

TRINITY BIOTECH PLC  
Form 20-F  
April 06, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

## FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from            to

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number: 0-22320

### Trinity Biotech plc

(Exact name of Registrant as specified in its charter

and translation of Registrant's name into English)

Ireland

(Jurisdiction of incorporation or organization)

Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

**IDA Business Park, Bray, Co. Wicklow, Ireland**

(Address of principal executive offices)

**Kevin Tansley**

**Chief Financial Officer**

**Tel: +353 1276 9800**

**Fax: +353 1276 9888**

**IDA Business Park, Bray, Co. Wicklow, Ireland**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

**Title of each class**  
**None**

**Name of each exchange on which registered**  
**None**

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**American Depositary Shares (each representing 4 A Ordinary Shares, par value US\$0.0109)**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**85,321,081 Class A Ordinary Shares and 700,000 Class B Shares**

(as of December 31, 2011)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

**U.S. GAAP**

**International Financial Reporting Standards as issued**

**Other**

**by the International Accounting Standards Board**

If **Other** has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

This Annual Report on Form 20-F is incorporated by reference into our Registration Statements on Form S-8 File No. 33-76384, 333-220, 333-5532, 333-7762, 333-124384 and 333-166590.

---

**TABLE OF CONTENTS**

	<b>Page</b>
<u>General</u>	1
<u>Forward-Looking Statements</u>	1
<b>PART I</b>	
Item 1 <u>Identity of Directors, Senior Management and Advisors</u>	1
Item 2 <u>Offer statistics and Expected timetable</u>	1
Item 3 <u>Selected Consolidated Financial Data</u>	1
Item 4 <u>Information on the Company</u>	7
Item 5 <u>Operating and Financial Review and Prospects</u>	14
Item 6 <u>Directors and Senior Management</u>	37
Item 7 <u>Major Shareholders and Related Party Transactions</u>	44
Item 8 <u>Financial Information</u>	46
Item 9 <u>The Offer and Listing</u>	46
Item 10 <u>Additional Information</u>	48
Item 11 <u>Qualitative and Quantitative Disclosures about Market Risk</u>	59
Item 12 <u>Description of Securities other than Equity Securities</u>	60
<b>PART II</b>	
Item 13 <u>Defaults, Dividend Arrearages and Delinquencies</u>	60
Item 14 <u>Material Modification to the Rights of Security Holders and Use of Proceeds</u>	60
Item 15 <u>Control and Procedures</u>	61
Item 16A <u>Audit Committee Financial Expert</u>	62
Item 16B <u>Code of Ethics</u>	62
Item 16C <u>Principal Accounting Fees and Services</u>	62
Item 16D <u>Exemptions from the Listing Requirements and Standards for Audit Committee</u>	63
Item 16E <u>Purchase of Equity Securities by the Issuer and Affiliated Purchasers</u>	63
Item 16F <u>Change in Registrant's Certifying Accountant</u>	63
Item 16G <u>Corporate Governance</u>	63
<b>PART III</b>	
Item 17 <u>Consolidated Financial Statements</u>	64
Item 18 <u>Consolidated Financial Statements</u>	64
Item 19 <u>Exhibits</u>	132

## General

As used herein, references to we, us, Trinity Biotech or the Group in this form 20-F shall mean Trinity Biotech plc and its world-wide subsidiaries, collectively. References to the Company in this annual report shall mean Trinity Biotech plc.

Our financial statements are presented in US Dollars and are prepared in accordance with International Financial Reporting Standards ( IFRS ) both as issued by the International Accounting Standards Board ( IASB ) and as adopted by the European Union ( EU ). The IFRS applied are those effective for accounting periods beginning on or after 1 January 2011. Consolidated financial statements are required by Irish law to comply with IFRS as adopted by the EU which differ in certain respects from IFRS as issued by the IASB. These differences predominantly relate to the timing of adoption of new standards by the EU. However, as none of the differences are relevant in the context of Trinity Biotech, the consolidated financial statements for the periods presented comply with IFRS both as issued by the IASB and as adopted by the EU. All references in this annual report to Dollars and \$ are to US Dollars, and all references to Euro or are to European Union Euro. Except as otherwise stated herein, all monetary amounts in this annual report have been presented in US Dollars. For presentation purposes all financial information, including comparative figures from prior periods, have been stated in round thousands.

## Forward-Looking Statements

This Annual Report on Form 20-F contains forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor from civil litigation for forward-looking statements accompanied by meaningful cautionary statements. Except for historical information, this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, which may be identified by words such as estimates, anticipates, projects, plans, seeks, may, will, expects, intends, believes, should and similar expressions or the negative versions thereof and which also may be identified by their context. Such statements, whether expressed or implied, are based upon current expectations of the Company and speak only as of the date made. The Company assumes no obligation to publicly update or revise any forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized. These statements are subject to various risks, uncertainties and other factors please refer to the risk factors in Item 3 for a more comprehensive outline of these risks and the threats which they pose to the Company and its results.

### Item 1 *Identity of Directors, Senior Management and Advisers*

Not applicable.

### Item 2 *Offer Statistics and Expected Timetable*

Not applicable.

### Item 3 *Selected Consolidated Financial Data*

The following selected consolidated financial data of Trinity Biotech as at December 31, 2011 and 2010 and for each of the years ended December 31, 2011, 2010 and 2009 have been derived from, and should be read in conjunction with, the audited consolidated financial statements and notes thereto set forth in Item 18 of this annual report. The selected consolidated financial data as at December 31, 2009, 2008 and 2007 and for the years ended December 31, 2008 and December 31, 2007 are derived from the audited consolidated financial statements not appearing in this Annual Report. This data should be read in conjunction with the financial statements, related notes and other financial information included elsewhere herein.

**CONSOLIDATED STATEMENT OF OPERATIONS DATA**

	<i>Year ended December, 31</i>				
	<i>2011</i>	<i>2010</i>	<i>2009</i>	<i>2008</i>	<i>2007</i>
	<i>Total</i>	<i>Total</i>	<i>Total</i>	<i>Total</i>	<i>Total</i>
	<i>US\$ 000</i>	<i>US\$ 000</i>	<i>US\$ 000</i>	<i>US\$ 000</i>	<i>US\$ 000</i>
<b>Revenues</b>	<b>77,948</b>	<b>89,635</b>	<b>125,907</b>	<b>140,139</b>	<b>143,617</b>
Cost of sales	(37,820)	(45,690)	(68,891)	(77,645)	(75,643)
Cost of sales restructuring expenses					(953)
Cost of sales inventory write off / provision					(11,772)
<b>Total cost of sales</b>	<b>(37,820)</b>	<b>(45,690)</b>	<b>(68,891)</b>	<b>(77,645)</b>	<b>(88,368)</b>
<b>Gross profit</b>	<b>40,128</b>	<b>43,945</b>	<b>57,016</b>	<b>62,494</b>	<b>55,249</b>
Other operating income	910	1,616	437	1,173	413
Research and development expenses	(3,206)	(4,603)	(7,341)	(7,544)	(6,802)
Research and development restructuring expenses					(6,907)
<b>Total research and development expenses</b>	<b>(3,206)</b>	<b>(4,603)</b>	<b>(7,341)</b>	<b>(7,544)</b>	<b>(13,709)</b>
Selling, general and administrative expenses	(22,048)	(26,929)	(36,013)	(47,816)	(51,010)
Selling, general and administrative impairment charges and restructuring expenses				(87,882)	(20,315)
<b>Total selling, general and administrative expenses</b>	<b>(22,048)</b>	<b>(26,929)</b>	<b>(36,013)</b>	<b>(135,698)</b>	<b>(71,325)</b>
Net gain on divestment of business and restructuring expenses		<b>46,474</b>			
<b>Operating profit/(loss)</b>	<b>15,784</b>	<b>60,503</b>	<b>14,099</b>	<b>(79,575)</b>	<b>(29,372)</b>
Financial income	2,428	1,352	8	65	457
Financial expenses	(12)	(495)	(1,192)	(2,160)	(3,148)
<b>Net financing income/(costs)</b>	<b>2,416</b>	<b>857</b>	<b>(1,184)</b>	<b>(2,095)</b>	<b>(2,691)</b>
<b>Profit/(loss) before tax</b>	<b>18,200</b>	<b>61,360</b>	<b>12,915</b>	<b>(81,670)</b>	<b>(32,063)</b>
Income tax (expense)/ credit	(2,607)	(942)	(1,091)	3,892	(3,309)
<b>Profit/(loss) for the year (all attributable to owners of the parent)</b>	<b>15,593</b>	<b>60,418</b>	<b>11,824</b>	<b>(77,778)</b>	<b>(35,372)</b>
Basic earnings/(loss) per ADS (US Dollars)	0.73	2.85	0.57	(3.82)	(1.86)
Diluted earnings/(loss) per ADS (US Dollars)	0.70	2.79	0.57	(3.82)	(1.86)
Basic earnings/(loss) per A ordinary share (US Dollars)	0.18	0.71	0.14	(0.96)	(0.47)
Diluted earnings/(loss) per A ordinary share (US Dollars)	0.18	0.70	0.14	(0.96)	(0.47)
Basic earnings/(loss) per B ordinary share (US Dollars)	0.37	1.43	0.28	(1.91)	(0.94)
Diluted earnings/(loss) per B ordinary share (US Dollars)	0.35	1.39	0.28	(1.91)	(0.94)
Weighted average number of shares used in computing basic EPS per A ordinary share	85,171,494	84,734,378	83,737,884	81,394,075	76,036,579
Weighted average number of shares used in computing diluted EPS per A ordinary share	88,912,596	86,661,535	83,772,094	81,394,075	76,036,579



