holding company.

The key financial performance indicators during the year were as follows:

	2016	2015	Change
	£000	£000	%
Shareholders' funds	285,797	487,084	(41)

The decline in Shareholders' funds was mainly due to the payment of dividends totalling £236,000,000 during the year.

Principal risks and uncertainties

Interest rate risk

The company has short term interest bearing assets which include amounts receivable from other fellow subsidiaries within the United Kingdom which earn interest at LIBOR plus 15 basis points. Short term interest bearing liabilities include amounts payable to other fellow subsidiaries within the United Kingdom which earn interest at LIBOR minus 5 basis points. Short term interest bearing assets include amounts receivable from Sanofi which earn interest at LIBOR minus 5 basis points.

Impairment of investments

The company holds investments in trading companies of the Sanofi group. A significant change in the nature or market of those companies could lead to impairment in the carrying value of those investments. More information can be found in the individual accounts of the companies invested in Note 11.

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



F X Duhalde
Director

Date:

27.9.17

SANOFI-AVENTIS UK HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their report and the financial statements of Sanofi-Aventis UK Holdings Limited ("the company") for the year ended 31 December 2016.

Results and dividends

The profit for the year, after taxation, amounted to £34,713,000 (2015 - loss of £1,057,000).

The company declared dividends of £236,000,000 (2015 - £NIL) during the year.

Directors

The directors who served during the year were:

F X Duhalde (appointed 1 April 2016)
D Loew (resigned 1 April 2016)
A Prosser (resigned 1 April 2016)
T Stenvall (resigned 30 September 2016)

Sanofi maintains liability insurance for the directors and officers of all group companies. Sanofi has also provided an indemnity for the directors, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Future developments

The company plans to continue to receive income from loan interest and dividends.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

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

Post balance sheet events

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

Going concern statement

The company's performance and position are set out in the Business Review on page 1. The financial statements include the company's financial risk management objectives; details of its financial instruments and its exposures to interest rate risk.

The directors are satisfied that the company has access to considerable financial resources of the ultimate parent company, therefore, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.


SANOFI-AVENTIS UK HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2016**

Auditors

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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



F X Duhalde
Director

Date:

27.9.16

SANOFI-AVENTIS UK HOLDINGS LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2016**

The directors are responsible for preparing the Strategic Report, 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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 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;
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SANOFI-AVENTIS UK HOLDINGS LIMITED

We have audited the financial statements of Sanofi-Aventis UK Holdings Limited ("the company") for the year ended 31 December 2016, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 17. The relevant 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 Financial Reporting Standard 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 Auditors' 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 Auditors

As explained more fully in the Directors' Responsibilities Statement on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council'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 Strategic Report and the Directors' 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 December 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 matter 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 those financial statements and such reports have been prepared in accordance with applicable legal requirements.


**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SANOFI-AVENTIS UK HOLDINGS LIMITED
(CONTINUED)**

Matters on which we are required to report by exception

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

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.



David Hales (Senior Statutory Auditor)

for and on behalf of
Ernst & Young LLP

Statutory Auditors

Reading

Date: 25 Sept 2017

SANOFI-AVENTIS UK HOLDINGS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Note	2016 £000	2015 £000
Other operating income	4	45	-
Operating profit	5	<u>45</u>	<u>-</u>
Income from shares in group companies		36,000	-
Interest receivable and similar income	7	4,546	5,579
Interest payable and similar charges	8	(6,200)	(6,904)
Profit/(loss) before tax		<u>34,391</u>	<u>(1,325)</u>
Tax on profit/(loss)	9	322	268
Profit/(loss) for the year		<u><u>34,713</u></u>	<u><u>(1,057)</u></u>
Total comprehensive income/(expense) for the year		<u><u>34,713</u></u>	<u><u>(1,057)</u></u>

There were no recognised gains and losses for 2016 or 2015 other than those included in the Statement of Comprehensive Income.

The notes on pages 10 to 20 form part of these financial statements.

SANOFI-AVENTIS UK HOLDINGS LIMITED
REGISTERED NUMBER: 03203829

BALANCE SHEET
AS AT 31 DECEMBER 2016

	Note	2016 £000	2015 £000
Fixed Assets			
Investments	11	757,220	757,220
		<u>757,220</u>	<u>757,220</u>
Current assets			
Debtors: amounts falling due within one year	12	1,502,595	1,599,189
		<u>1,502,595</u>	<u>1,599,189</u>
Creditors: amounts falling due within one year	13	(1,974,018)	(1,869,325)
		<u>(471,423)</u>	<u>(270,136)</u>
Net current liabilities		(471,423)	(270,136)
Total assets less current liabilities		285,797	487,084
		<u>285,797</u>	<u>487,084</u>
Net assets			
		<u>285,797</u>	<u>487,084</u>
Capital and reserves			
Called up share capital	15	1,000	1,000
Profit and loss account	16	284,797	486,084
		<u>285,797</u>	<u>487,084</u>
Total equity		285,797	487,084
		<u>285,797</u>	<u>487,084</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


