

Ranbaxy Belgium N.V.

Report from the supervisory director with regard to the statement of assets and liabilities in the context of the dissolution of Ranbaxy Belgium N.V. in accordance with Section 181 §1 and Section 181 §5 of the Companies Code [*Wetboek van vennootschappen*].

KPMG Bedrijfsrevisoren
February 2016
This report contains 10 pages

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1 The assignment

The management body of Ranbaxy Belgium N.V., a public limited company incorporated under Belgian law, (hereinafter referred to as 'the Company'), with its registered office at Leuvensestraat 28, Bus 2, 1800 Vilvoorde, appointed KPMG Bedrijfsrevisoren burgerlijke CVBA, Bourgetlaan 40 in 1130 Brussels, represented in this matter by Robert Snijckers, statutory auditor, to draft a report, in accordance with Section 181 of the Companies Code, on the subject of the statement of assets and liabilities in our capacity as statutory auditor.

The objective of this assignment was to establish whether the statement of assets and liabilities as of 31 January 2016, drafted by the management body, gives a complete, correct and fair presentation of the position of the Company.

Section 181 reads as follows:

‘§ 1. The proposal to dissolve a cooperative society with limited liability, a partnership limited by shares, a private limited company, a European company, a European cooperative society or a public limited company must be explained in a report that is drawn up by the management body, and that is stated in the agenda of the general meeting of shareholders that must give an opinion on the dissolution.

A statement of assets and liabilities that was adopted not more than three months previously must be included in the report. For cases in which the company decides to end its operations or if it can no longer be assumed that the company will continue its operations, the aforementioned statement is drafted in accordance with the valuation rules laid down for the implementation of Section 92, unless there is a derogation to this that is supported by reasons.

The supervisory director or, in his/her absence, a statutory auditor or an external auditor that is appointed by the management body, reports on this statement and mentions in particular whether the report gives a complete, correct and fair presentation of the position of the Company.

(...)

Section 184 §5 reads as follows:

‘Without prejudice to Article 181, a dissolution and liquidation in a deed are only possible if the following conditions are met:

1° no liquidator has been appointed;

2° all debts to third parties have been paid back or the monies necessary to meet these debts have been paid into the consignment office;

3° all shareholders or partners attend the general meeting or are legally represented and pass a resolution by unanimous vote.

If a supervisory director, a statutory auditor or an external auditor must draw up a report in accordance with Section 181 §1 paragraph 3, this report must mention this repayment or consignment in its conclusions. The taking back of remaining assets is done by the partners themselves.’

2 Description of the proposed transaction

2.1 The Company's background

The company Ranbaxy Belgium N.V. was incorporated in the form of a private limited company under the name 'JEDIPHAR B.V.B.A.' by a deed executed by Mr Tuerlinckx, civil-law notary practising in Haacht, on 19 February 1986, and announced in the Supplements to the Belgian Official Journal of 8 March 1986 under number 86030850.

The Company has its registered office in Leuvensestraat 28, bus 2, 1800 Vilvoorde and the enterprise number is BE 0428.546.790. The Company is subject to added value tax.

The authorised capital of the Ranbaxy Belgium N.V. company amounted to EUR 561,826 on 31 January 2016, represented by 11,341 shares without nominal value, each representing an equal part of the capital.

Its articles of incorporation were most recently amended on 16 January 2014, by an authentic deed executed by civil-law notary Jean-Philippe Lagae on 30 December 2013 in Brussels, and announced in the Supplements of Belgian Official Journal from 27 January 2014 under number 14025650.

The objects of Ranbaxy Belgium N.V. are:

- the provision of service to the medical profession, to hospitals, clinics and in general to any person, association or organisation that engages in medicine or activities related to it;
- the procurement, selling, trading and distribution of pharmaceutical and parapharmaceutical products, of pharmacological and prophylactic products, cosmetics and hygiene products, foods, both to the medical profession and to private individuals;
- all associated activities, subject to compliance with all legal and regulatory requirements in this matter.

The shareholder structure, as mentioned in the Company's shareholders' register is:

Shareholders	Number of shares
Ranbaxy (Netherlands) B.V.	11,228
Ranbaxy Holdings UK Ltd	113
TOTAL	11,341

2.2 Dissolution of the Company

The Company's management body proposes the dissolution of the Company in an extraordinary general meeting to be held on 1 March 2016 at the offices of Van Bael, Holvoet & Verhaert, civil-law notaries, practising in Antwerp.