	<i>December</i>	<i>December</i>	<i>December</i>	<i>December</i>	<i>December</i>
<i>Consolidated Balance Sheet Data</i>	<i>31, 2011</i>	<i>31, 2010</i>	<i>31, 2009</i>	<i>31, 2008</i>	<i>31, 2007</i>
	<i>US\$ 000</i>	<i>US\$ 000</i>	<i>US\$ 000</i>	<i>US\$ 000</i>	<i>US\$ 000</i>
Net current assets (current assets less current liabilities)	101,684	89,068	42,835	39,494	36,298
Non-current liabilities	(6,838)	(7,331)	(27,500)	(27,897)	(35,623)
Total assets	171,499	160,874	132,445	129,509	215,979
Capital stock	1,106	1,092	1,080	1,070	991
Shareholders' equity	151,332	141,287	79,344	65,905	136,845

No dividends were declared in any of the periods from December 31, 2007 to December 31, 2009. A final dividend of 10 cents per ADS was paid in 2011 in respect of the financial year 2010. The dividend payable in respect of the 2011 financial year will be proposed by the Directors prior to the next AGM, to be held in May 2012.

### ***Risk Factors***

You should carefully consider all of the information set forth in this Form 20-F, including the following risk factors, when investing in our securities. The risks described below are not the only ones that we face. Additional risks not currently known to us or that we presently deem immaterial may also impair our business operations. We could be materially adversely affected by any of these risks.

#### ***Our long-term success depends upon the successful development and commercialization of new products.***

Our long-term viability and growth will depend upon the successful discovery, development and commercialization of other products from our research and development ( R&D ) activities. We are committed to significant expenditure on R&D. However, there is no certainty that this investment in research and development will yield technically feasible or commercially viable products. Development of new diagnostic tests is subject to very stringent regulatory control and very significant costs in research, development and marketing. Failure to introduce new products could significantly slow our growth and adversely affect our market share.

#### ***Technological advances in the industry could render our products obsolete.***

We have invested in research and development but there can be no guarantees that our R&D programmes will not be rendered technologically obsolete or financially non-viable by the technological advances of our competitors, which would also adversely affect our existing product lines and inventory. The main competitors of Trinity Biotech (and their principal products with which Trinity Biotech competes) include: Abbott Diagnostics (AxSYM , IMx ), Alere Inc. (Determine , Wampole , Athena ), Arkray (HA-8180), Bio-Rad (ELISA, WB, Bioplex , Variant II, Turbo and D10 ), Diasorin Inc. (Liasion , ETIMAX ), Johnson & Johnson Ortho Clinical Diagnostics (Vitros ), OraSure Technologies, Inc. (OraQuick ®), Roche Diagnostics (COBAS AMPLICOR , Ampliscreen , Accutrend , Tina Quant ), Siemens Beckman Coulter (Uni-Cel), Siemens Dade-Behring (BEP 2000, Enzygno®), Siemens Bayer (Centaur ), Siemens DPC (Immulite ), Thermo Fisher (Konelab ) and Tosoh (G8 ).

#### ***We may be unable to protect or obtain proprietary rights that we utilize or intend to utilize.***

In developing and manufacturing our products, we employ a variety of proprietary and patented technologies. In addition, we have licensed, and expect to continue to license, various complementary technologies and methods from academic institutions and public and private companies. We cannot provide any assurance that the technologies that we own or license provide protection from competitive threats or from challenges to our intellectual property. In addition, we cannot provide any assurances that we will be successful in obtaining licenses or proprietary or patented technologies in the future.



***Our business is heavily regulated and non-compliance with applicable regulations could reduce revenues and profitability.***

Our manufacturing and marketing of diagnostic test kits are subject to government regulation in the United States of America by the Food and Drug Administration ( FDA ), and by comparable regulatory authorities in other jurisdictions. The approval process for our products, while variable across countries, is generally lengthy, time consuming, detailed and expensive. Our continued success is dependent on our ability to develop and market new products, some of which are currently awaiting approval from these regulatory authorities. There is no certainty that such approval will be granted or, even once granted, will not be revoked during the continuing review and monitoring process.

We are required to comply with extensive post market regulatory requirements. Non-compliance with applicable regulatory requirements of the FDA or comparable foreign regulatory bodies can result in enforcement action which may include recalling products, ceasing product marketing, paying significant fines and penalties, and similar actions that could limit product sales, delay product shipment, and adversely affect profitability.

***Our business could be adversely affected by changing market conditions.***

The diagnostics industry is in transition with a number of changes that affect the market for diagnostic test products. Changes in the healthcare industry delivery system have resulted in major consolidation among reference laboratories and in the formation of multi-hospital alliances, reducing the number of institutional customers for diagnostic test products. There can be no assurance that we will be able to enter into and/or sustain contractual or other marketing or distribution arrangements on a satisfactory commercial basis with these institutional customers.

***Future acquisitions may be less successful than expected, and therefore, growth may be limited.***

Trinity Biotech has historically grown organically and through the acquisition of, and investment in, other companies, product lines and technologies. There can be no guarantees that recent or future acquisitions can be successfully assimilated or that projected growth in revenues or synergies in operating costs can be achieved. Our ability to integrate future acquisitions may also be adversely affected by inexperience in dealing with new technologies, and changes in regulatory or competitive environments. Additionally, even during a successful integration, the investment of management's time and resources in the new enterprise may be detrimental to the consolidation and growth of our existing business.

***Our revenues are highly dependent on a network of distributors worldwide.***

Trinity Biotech currently distributes its product portfolio through distributors in approximately 75 countries worldwide. Our continuing economic success and financial security is dependent on our ability to secure effective channels of distribution on favourable trading terms with suitable distributors.

***Our patent applications could be rejected or the existing patents could be challenged; our technologies could be subject to patent infringement claims; and trade secrets and confidential know-how could be obtained by competitors.***

We can provide no assurance that the patents Trinity Biotech may apply for will be obtained or that existing patents will not be challenged. The patents owned by Trinity Biotech and its subsidiaries may be challenged by third parties through litigation and could adversely affect the value of our patents. We can provide no assurance that our patents will continue to be commercially valuable.

Trinity Biotech currently owns 5 US patents with remaining patent lives varying from three years to 11 years. In addition to these US patents, Trinity Biotech owns a total of 4 additional non-US patents with expiration dates varying between the years 2012 and 2023.



Also, our technologies could be subject to claims of infringement of patents or proprietary technology owned by others. The cost of enforcing our patent and technology rights against infringers or defending our patents and technologies against infringement charges by others may be high and could adversely affect our business.

Trade secrets and confidential know-how are important to our scientific and commercial success. Although we seek to protect our proprietary information through confidentiality agreements and other contracts, we can provide no assurance that others will not independently develop the same or similar information or gain access to our proprietary information.

***Trinity Biotech may be subject to liability resulting from its products or services.***

Trinity Biotech may be subject to claims for personal injuries or other damages resulting from its products or services. Trinity Biotech has global product liability insurance in place for its manufacturing subsidiaries up to a maximum of 6,500,000 (US\$8,416,000) for any one accident, limited to a maximum of 6,500,000 (US\$8,416,000) in any one year period of insurance. A deductible of US\$25,000 is applicable to each insurance event that may arise. There can be no assurance that our product liability insurance is sufficient to protect us against liability that could have a material adverse effect on our business.