F X Duhalde
 Director

Date:

24.9.18

The notes on pages 10 to 20 form part of these financial statements.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2016	1,000	486,084	487,084
Comprehensive income for the year			
Profit for the year	-	34,713	34,713
Total comprehensive income for the year	-	34,713	34,713
Dividends: Equity capital	-	(236,000)	(236,000)
At 31 December 2016	1,000	284,797	285,797

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2015	1,000	487,141	488,141
Comprehensive income for the year			
Loss for the year	-	(1,057)	(1,057)
Total comprehensive (expense) for the year	-	(1,057)	(1,057)
At 31 December 2015	1,000	486,084	487,084

The notes on pages 10 to 20 form part of these financial statements.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Sanofi-Aventis UK Holdings Limited ("the company") for the year ended 31 December 2016 were authorised for issue by the board of directors on 27 September 2017, and the Balance Sheet was signed on the board's behalf by F X Duhalde. The company is incorporated and domiciled in England. The address of the registered office is One Onslow Street, Guildford, Surrey, GU1 4YS.

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101"), see Note 2.1.

The company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise indicated.

The company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Sanofi, whose shares are listed on the Euronext Paris stock exchange.

The results of the company are included in the consolidated financial statements of Sanofi (20F) which are available on the corporate website.

The principal accounting policies adopted by the company are set out in note 2.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention, unless otherwise specified within these accounting policies, and in accordance with FRS 101 and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2016.

SANOFI-AVENTIS UK HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Accounting policies (continued)

2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by the group; and
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

2.3 Valuation of investments

Investments in subsidiaries, associates and joint ventures are measured at cost less accumulated impairment, if any. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

2.4 Debtors

Short term debtors are measured at transaction price, less any provision for impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.5 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers

2.6 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. Accounting policies (continued)

2.7 Current and deferred taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the Balance Sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the Balance Sheet date.

The carrying amount of deferred income tax assets is reviewed at each Balance Sheet date. Deferred income tax assets and liabilities are offset only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to Other Comprehensive Income if it relates to items that are charged or credited to Other Comprehensive Income. Similarly, income tax is charged or credited directly to equity if it relates to items that are charged or credited directly to equity. Otherwise income tax is recognised in the Statement of Comprehensive Income.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. Accounting policies (continued)

2.8 Financial instruments

The company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The company classifies all of its financial assets as loans and receivables.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables) but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost, using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable.

Financial liabilities

The company classifies all of its financial liabilities as liabilities at amortised cost.

Liabilities at amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance Sheet.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

2. Accounting policies (continued)

2.9 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

2.10 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.11 Dividends

Dividends receivable are recognised when they become legally receivable, or are received, and are credited to the Statement of Comprehensive Income.

Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Equity dividends are charged directly to equity.

Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable in the Statement of Comprehensive Income.

2.12 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Balance Sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

No judgements were applied that had a significant effect on the amounts recognised in the financial statements.

4. Other operating income

	2016	2015
	£000	£000
Foreign exchange gain	45	-

5. Operating profit

The company did not generate any income or incur any expenses in relation to operating activities.

Auditors' remuneration of £4,500 (2015 - £4,403) was borne by another group undertaking in the current and prior year.

6. Employees

The company has no employees other than the directors, who did not receive any remuneration (2015 - £NIL).

Directors' emoluments are paid by Aventis Pharma Limited. Directors' services to the company and to a number of fellow subsidiaries are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to Aventis Pharma Limited. Accordingly no directors' remuneration is paid by the company.

7. Interest receivable

	2016	2015
	£000	£000
Interest receivable from group undertakings	4,546	5,579

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

8. Interest payable and similar charges

	2016	2015
	£000	£000
Bank interest payable	18	19
Interest payable to group undertakings	6,182	6,885
	6,200	6,904
	6,200	6,904

9. Taxation

	2016	2015
	£000	£000
Corporation tax		
Group taxation relief	(322)	(268)
	(322)	(268)
	(322)	(268)

The company has surrendered the benefit of tax losses to another group company for a consideration of £322,000 (2015 - £268,000) which has been set against the amounts owed to group companies.

Factors affecting tax credit for the year

The tax assessed for the year is lower than (2015 - *the same as*) the standard rate of corporation tax in the UK of 20% (2015 - 20.247%). The differences are explained below:

	2016	2015
	£000	£000
Profit/(loss) on ordinary activities before tax	34,391	(1,325)
	34,391	(1,325)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20.247%)	6,878	(268)
Effects of:		
Dividend income exempt from UK tax	(7,200)	-
	(7,200)	-
Total tax credit for the year	(322)	(268)

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

9. Taxation (continued)

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 21% to 20% was substantially enacted on 2 July 2013 and was effective from April 2015.