In its report, the management body stated the following reasons for the dissolution:

'The Company has ceased all operations and will not perform any operations in the future either.

Given the aforementioned, the board of directors has proposed to the general meeting of shareholders that the Company should be dissolved prematurely.'

The management body has, for its responsibility, drawn up a statement of the Company's assets and liabilities, which was adopted not more than three months previously, in accordance with Section 181 of the Companies Code. This statement was included as an appendix to the report. This statement was drawn up on the basis of specific accounting policies which assume that the company had ceased to continue its operations. For the record, we report that the management body stated that the action was undertaken in accordance with Section 184 §5 of the Companies Code.

3 Audit procedures performed

Our audit procedures were performed in accordance with the professional standards applicable in Belgium, in particular the standards of auditing when the dissolution of a limited liability company is proposed, and include inter alia the following procedures:

- giving an opinion on the Company's administrative organisation and specifically the risks to which it is exposed;
- verifying the trustworthiness of the statement of assets and liabilities: this arises from the accounting performed according to the principle of discontinuity;
- verifying the valuation adjustment, required pursuant to Article 28 §2 of the Royal Decree of 30 January 2001; and
- inspecting the special report drawn up by the management body, in accordance with Section 181 of the Companies Code; and
- specifically carrying out an inspection ascertain whether all debts were paid so that no outstanding debts still need to be accounted for in the statement of assets and liabilities as of 31 January 2016; and
- obtaining a confirmation from the lawyer.

4 Information intended for the general meeting

We do not know of any additional information that we deem necessary to report to the general meeting and that is not mentioned in the management body's report.

5 Events after the adoption of the statement of assets and liabilities

We do not know of any events that took place following the drafting of the statement from assets and liabilities that could have a material effect on the full and fair presentation of the nature of the statement of assets and liabilities.

6 Decision

In the context of the procedure for the dissolution of a company pursuant to the Companies Code, the management body of the company Ranbaxy Belgium N.V., under its responsibility, drew up the attached statement of assets and liabilities closed on 31 January 2016 which, in accordance with the principle of discontinuity, specifies a balance sheet total of EUR 598,362 and net assets of EUR 598,362.

From the audit procedures, which we performed in accordance with the professional standards applicable in Belgium, in particular the standards of auditing when the dissolution of a limited liability company is proposed, it is apparent that this statement of assets and liabilities is a complete, correct and fair presentation of the position of the Company.

In accordance with the requirements of Section 184, § 5 of the Companies Code, we confirm that on the date of this report all debts owed to third parties, as is apparent from the accounts dated 31 January 2016 and other than those owed to the shareholders of the company, have been paid back.

This report was drawn up in the context of Section 181 of the Companies Code and may not be used for other purposes.

Brussels, 15 February 2016

KPMG Bedrijfsrevisoren
Statutory Auditor
represented by

Robert Snijkers
Statutory
auditor

A Appendix

Ranbaxy Belgium N.V.

Statement of assets and liabilities as of 31 January 2016

	EURO
Assets	
Fixed assets	0
I Formation expenses	0
III Intangible assets	0
III Tangible assets	0
IV Financial assets	0
Current assets	598,362
V Receivables payable after one year	0
VI Inventories and orders in progress	0
VII Receivables payable within one year	597,865
VIII Cash investments	0
IX Liquid assets	497
X Prepayments and accrued income	0
TOTAL IN ASSETS	598,362
Liabilities	
Equity capital	598,362
I Capital	561,826
II Issuance premiums	851,057
III Revaluation surplus	0
IV Reserves	1,859
V Profit/(loss) carried forward:	(816,380)
<i>- carried forward from the previous financial year (860,695)</i>	
<i>- profit from the 10-month financial year ending 31 January 2016: 44,315</i>	
VI Capital subsidies	0
VII Reserves and deferred tax expenses	0
Debts	0
VIII Debts payable after one year	0
IX Debts payable within one year	0
X Prepayments and accrued income	0
TOTAL IN LIABILITIES	598,362