***Significant interruptions in production at our principal manufacturing facilities and/or third-party manufacturing facilities would adversely affect our business and operating results.***

Products manufactured at our facilities in Bray, Ireland, Jamestown, New York, Kansas City, Missouri and Carlsbad, California comprised approximately 84% of revenues in 2011. Our global supply of these products and services is dependent on the uninterrupted and efficient operation of these facilities. In addition, we currently rely on a small number of third-party manufacturers to produce certain of our diagnostic products and product components. The operations of our facilities or these third-party manufacturing facilities could be adversely affected by fire, power failures, natural or other disasters, such as earthquakes, floods, or terrorist threats. Although we carry insurance to protect against certain business interruptions at our facilities, there can be no assurance that such coverage will be adequate or that such coverage will continue to remain available on acceptable terms, if at all. Any significant interruption in the Group's or third-party manufacturing capabilities could materially and adversely affect our operating results.

***We are highly dependent on our senior management team and other key employees, and the loss of one or more of these employees could adversely affect our operations.***

Trinity Biotech's success is dependent on certain key management personnel. Our key employees at December 31, 2011 were Ronan O' Caoimh, our CEO and Chairman, Rory Nealon, our COO, Jim Walsh, our Chief Scientific Officer and Kevin Tansley, our CFO/Company Secretary. If such key employees were to leave and we were unable to obtain adequate replacements, our operating results could be adversely affected.

***We are dependent on suppliers for the primary raw materials required for its test kits.***

The primary raw materials required for Trinity Biotech's test kits consist of antibodies, antigens or other reagents, glass fibre and packaging materials which are acquired from third parties. Although Trinity Biotech does not expect to be dependent upon any one source for these raw materials, alternative sources of antibodies with the characteristics and quality desired by Trinity Biotech may not be available. Such unavailability could affect the quality of our products and our ability to meet orders for specific products.

*We could be adversely affected by healthcare reform legislation.*

Changes in government policy could have a significant impact on our business by increasing the cost of doing business, affecting our ability to sell our products and negatively impacting our profitability. The Patient Protection and Affordable Care Act, enacted in 2010, imposes a new 2.3% excise tax on medical device makers beginning in 2013, which could have a material negative impact on our results of operations and our cash flows. At present, given the infancy of the enacted reform, we are unable to predict what effect the legislation might ultimately have on reimbursement rates for our products. If reimbursement amounts for diagnostic testing services are decreased in the future, such decreases may reduce the amount that will be reimbursed to hospitals or physicians for such services and consequently could place constraints on the levels of overall pricing, which could have a material effect on our sales and/or results of operations. Other elements of this legislation could meaningfully change the way healthcare is developed and delivered, and may materially impact numerous aspects of our business.

*Global economic conditions may have a material adverse impact on our results.*

We currently generate significant operating cash flows, which combined with access to the credit markets provides us with discretionary funding capacity for research and development and other strategic activities. Current uncertainty in global economic conditions poses a risk to the overall economy that could impact demand for our products, as well as our ability to manage normal commercial relationships with our customers, suppliers and creditors, including financial institutions. If global economic conditions deteriorate significantly, our business could be negatively impacted, including such areas as reduced demand for our products from a slow-down in the general economy, supplier or customer disruptions resulting from tighter credit markets and/or temporary interruptions in our ability to conduct day-to-day transactions through our financial intermediaries involving the payment to or collection of funds from our customers, vendors and suppliers.

*Our sales and operations are subject to the risks of fluctuations in currency exchange rates.*

A substantial portion of our operations are in Ireland and Europe is one of our main sales territories. As a result, changes in the exchange rate between the U.S. Dollar and the Euro can have significant effects on our results of operations.

*The conversion of our outstanding employee share options and warrants would dilute the ownership interest of existing shareholders.*

The warrants issued in 2008 and 2010 and the total share options exercisable at December 2011, as described in Item 18, Note 19 to the consolidated financial statements, are convertible into American Depositary Shares (ADSs), 1 ADS representing 4 Class A Ordinary Shares. The exercise of the share options exercisable and of the warrants will likely occur only when the conversion price is below the trading price of our ADSs and will dilute the ownership interests of existing shareholders. For instance, should the options and warrant holders of the 5,085,431 A Ordinary shares (1,271,357 ADSs) exercisable at December 31, 2011 be exercised, Trinity Biotech would have to issue 5,085,431 additional A ordinary shares (1,271,357 ADSs). On the basis of 85,321,081 A ordinary shares outstanding at December 31, 2011, this would effectively dilute the ownership interest of the existing shareholders by approximately 6%.

*It could be difficult for US holders of ADSs to enforce any securities laws claims against Trinity Biotech, its officers or directors in Irish Courts.*

At present, no treaty exists between the United States and Ireland for the reciprocal enforcement of foreign judgements. The laws of Ireland do however, as a general rule, provide that the judgements of the courts of the United States have in Ireland the same validity as if rendered by Irish Courts. Certain important requirements must be satisfied before the Irish Courts will recognize the United States judgement. The originating court must have been a court of competent jurisdiction, the judgement may not be recognized if it is based on public policy, was obtained by fraud or its recognition would be contrary to Irish public policy. Any judgement obtained in contravention of the rules of natural justice will not be enforced in Ireland.

**Item 4**

*Information on the Company*

*History and Development of the Company*

Trinity Biotech ( the Group ) develops, acquires, manufactures and markets medical diagnostic products for the clinical laboratory and Point-of-Care ( POC ) segments of the diagnostic market. These products are used to detect autoimmune, infectious and sexually transmitted diseases, diabetes and disorders of the liver and intestine. The Group is also a significant provider of raw materials to the life sciences industry. The Group sells worldwide in over 75 countries through its own sales force and a network of international distributors and strategic partners.

Trinity Biotech was incorporated as a public limited company ( plc ) registered in Ireland in 1992. The Company commenced operations in 1992 and, in October 1992, completed an initial public offering of its securities in the US. The principal offices of the Group are located at IDA Business Park, Bray, Co Wicklow, Ireland. The Group has expanded its product base through internal development and acquisitions.

The Group, which has its headquarters in, Bray Ireland, employs approximately 364 people worldwide and markets its portfolio of over 275 products to customers in 75 countries around the world. Trinity Biotech markets its products in the US through a direct sales force and in the rest of the world through a combination of direct selling and a network of distributors. Trinity Biotech has manufacturing facilities in Bray, Ireland, in Jamestown, New York, Carlsbad, California and Kansas City, Missouri in the USA.

In April 2010, the Group sold its worldwide Coagulation product line to Diagnostica Stago for US\$90 million. Diagnostica Stago purchased the share capital of Trinity Biotech (UK Sales) Limited, Trinity Biotech GmbH and Trinity Biotech S.à r.l., along with Coagulation assets of Biopool US Inc. and Trinity Biotech Manufacturing Limited. Included in the sale are Trinity 's lists of Coagulation customers and suppliers, all Coagulation inventory, intellectual property and developed technology. In total, 321 Trinity employees transferred their employment to Diagnostica Stago following the sale.

The following represents the acquisitions made by Trinity Biotech in recent years.

*Acquisition of Phoenix Bio-tech Corp.*

In January 2011, the Group acquired 100% of the common stock of Phoenix Bio-tech Corporation for US\$2,500,000 million of cash consideration and expected contingent consideration of US\$172,000. Phoenix Bio-tech manufactures and sells products for the detection of syphilis.

Phoenix Bio-tech was founded in 1992 and is based in Toronto, Canada. It sells its products under the TrepSure and TrepChek labels. Prior to the acquisition, Trinity Biotech distributed Phoenix Bio-tech 's syphilis products on a non-exclusive basis in the USA. For more information please refer to Item 18, Note 24.

*Acquisition of the immuno-technology business of Cortex Biochem Inc*

In September 2007, the Group acquired the immuno-technology business of Cortex Biochem Inc ( Cortex ) for a total consideration of US\$2,925,000, consisting of cash consideration of US\$2,887,000 and acquisition expenses of US\$38,000.

*Acquisition of certain components of the distribution business of Sterilab Services UK*

In October 2007, the Group acquired certain components of the distribution business of Sterilab Services UK ( Sterilab ), a distributor of Infectious Diseases products, for a total consideration of US\$1,489,000, consisting of cash consideration of US\$1,480,000 and acquisition expenses of US\$9,000.

*Principal Markets*

The primary market for Trinity Biotech 's tests remains the Americas. During fiscal year 2011, the Group sold 66% (US\$51.4 million) (2010: 60% or US\$54.0 million) (2009: 54% or US\$68.1 million) of product in the Americas. Sales to non-Americas (principally European and Asian/African) countries represented 34% (US\$26.5 million) for fiscal year 2011 (2010: 40% or US\$35.6 million) (2009: 46% or US\$57.8 million).

For a more comprehensive segmental analysis please refer to Item 5, Results of Operations and Item 18, Note 2 to the consolidated financial statements.