Further reductions to 19% (effective from 1 April 2017) and then to 17% (effective from 1 April 2020) were substantively enacted on 26 October 2015 and 6 September 2016 respectively.

10. Dividends

	2016 £000	2015 £000
Dividends paid	<u>236,000</u>	<u>-</u>

11. Fixed asset investments

	Investments in subsidiary companies £000
Cost or valuation	
At 1 January 2016	1,679,357
At 31 December 2016	<u>1,679,357</u>
Impairment	
At 1 January 2016	922,137
At 31 December 2016	<u>922,137</u>
Net book value	
At 31 December 2016	<u>757,220</u>
At 31 December 2015	<u>757,220</u>

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

11. Fixed asset investments (continued)

At 31 December 2016 the directors conducted a review of the carrying value of the investments based upon their recoverable amounts, taking into consideration their asset values at 31 December 2016 and their results for the year then ended, and concluded that an impairment was not required against the carrying value of the investments.

At 31 December 2016 the company had the following subsidiary undertakings all engaged in the pharmaceuticals business. Except where indicated, the company held the entire share capital and voting rights. All companies carry out their principal activities in the countries in which they were incorporated.

Direct subsidiary undertakings

The following were direct subsidiary undertakings of the company:

Name	Class of shares	Holding	Country of incorporation
Fisons Limited	Ordinary £0.25 shares	100 %	England and Wales
Aventis Pharma Limited	Ordinary £1 shares	100 %	England and Wales
May & Baker Limited	Ordinary £1 shares	100 %	England and Wales
Sanofi-Synthelabo Limited	Ordinary £1 shares	100 %	England and Wales
Sanofi-Aventis Pension Trustees Limited	Ordinary £1 shares	100 %	England and Wales
Genzyme Therapeutics Limited	Ordinary £1 shares	100 %	England and Wales
Business East Science and Technology Park Limited	Ordinary £1 shares	100 %	England and Wales

Indirect Subsidiary undertakings

The following were indirect subsidiary undertakings of the company:

Name	Class of shares	Holding	Notes
Sanofi-Aventis Bangladesh Limited	Ordinary Tk100 shares	24.66 %	A company incorporated in Bangladesh. Subsidiary and associate company of Fisons Limited.
Sanofi-Aventis Bangladesh Limited	Ordinary Tk100 shares	29.94 %	A company incorporated in Bangladesh. Subsidiary and associate company of May & Baker Limited.
Winthrop Pharmaceuticals UK Limited	Ordinary £1 shares	100 %	A company incorporated in England and Wales. Subsidiary company of Aventis Pharma Limited.
Roussel of Ireland Limited	Ordinary shares of €1.26974	100 %	A company incorporated in Ireland. Subsidiary company of Aventis Pharma Limited.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

12. Debtors

	2016	2015
	£000	£000
Amounts owed by group undertakings	1,502,595	1,599,051
Prepayments and accrued income	-	138
	<u>1,502,595</u>	<u>1,599,189</u>

The amounts owed by group undertakings are unsecured and repayable on demand. Amounts relating to trading balances owed by non-UK companies and balances owed by dormant companies are interest free. All other balances carry interest at LIBOR plus 15 basis points.

13. Creditors: Amounts falling due within one year

	2016	2015
	£000	£000
Amounts owed to group undertakings	1,973,982	1,869,187
Corporation tax	36	138
	<u>1,974,018</u>	<u>1,869,325</u>

The amounts owed to group undertakings are unsecured and repayable on demand. Amounts relating to trading balances owed to non-UK companies and balances owed to dormant companies are interest free. All other balances carry interest at LIBOR minus 5 basis points.

14. Financial instruments

	2016	2015
	£000	£000
Financial assets		
Financial assets that are debt instruments measured at amortised cost	<u>1,502,595</u>	<u>1,599,189</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(1,973,982)</u>	<u>(1,869,187)</u>

Financial assets that are debt instruments measured at amortised cost comprise amounts owed by group undertakings and accrued income.

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings.

SANOFI-AVENTIS UK HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

15. Share capital

	2016	2015
	£000	£000
Allotted, called up and fully paid		
1,000,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

16. Reserves

Profit & loss account

The profit and loss account represents the accumulated profits, losses and distributions of the company.

17. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Aventis Pharma Holdings Limited, a company incorporated in Great Britain. The ultimate parent undertaking and controlling party is Sanofi, a company incorporated in France. Sanofi is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2016. The consolidated financial statements of Sanofi are available from: Sanofi, 54, Rue La Boétie, 75008 Paris, France.