**Principal Products**

Trinity Biotech develops, acquires, manufactures and markets a wide range of clinical in-vitro diagnostic products. This product portfolio, firstly split by point of use, is then subdivided on the basis of application.

Product portfolio sub-division with associated established brand names:

Point-Of-Care	Infectious Disease	Clinical Laboratory HbA1c + Hb Variant	Clinical Chemistry
UniGold	Bartels®	Premier	EZ
Recombigen®	Captia	Ultra <sup>2</sup> ™	
	MarDx®		
	MarBlot®		
	MicroTrak		

Trinity Biotech also sells raw materials to the life sciences industry and research institutes globally through the Company subsidiary, Fitzgerald Industries.

Trinity Biotech products are sold through our direct sales organizations in USA and through our network of principal distributor partners into approximately 75 countries in the rest of the world.

**Point of Care (POC)**

Point of Care refers to diagnostic tests which are carried out in the presence of the patient.

*UniGold HIV*

Trinity Biotech makes a very significant contribution to the global effort to meet the challenge of HIV. The Group's principal product is UniGold HIV. In Africa, UniGold HIV has been used for several years in voluntary counseling and testing centres (VCTs) in the sub-Saharan region where they provide a cornerstone to early detection and treatment intervention. The UniGold HIV brand is recognized for its quality and reliability. These same factors are the springboard in some countries for national testing algorithm changes in favour of wider usage of UniGold HIV.

In the USA, the Centres for Disease Control (CDC) recommend the use of rapid tests to control the spread of HIV/AIDS. As part of this, UniGold HIV is used in public health facilities, hospitals and other outreach facilities.

*The Future of Point-Of-Care at Trinity Biotech*

Point-Of-Care is strategically key to the growth of Trinity Biotech in the future. The company has already invested in establishing 3 product development teams in the USA and Ireland to provide a product pipeline for future growth. In phase one, the areas of development focus include rapid tests for:

Sexually transmitted diseases: Building on the existing success with HIV, the products will include rapid tests for Syphilis, Herpes simplex (HSV) 2 and HIV combination assay (1 & 2 + Antigen);

Enteric pathogens: Separate products for Clostridium toxin A&B, Giardia and Cryptosporidium; and

Respiratory pathogens: Flu A&B, Streptococcus pneumonia.

**Clinical Laboratory**

## Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

Trinity Biotech supplies the clinical laboratory segment of the *in-vitro* diagnostic market with a range of diagnostic tests and instrumentation which detect:

Infectious diseases: bacterial and viral diseases and autoimmune disorders;

HbA1c for diabetes monitoring and diagnosis; Hb Variants for the detection of Hemoglobinopathies; and

Clinical Chemistry: Liver & kidney disease and haemolytic anaemia.



### *Infectious Diseases*

Trinity Biotech manufactures products for niche/specialized applications in Infectious Disease and Autoimmune disorders. The products are used with patient samples and the results generated help physicians to guide diagnosis for a broad range of infectious diseases. The key niche/specialist disease areas served by the Trinity Biotech products include: (1) Lyme disease, (2) Sexually transmitted diseases: Syphilis, Chlamydia and Herpes simplex, (3) Respiratory infections: Legionella, Flu A&B, (4) Epstein Barr Virus, (5) other viral pathogens, e.g. Measles, Mumps, Rubella and Varicella and (6) Autoimmune disorders (e.g. lupus, celiac and rheumatoid arthritis).

The vast majority of the infectious diseases product line is FDA cleared for sale in the USA and CE marked in Europe. Products are sold in over 75 countries, with the focus on North America, Europe and Asia.

### *HbA1c and Hb Variants*

Primus Corporation, a Trinity Biotech company, focuses on products for the *in-vitro* diagnostic testing for haemoglobin A1c (HbA1c) used in the monitoring and diagnosis of diabetes and Hb Variants for the detection of Hemoglobinopathies. Primus manufactures a range of instrumentation using patented HPLC (high pressure liquid chromatography) technology.

HbA1c: These products are the most accurate and precise methods available for detection and monitoring the patient status and overall glycemic control.

Haemoglobin Variants: The Primus Ultra<sup>2</sup> instrument is the most accurate, precise method for detection of haemoglobin variants which is important for screening populations for genetic abnormalities that can lead to conditions such as Sickle Cell Anaemia and Thalassemia. The Ultra<sup>2</sup> is unparalleled in the number of different variants it is able to detect.

Neonatal Haemoglobin: The most recent addition, the GeneSys system, designed for assay and detection of Haemoglobin variants in neo-natal screening, addresses the largest segment of this niche area, i.e. the reference laboratories (responsible for state-wide screening of newborns).

The current Primus products are sold through the Trinity Biotech sales and marketing organization to clinical and reference laboratories directly in the USA and via distribution in other countries.

The Premier Hb9210 was launched in Europe in the second half of 2011. Distribution is through our European partner Menarini Diagnostics; currently the European market leader in Haemoglobin testing. FDA approval was obtained in quarter 4 of 2011. In the USA the Premier Hb9210 is being sold by our direct sales organization and our distribution partner Thermo Fisher. Commercial activities have also started in Brazil, Russia, India and China ( BRIC Countries ) as well as other emerging economies. The Premier's unique features, cost structure and core technology enables it to compete in most economies and settings.

### *Clinical Chemistry*

The Trinity Biotech speciality clinical chemistry business includes reagent products such as ACE, Bile Acids, Lactate, Oxalate and Glucose-6-Phosphate Dehydrogenase (G6PDH) that are clearly differentiated in the marketplace. These products are suitable for both manual and automated testing and have proven performance in the diagnosis of many disease states from liver and kidney disease to G6PDH deficiency which is an indicator of haemolytic anaemia.

### *Sales and Marketing*

Trinity Biotech sells its product through its own direct sales-force in the United States. Our sales team in the United States is responsible for marketing and selling the Trinity Biotech range of clinical chemistry, point of care, infectious disease, Primus and clinical chemistry products.

Through its sales and marketing organisation in Ireland, Trinity Biotech sells:

Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

Its Clinical Chemistry product range directly to hospitals and laboratories in Germany and France;

All products directly to hospitals and laboratories in the UK; and

All product lines through independent distributors and strategic partners in a further 75 countries.

### ***Competition***

The diagnostic industry is very competitive. There are many companies, both public and private, engaged in the sale of medical diagnostic products and diagnostics-related research and development, including a number of well-known pharmaceutical and chemical companies. Competition is based primarily on product reliability, customer service and price. Innovation in the market is rare but significant advantage can be made with the introduction of new disease markers or innovative techniques with patent protection. The Group's competition includes several large companies such as, but not limited to: Abbott Diagnostics, Alere Inc., Arkray, Bio-Rad, Diasorin Inc., Johnson & Johnson, OraSure Technologies Inc., Roche Diagnostics, Siemens (from the combined acquisitions of Bayer, Beckman Coulter, Dade-Behring and DPC), Thermo Fisher and Tosoh.

### ***Patents and Licences***

#### ***Patents***

Many of Trinity Biotech's tests are not protected by specific patents, due to the significant cost of putting patents in place for Trinity Biotech's wide range of products. However, Trinity Biotech believes that substantially all of its tests are protected by proprietary know-how, manufacturing techniques and trade secrets.

From time-to-time, certain companies have asserted exclusive patent, copyright and other intellectual property rights to technologies that are important to the industry in which Trinity Biotech operates. In the event that any of such claims relate to its planned products, Trinity Biotech intends to evaluate such claims and, if appropriate, seek a licence to use the protected technology. There can be no assurance that Trinity Biotech would, firstly, be able to obtain licences to use such technology or, secondly, obtain such licences on satisfactory commercial terms. If Trinity Biotech or its suppliers are unable to obtain or maintain a licence to any such protected technology that might be used in Trinity Biotech's products, Trinity Biotech could be prohibited from marketing such products. It could also incur substantial costs to redesign its products or to defend any legal action taken against it. If Trinity Biotech's products should be found to infringe protected technology, Trinity Biotech could also be required to pay damages to the infringed party.

#### ***Licences***

Trinity Biotech has entered into a number of key licensing arrangements including the following:

In 2005 Trinity Biotech obtained a license from the University of Texas for the use of Lyme antigen (Vlse), thus enabling the inclusion of this antigen in the Group's Lyme diagnostic products. Trinity also entered a Biological Materials License Agreement with the Centre for Disease Control (CDC) in Atlanta, GA, USA for the rights to produce and sell the CDC developed HIV Incidence assay.

In 2002, Trinity Biotech obtained the Unipath and Carter Wallace lateral flow licences under agreement with Inverness Medical Innovations (IMI). In 2006, Trinity Biotech renewed its license agreement with Inverness Medical Innovations covering IMI's most up to date broad portfolio of lateral flow patents, and expanded the field of use to include over the counter (OTC) for HIV products, thus ensuring Trinity Biotech's freedom to operate in the lateral flow market with its UniGold technology. As a platform technology, the lateral flow licences obtained from Inverness Medical Innovations also apply to the new Point-of-Care range which is in development at our Carlsbad facility.

On December 20, 1999 Trinity Biotech obtained a non-exclusive commercial licence from the National Institute of Health (NIH) in the US for NIH patents relating to the general method of producing HIV-1 in cell culture and methods of serological detection of antibodies to HIV-1.

Trinity Biotech has also entered into a number of licence/supply agreements for key raw materials used in the manufacture of its products.

Each of the key licensing arrangements terminates on the expiry of the last of the particular licensed patents covered by the respective agreement, except in the case of one of the agreements which expires in 2015. Each licensor has the right to terminate the arrangement in the event of non-performance by Trinity Biotech. The key licensing arrangements requires the Group to pay a royalty to the license holder which is based on sales of the products which utilize the relevant technology being licensed. The royalty rates vary from 2% to 10% of sales. The total amount paid by Trinity Biotech under key licensing arrangements in 2011 was US\$800,000 (2010: US\$1,233,000).

### ***Government Regulation***

The preclinical and clinical testing, manufacture, labelling, distribution, and promotion of Trinity Biotech's products are subject to extensive and rigorous government regulation in the United States and in other countries in which Trinity Biotech's products are sought to be marketed. The process of obtaining regulatory clearance varies, depending on the product categorisation and the country, from merely notifying the authorities of intent to sell, to lengthy formal approval procedures which often require detailed laboratory and clinical testing and other costly and time-consuming processes. The main regulatory bodies which require extensive clinical testing are the Food and Drug Administration ( FDA ) in the US, the Irish Medicines Board (as the authority over Trinity Biotech in Europe) and Health Canada.

The process in each country varies considerably depending on the nature of the test, the perceived risk to the user and patient, the facility at which the test is to be used and other factors. As 66% of Trinity Biotech's 2011 revenues were generated in the Americas (with a large concentration of this in the USA) and as the USA represents a substantial proportion of the worldwide diagnostics market, an overview of FDA regulation has been included below.

#### ***FDA Regulation***

Our products are medical devices subject to extensive regulation by the FDA under the Federal Food, Drug, and Cosmetic Act. The FDA's regulations govern, among other things, the following activities: product development, testing, labeling, storage, pre-market clearance or approval, advertising and promotion and sales and distribution.

*Access to US Market.* Each medical device that Trinity Biotech may wish to commercially distribute in the US will require either pre-market notification (more commonly known as 510(k)) clearance or pre-market approval ( PMA ) application prior to commercial distribution. Devices intended for use in blood bank environments fall under even more stringent review and require a Blood Licence Application ( BLA ). Some low risk devices are exempted from these requirements. The FDA has introduced fees for the review of 510(k) and PMA applications. The fee for a PMA or BLA in 2011 is in the region of US\$220,000.

*510(k) Clearance Pathway.* To obtain 510(k) clearance, Trinity Biotech must submit a pre-market notification demonstrating that the proposed device is substantially equivalent in intended use and in safety and effectiveness to a predicate device either a previously cleared class I or II device or a class III preamendment device, for which the FDA has not called for PMA applications. The FDA's 510(k) clearance pathway usually takes from 3 to 9 months, but it can take longer. After a device receives 510(k) clearance, any modification that could significantly affect its safety or effectiveness, or that would constitute a major change in its intended use, requires a new 510(k) clearance or could even require a PMA approval.

*PMA Approval Pathway.* A device that does not qualify for 510(k) clearance generally will be placed in class III and required to obtain PMA approval, which requires proof of the safety and effectiveness of the device to the FDA's satisfaction. A PMA application must provide extensive preclinical and clinical trial data and also information about the device and its components regarding, among other things, device design, manufacturing and labeling. In addition, an advisory committee made up of clinicians and/or other appropriate experts is typically convened to evaluate the application and make recommendations to the FDA as to whether the device should be approved. It generally takes from one to three years but can take longer.

Although the FDA is not bound by the advisory panel decision, the panel's recommendation is important to the FDA's overall decision making process. The PMA approval pathway is more costly, lengthy and uncertain than the 510(k) clearance process. It generally takes from one to three years or even longer. After approval of a PMA, a new PMA or PMA supplement is required in the event of a modification to the device, its labeling or its manufacturing process. As noted above, the FDA has recently implemented substantial fees for the submission and review of PMA applications.

*BLA approval pathway.* BLA approval is required for some products intended for use in a blood bank environment, where the blood screened using these products may be administered to an individual following processing. This approval pathway involves even more stringent review of the product.

*Clinical Studies.* A clinical study is required to support a PMA application and is required for a 510(k) pre-market notification. Such studies generally require submission of an application for an Investigational Device Exemption ( IDE ) showing that it is safe to test the device in humans and that the testing protocol is scientifically sound.

*Post-market Regulation*

After the FDA permits a device to enter commercial distribution, numerous regulatory requirements apply, including the Quality System Regulation ( QSR ), which requires manufacturers to follow comprehensive testing, control, documentation and other quality assurance procedures during the manufacturing process; labeling regulations; the FDA's general prohibition against promoting products for unapproved or off-label uses; and the Medical Device Reporting ( MDR ) regulation, which requires that manufacturers report to the FDA if their device may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if it were to recur.

Trinity Biotech is subject to inspection by the FDA to determine compliance with regulatory requirements. If the FDA finds any failure to comply, the agency can institute a wide variety of enforcement actions, ranging from a public warning letter to more severe sanctions such as fines, injunctions, and civil penalties; recall or seizure of products; the issuance of public notices or warnings; operating restrictions, partial suspension or total shutdown of production; refusing requests for 510(k) clearance or PMA approval of new products; withdrawing 510(k) clearance or PMA approvals already granted; and criminal prosecution.

Unanticipated changes in existing regulatory requirements or adoption of new requirements could have a material adverse effect on the Group. Any failure to comply with applicable QSR or other regulatory requirements could have a material adverse effect on the Group's revenues, earnings and financial standing.

There can be no assurances that the Group will not be required to incur significant costs to comply with laws and regulations in the future or that laws or regulations will not have a material adverse effect upon the Group's revenues, earnings and financial standing.

*CLIA classification*

Purchasers of Trinity Biotech's clinical diagnostic products in the United States may be regulated under The Clinical Laboratory Improvements Amendments of 1988 ( CLIA ) and related federal and state regulations. CLIA is intended to ensure the quality and reliability of clinical laboratories in the United States by mandating specific standards in the areas of personnel qualifications, administration and participation in proficiency testing, patient test management, quality control, quality assurance and inspections. The regulations promulgated under CLIA established three levels of diagnostic tests ( waived , moderately complex and highly complex ) and the standards applicable to a clinical laboratory depend on the level of the tests it performs.

Export of products subject to 510(k) notification requirements, but not yet cleared to market, are permitted without FDA export approval, if statutory requirements are met. Unapproved products subject to PMA requirements can be exported to any country without prior FDA approval provided, among other things, they are not contrary to the laws of the destination country, they are manufactured in substantial compliance with the QSR, and have been granted valid marketing authorization in Australia, Canada, Israel, Japan, New Zealand, Switzerland, South Africa or member countries of the European Union or of the European Economic Area ( EEA ). FDA approval must be obtained for exports of unapproved products subject to PMA requirements if these export conditions are not met.

There can be no assurance that Trinity Biotech will meet statutory requirements and/or receive required export approval on a timely basis, if at all, for the marketing of its products outside the United States.

*Regulation outside the United States*

Distribution of Trinity Biotech's products outside of the United States is also subject to foreign regulation. Each country's regulatory requirements for product approval and distribution are unique and may require the expenditure of substantial time, money, and effort. There can be no assurance that new laws or regulations will not have a material adverse effect on Trinity Biotech's business, financial condition, and results of operation. The time required to obtain needed product approval by particular foreign governments may be longer or shorter than that required for FDA clearance or approval. There can be no assurance that Trinity Biotech will receive on a timely basis, if at all, any foreign government approval necessary for marketing its products.

---

### **Organisational Structure**

Trinity Biotech plc and its subsidiaries (the Group) is a manufacturer of diagnostic test kits and instrumentation for sale and distribution worldwide. Trinity Biotech's executive offices are located at Bray, Ireland while its research and development, manufacturing and marketing activities are principally conducted at Trinity Biotech Manufacturing Limited, based in Bray, Ireland and at Trinity Biotech (USA), MarDx Diagnostics Inc, Primus Corporation and Biopool US Inc. based in Jamestown, New York, Carlsbad, California, Kansas City, Missouri and Jamestown, New York, USA respectively. The Group's distributor of raw materials for the life sciences industry, Fitzgerald Industries, is based in Bray, Ireland and Acton, Massachusetts, USA.

For a more comprehensive schedule of the subsidiary undertakings of the Group please refer to Item 18, Note 31 to the consolidated financial statements.

### **Property, Plant and Equipment**

Trinity Biotech has four manufacturing sites worldwide, three in the US (Jamestown, NY, Kansas City, MO and Carlsbad, CA) and one in Bray, Ireland. The US and Irish facilities are each FDA and ISO registered facilities. As part of its ongoing commitment to quality, Trinity Biotech was granted the latest ISO 9001: 2000 and ISO 13485: 2003 certification. This certificate was granted by the Underwriters Laboratory, an internationally recognised notified body. It serves as external verification that Trinity Biotech has an established an effective quality system in accordance with an internationally recognised standard. By having an established quality system there is a presumption that Trinity Biotech will consistently manufacture products in a controlled manner. To achieve this certification Trinity Biotech performed an extensive review of the existing quality system and implemented any additional regulatory requirements.

Trinity Biotech has entered into a number of related party transactions with JRJ Investments (JRJ), a partnership owned by Mr O Caoimh and Dr Walsh, directors of the Company, and directly with Mr O Caoimh and Dr Walsh, to provide current and potential future needs for the Group's manufacturing and research and development facilities, located in Bray, Ireland. In November 2004, Trinity Biotech entered into an agreement for a 25 year lease with JRJ, for 16,700 square feet of offices at an annual rent of 381,000 (US\$493,000), payable from 2004. In December 2007, the Group entered into an agreement with Mr O Caoimh and Dr Walsh pursuant to which the Group took a lease on an additional 43,860 square foot manufacturing facility in Bray, Ireland at a rate of 17.94 per square foot (including fit out) giving a total annual rent of 787,000 (US\$1,019,000). See Item 7 Major Shareholders and Related Party Transactions.

Trinity Biotech USA operates from a 25,610 square foot FDA and ISO 9001 approved facility in Jamestown, New York. The facility was purchased by Trinity Biotech USA in 1994. Additional warehousing space is also leased in upstate New York at an annual rental charge of US\$139,000.

MarDx operates from two facilities in Carlsbad, California. The first facility comprises 21,436 square feet and is the subject of a five year lease, renewed in 2009, at an annual rental cost of US\$257,000. The second adjacent facility comprises 14,500 square feet and is the subject of a three year lease, amended in 2009, at an annual rental cost of US\$173,000.

Additional office space is leased by the Group in Ireland, Kansas City, Missouri and Acton, Massachusetts at an annual cost of 115,000 (US\$149,000), US\$100,000 and US\$86,000 respectively.

At present we have sufficient productive capacity to cover demand for our product range. We continue to review our level of capacity in the context of future revenue forecasts. In the event that these forecasts indicate capacity constraints, we will either obtain new facilities or expand our existing facilities.

We do not currently have any plans to expand or materially improve our facilities.

In relation to products produced at our facilities these are as follows:

**Bray, Ireland** Point-of-Care/HIV, Immunofluorescence and Clinical Chemistry products are manufactured at this site.

**Jamestown, New York** this site specializes in the production of Microtitre Plate EIA products for infectious diseases and auto-immunity.

**Carlsbad, California** this facility specializes in the development and manufacture of products utilizing Western Blot technology. Our Lyme suite of products is manufactured at this facility. Our new Point-of-Care range will be manufactured at this site.

**Kansas City, Missouri** this site is responsible for the manufacture of the Group's A1c range of products.

We are fully in compliance with all environmental legislation applicable in each jurisdiction in which we operate.

### *Capital expenditures and divestitures*

Please refer to Item 18, Note 24 with regard to the acquisition of Phoenix Bio-tech Corp. in 2011 and to Item 18, Note 3 concerning the divestiture of the Coagulation product line during 2010.

## **Item 5**

### *Operating and Financial Review and Prospects*

#### *Operating Results*

Trinity Biotech's consolidated financial statements include the attributable results of Trinity Biotech plc and all its subsidiary undertakings collectively. This discussion covers the years ended December 31, 2011, December 31, 2010 and December 31, 2009, and should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this Form 20-F. The financial statements have been prepared in accordance with IFRS both as issued by the International Accounting Standards Board (IASB) and as subsequently adopted by the European Union (EU) (together IFRS). Consolidated financial statements are required by Irish law to comply with IFRS as adopted by the EU which differ in certain respects from IFRS as issued by the IASB. These differences predominantly relate to the timing of adoption of new standards by the EU. However, as none of the differences are relevant in the context of Trinity Biotech, the consolidated financial statements for the periods presented comply with IFRS both as issued by the IASB and as adopted by the EU.

Trinity Biotech has availed of the exemption under SEC rules to prepare consolidated financial statements without a reconciliation to U.S. generally accepted accounting principles (US GAAP) as at and for the three year period ended December 31, 2011 as Trinity Biotech is a foreign private issuer and the financial statements have been prepared in accordance with IFRS both as issued by the International Accounting Standards Board (IASB) and as subsequently adopted by the European Union (EU).

#### *Overview*

Trinity Biotech develops, manufactures and markets diagnostic test kits used for the clinical laboratory and Point-of-Care (POC) segments of the diagnostic market. These test kits are used to detect infectious diseases, sexually transmitted diseases, blood disorders and autoimmune disorders. The Group markets over 275 different diagnostic products in approximately 75 countries. In addition, the Group manufactures its own and distributes third party infectious disease diagnostic instrumentation. The Group, through its Fitzgerald operation, is also a significant provider of raw materials to the life sciences industry.

#### *Factors affecting our results*

The global diagnostics market is growing due to, among other reasons, the ageing population and the increasing demand for rapid tests in a clinical environment.

Our revenues are directly related to our ability to identify high potential products while they are still in development and to bring them to market quickly and effectively. Efficient and productive research and development is crucial in this environment as we, like our competitors, search for effective and cost-efficient solutions to diagnostic problems. The growth in new technology will almost certainly have a fundamental effect on the diagnostics industry as a whole and upon our future development.

The comparability of our financial results for the years ended December 31, 2011, 2010, 2009, 2008 and 2007 have been impacted by acquisitions made by the Group in two of the five years and by the divestiture of the Coagulation product line in 2010. There were no acquisitions made in 2010, 2009 or 2008. In 2011, the Group acquired 100% of the common stock of Phoenix Bio-tech Corporation. Phoenix Bio-tech manufactures and sells products for the detection of syphilis. In 2007, the Group acquired the immuno-technology assets of Cortex and certain components of the distribution business of Sterilab.

For further information about the Group's principal products, principal markets and competition please refer to Item 4, Information on the Company.

#### ***Critical Accounting Policies and Estimates***

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with IFRS. The preparation of these financial statements requires us to make estimates and judgements that affect the reported amount of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an on-going basis, we evaluate our estimates, including those related to intangible assets, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the critical accounting policies described below reflect our more significant judgements and estimates used in the preparation of our consolidated financial statements.

#### ***Revenue Recognition***

##### ***Goods sold and services rendered***

Revenue from the sale of goods is recognised in the statement of operations when the significant risks and rewards of ownership have been transferred to the buyer. Revenue from products is generally recorded as of the date of shipment, consistent with our typical ex-works shipment terms. Where the shipment terms do not permit revenue to be recognised as of the date of shipment, revenue is recognised when the Group has satisfied all of its obligations to the customer in accordance with the shipping terms. Revenue, including any amounts invoiced for shipping and handling costs, represents the value of goods supplied to external customers, net of discounts and excluding sales taxes.

Revenue from services rendered is recognised in the statement of operations in proportion to the stage of completion of the transaction at the balance sheet date.

Revenue is recognised to the extent that it is probable that economic benefit will flow to the Group, that the risks and rewards of ownership have passed to the buyer and the revenue can be measured. No revenue is recognised if there is uncertainty regarding recovery of the consideration due at the outset of the transaction or the possible return of goods.

The Group leases instruments under operating and finance leases as part of its business. In cases where the risks and rewards of ownership of the instrument pass to the customer, the fair value of the instrument is recognised as revenue at the commencement of the lease and is matched by the related cost of sale. In the case of operating leases of instruments which typically involve commitments by the customer to pay a fee per test run on the instruments, revenue is recognised on the basis of customer usage of the instruments.

#### ***Research and development expenditure***

We write-off research and development expenditure as incurred, with the exception of expenditure on projects whose outcome has been assessed with reasonable certainty as to technical feasibility, commercial viability and recovery of costs through future revenues. Such expenditure is capitalised at cost within intangible assets and amortised over its expected useful life of 15 years, which commences when the product is launched.

Factors which impact our judgement to capitalise certain research and development expenditure include the degree of regulatory approval for products and the results of any market research to determine the likely future commercial success of products being developed. We review these factors each year to determine whether our previous estimates as to feasibility, viability and recovery should be changed.





At December 31, 2011 the carrying value of capitalised development costs was US\$16,630,000 (2010: US\$10,073,000) (see Item 18, Note 12 to the consolidated financial statements). The increase in 2011 was as a result of development costs of US\$6,829,000 being capitalised in 2011 which were partially offset by amortisation of US\$272,000.

*Impairment of intangible assets and goodwill*

Definite lived intangible assets are reviewed for indicators of impairment annually while goodwill and indefinite lived assets are tested for impairment annually, individually or at the cash generating unit level. Factors considered important, as part of an impairment review, include the following:

Significant underperformance relative to expected, historical or projected future operating results;

Significant changes in the manner of our use of the acquired assets or the strategy for our overall business;

Obsolescence of products;

Significant decline in our stock price for a sustained period; and

Our market capitalisation relative to net book value.

When we determine that the carrying value of intangibles, non-current assets and related goodwill may not be recoverable based upon the existence of one or more of the above indicators of impairment, any impairment is measured based on our estimates of projected net discounted cash flows expected to result from that asset, including eventual disposition. Our estimated impairment could prove insufficient if our analysis overestimated the cash flows or conditions change in the future.

The recoverable amount of goodwill and intangible assets contained in each of the Group's CGU's is determined based on the greater of the fair value less cost to sell and value in use calculations. The Group operates in one market sector (namely diagnostics) and accordingly the key assumptions are similar for all CGU's. The value in use calculations use cash flow projections based on the 2012 budget and projections for a further four years using projected revenue and cost growth rates of between 3% and 10%. At the end of the five year forecast period, terminal values for each CGU, based on a long term growth rate are used in the value in use calculations. The cashflows and terminal values for the CGU's are discounted using pre-tax discount rates which range from 18% to 33%.

The value in use calculation is subject to significant estimation, uncertainty and accounting judgements and are particularly sensitive in the following areas. In the event that there was a variation of 10% in the assumed level of future growth in revenues, which would represent a reasonably likely range of outcomes, the following impairment loss/write back would be recorded at December 31, 2011:

No impairment loss or reversal of impairment in the event of a 10% increase in the growth in revenues.

No impairment loss or reversal of impairment in the event of a 10% decrease in the growth in revenues.

Similarly if there was a 10% variation in the discount rate used to calculate the potential impairment of the carrying values, which would represent a reasonably likely range of outcomes, there would be the following impairment loss/write back would be recorded at December 31, 2011:

No impairment loss or reversal of impairment in the event of a 10% decrease in the discount rate

## Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

No impairment loss or reversal of impairment in the event of a 10% increase in the discount rate

### *Allowance for slow-moving and obsolete inventory*

We evaluate the realisability of our inventory on a case-by-case basis and make adjustments to our inventory provision based on our estimates of expected losses. We write off any inventory that is approaching its use-by date and for which no further re-processing can be performed. We also consider recent trends in revenues for various inventory items and instances where the realisable value of inventory is likely to be less than its carrying value. Given the allowance is calculated on the basis of the actual inventory on hand at the particular balance sheet date, there were no material changes in estimates made during 2009, 2010 or 2011 which would have an impact on the carrying values of inventory during those periods, except as discussed below.

At December 31, 2011 our allowance for slow moving and obsolete inventory was US\$5,930,000 which represents approximately 23.0% of gross inventory value. This compares with US\$6,400,000, or approximately 26.7% of gross inventory value, at December 31, 2010 (see Item 18, Note 15 to the consolidated financial statements) and US\$12,566,000, or approximately 24.3% of gross inventory value, at December 31, 2009. There has been a small decrease in the estimated allowance for slow moving and obsolete inventory as a percentage of gross inventory between 2011 and 2010. In the case of raw materials and work in progress, the size of the provision has been based on expected future production of these products. Management is satisfied that the assumptions made with respect to future sales and production levels of these products are reasonable to ensure the adequacy of this provision. In the event that the estimate of the provision required for slow moving and obsolete inventory was to increase or decrease by 2% of gross inventory, which would represent a reasonably likely range of outcomes, then a change in allowance of US\$515,000 at December 31, 2011 (2010: US\$480,000) (2009: US\$1,035,000) would result.

#### *Allowance for impairment of receivables*

We make judgements as to our ability to collect outstanding receivables and where necessary make allowances for impairment. Such impairments are made based upon a specific review of all significant outstanding receivables. In determining the allowance, we analyse our historical collection experience and current economic trends. If the historical data we use to calculate the allowance for impairment of receivables does not reflect the future ability to collect outstanding receivables, additional allowances for impairment of receivables may be needed and the future results of operations could be materially affected. Given the specific manner in which the allowance is calculated, there were no material changes in estimates made during 2011 or 2010 which would have an impact on the carrying values of receivables in these periods. At December 31, 2011, the allowance was US\$1,507,000 which represents approximately 1.9% of Group revenues. This compares with US\$1,443,000 at December 31, 2010 which represents approximately 1.6% of Group revenues (see Item 18, Note 16 to the consolidated financial statements) and to US\$855,000 at December 31, 2009 which represents approximately 0.7% of Group revenues. In the event that this estimate was to increase or decrease by 0.4% of Group revenues, which would represent a reasonably likely range of outcomes, then a change in the allowance of US\$312,000 at December 31, 2011 (2010: US\$359,000) (2009: US\$504,000) would result.

#### *Accounting for income taxes*

Significant judgement is required in determining our worldwide income tax expense provision. In the ordinary course of a global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of revenue sharing and cost reimbursement arrangements among related entities, the process of identifying items of revenue and expense that qualify for preferential tax treatment and segregation of foreign and domestic income and expense to avoid double taxation. In addition, we operate within multiple taxing jurisdictions and are subject to audits in these jurisdictions. These audits can involve complex issues that may require an extended period of time for resolution. Although we believe that our estimates are reasonable, no assurance can be given that the final tax outcome of these matters will not be different than that which is reflected in our historical income tax provisions and accruals. Such differences could have a material effect on our income tax provision and profit in the period in which such determination is made. Deferred tax assets and liabilities are determined using enacted or substantively enacted tax rates for the effects of net operating losses and temporary differences between the book and tax bases of assets and liabilities.

While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing whether deferred tax assets can be recognised, there is no assurance that these deferred tax assets may be realisable. The extent to which recognised deferred tax assets are not realisable could have a material adverse impact on our income tax provision and net income in the period in which such determination is made. In addition, we operate within multiple taxing jurisdictions and are subject to audits in these jurisdictions. These audits can involve complex issues that may require an extended period of time for resolution. In management's opinion, adequate provisions for income taxes have been made.

Item 18, Note 13 to the consolidated financial statements outlines the basis for the deferred tax assets and liabilities and includes details of the unrecognized deferred tax assets at year end. The Group does not recognize deferred tax assets arising on unused tax losses except to the extent that there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which will result in taxable amounts against which the unused tax losses can be utilised before they expire.

#### *Share-based payments*

For equity-settled share-based payments (share options), the Group measures the services received and the corresponding increase in equity at fair value at the measurement date (which is the grant date) using a trinomial model. Given that the share options granted do not vest until the completion of a specified period of service, the fair value, which is assessed at the grant date, is recognised on the basis that the services to be rendered by employees as consideration for the granting of share options will be received over the vesting period.

The share options issued by the Group are not subject to market-based vesting conditions as defined in IFRS 2, *Share-based Payment*. Non-market vesting conditions are not taken into account when estimating the fair value of share options as at the grant date; such conditions are taken into account through adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognised equates to the number of equity instruments that actually vest. The expense in the statement of operations in relation to share options represents the product of the total number of options anticipated to vest and the fair value of those options; this amount is allocated to accounting periods on a straight-line basis over the vesting period. Given that the performance conditions underlying the Group's share options are non-market in nature, the cumulative charge to the statement of operations is only reversed where the performance condition is not met or where an employee in receipt of share options relinquishes service prior to completion of the expected vesting period. Share based payments, to the extent they relate to direct labour involved in development activities, are capitalised.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised. The Group does not operate any cash-settled share-based payment schemes or share-based payment transactions with cash alternatives as defined in IFRS 2.

#### **Impact of Recently Issued Accounting Pronouncements**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ( IFRS ) both as issued by the International Accounting Standards Board ( IASB ) and as subsequently adopted by the European Union ( EU ). The IFRS applied are those effective for accounting periods beginning on or after 1 January 2011. Consolidated financial statements are required by Irish law to comply with IFRS as adopted by the EU which differ in certain respects from IFRS as issued by the IASB. These differences predominantly relate to the timing of adoption of new standards by the EU. However, as none of the differences are relevant in the context of Trinity Biotech, the consolidated financial statements for the periods presented comply with IFRS both as issued by the IASB and as adopted by the EU. During 2011, the IASB and the International Financial Reporting Interpretations Committee ( IFRIC ) issued additional standards, interpretations and amendments to existing standards which are effective for periods starting after the date of these financial statements. A list of these additional standards, interpretations and amendments, and the potential impact on the financial statements of the Group, is outlined in Item 18, Note 1(z).

## Subsequent Events

### *Acquisition of Fiomi Diagnostics AB*

In Quarter 1 of 2012, the Group purchased 100% of the common stock of Fiomi Diagnostics AB for a total consideration of US\$13.1 million (including US\$3.4m of contingent payments). Fiomi, which is based in Uppsala, Sweden, is at an advanced stage in developing a panel of Point-of-Care cardiac marker assays.

This acquisition has not been reflected in the financial statements for the year ended December 31, 2011 as it was completed subsequent to the financial year end. The fair values of the acquired assets and liabilities have not been established yet.

The key terms of the acquisition are as follows:

An up-front cash payment of US\$5.6m;

The transfer of 408,000 Trinity Biotech ADS s as at the acquisition date (fair value of US\$4.1m); and

Contingent cash consideration of US\$3.4m.

As the initial accounting and fair value assessment for the business combination is incomplete at the time that these financial statements were authorised for issue, the following disclosures cannot be made but will be reported if relevant in the Form 20-F for the period ended December 31, 2012:

A qualitative description of the factors that make up the goodwill to be recognised,

Details of the indemnification assets,

Details of acquired receivables,

The amounts recognised as of the acquisition date for each major class of asset acquired and liability assumed,

Details of contingent liabilities recognised; and

The total amount of goodwill that is expected to be deductible for tax purposes.

**Results of Operations****Year ended December 31, 2011 compared to the year ended December 31, 2010**

The following compares our results in the year ended December 31, 2011 to those of the year ended December 31, 2010 under IFRS. Our analysis is divided as follows:

1. Overview
2. Revenues
3. Operating Profit
4. Profit for the year

**1. Overview**

In 2011, revenues decreased by US\$11.7 million to US\$77.9 million due to the Coagulation product line being divested in 2010. Excluding Coagulation revenues, revenues increased by US\$4.1 million in 2011, representing an increase of 4% in total, comprising growth of 3% in Point-of-Care revenues and 6% in Clinical Laboratory revenues.

Geographically, 66% of our sales were generated in the Americas, 22% in Africa/Asia and 12% in Europe.

The gross margin is 51.5% for 2011, which is 2.5% higher than the gross margin for 2010. The improved gross margin in 2011 primarily reflected the divestiture of the Coagulation product line, which was historically the Group's product line with the lowest gross margin. Other reasons for the improvement in gross margin are better operating efficiencies and increased leverage of our manufacturing cost base as continuing revenues have risen compared to 2010.

The divestiture of the Coagulation product line resulted in a once-off gain in 2010 of US\$46.8 million.

The table hereunder compares the profit before tax for year ended December, 2011 to the previous financial year.

	Year ended December 31,		% Change
	2011 US\$ '000	2010 US\$ '000	
Profit before Tax	18,200	61,360	
Profit before Tax (2010 figure shown before net gain on divestment of business and restructuring expenses)	18,200	14,886	22.3%

The profit before tax is US\$18.2 million for the year ended December 31, 2011 which compares to a profit before tax of US\$61.4 million for the year ended December 31, 2010. Excluding the gain on the divestiture of the Coagulation product line and the impact of restructuring expenses in 2010, the profit before tax would have been US\$14.9 million in 2010. On a like-for-like basis, there was therefore an increase in profit before tax of 22.3% in 2011. The US\$3.3 million increase in profit before tax was due to (a) increased Point-of-Care and Infectious Diseases revenues (b) improved gross margin due to the divestiture of the Coagulation product line and (c) the elimination of bank debt during 2010, causing the net interest income to increase by US\$1.6 million in 2011.

The profit after tax for the year ended December 31, 2011 was US\$15.6 million which compares to a profit after tax for the year ended December 31, 2010 of US\$60.4 million. Excluding the gain on the divestiture of the Coagulation product line and the impact of restructuring expenses in 2010, the profit for 2010 would have been US\$13.6 million (representing an increase of 14.7% in 2011).

**2. Revenues**

The Group's revenues consist of the sale of diagnostic kits and related instrumentation and the sale of raw materials to the life sciences industry. Revenues from the sale of the above products are generally recognised on the basis of shipment to customers. The Group ships its products on a variety of freight terms, including ex-works, CIF (carriage including freight) and FOB (free on board), depending on the specific terms agreed with customers. In cases where the Group ships on terms other than ex-works, the Group does not recognise the revenue until its obligations have been fulfilled in accordance with the shipping terms.



No right of return exists in relation to product sales except in instances where demonstrable product defects occur. The Group has defined procedures for dealing with customer complaints associated with such product defects as they arise.

The Group also derives a portion of its revenues from leasing infectious diseases diagnostic instruments to customers. In cases where the risks and rewards of ownership of the instrument passes to the customer, the fair value of the instrument is recognised at the time of sale matched by the related cost of sale. In the case of operating leases of instruments which typically involve commitments by the customer to pay a fee per test run on the instruments, revenue is recognised on the basis of customer usage of the instruments. In certain markets, the Group also earns revenue from servicing infectious diseases located at customer premises.

*Revenues by Product Line*

Trinity Biotech's revenues for the year ended December 31, 2011 were US\$77,948,000 compared to revenues of US\$89,635,000 for the year ended December 31, 2010, which represents a decrease of US\$11,687,000 or 13%. The following table sets forth selected sales data for each of the periods indicated.

	Year ended December 31,		% Change
	2011	2010	
	US\$ 000	US\$ 000	
<b>Revenues</b>			
<b>Clinical Laboratory</b>	61,386	73,553	(16.5%)
<b>Point-of-Care</b>	16,562	16,082	3.0%
<b>Total</b>	<b>77,948</b>	<b>89,635</b>	<b>(13.0%)</b>

*Clinical Laboratory*

In 2011 Clinical Laboratory revenues decreased by US\$12,167,000 which equates to a 16.5% decline. The decrease was due to the divestiture of the Coagulation product line in April 2010. Excluding Coagulation, clinical laboratory revenues increased by US\$3.6 million when compared to 2010. This represents an increase of 6.3%.

The increase of 6.3% is attributable to three main factors:

demand for in vitro diagnostic tests for haemoglobin A1c and haemoglobin variants grew strongly, particularly in the USA. Revenues were also helped by the launch of the new Premier analyzer towards the end of 2011;

growth in Infectious Diseases revenues, particularly driven by the stronger Lyme season in the USA in 2011 and increased sales of syphilis tests due to the acquisition of Phoenix Bio-tech in quarter 1, 2011; and

higher sales of our Clinical Chemistry range of products which test for liver and kidney disease and haemolytic anaemia. These increases were partially offset by a fall in revenues in our Fitzgerald business due to lower influenza antibody sales.

*Point-of-Care*

Our principal Point-of-Care product is Unigold , which tests for the presence of HIV antibodies. Our two main markets for Point-of-Care tests are USA and Africa. Point-of-Care revenues increased by US\$480,000, which represents an increase of 3%. This increase was mainly due to higher revenues in the USA.

*Revenues by Geographical Region*

The following table sets forth selected sales data, analysed by geographic region, based on location of customer:

	Year ended December 31,		% Change
	2011	2010	
	US\$ 000	US\$ 000	
<b>Revenues</b>			
Americas	51,352	53,993	(5%)
Europe	9,423	15,890	(41%)
Asia/Africa	17,173	19,752	(13%)
<b>Total</b>	<b>77,948</b>	<b>89,635</b>	<b>(13%)</b>

In the Americas, the 5% decrease amounting to US\$2,641,000 is primarily attributable to a reduction in Coagulation revenue due to the divestiture of this product line in April 2010. This reduction was largely offset by strong growth in our Lyme s disease and haemoglobin A1c products.

Revenues in Europe decreased by US\$6,467,000, or 41% compared to 2010. The decrease was due to the divestiture of the Coagulation product line in 2010.

Asia/Africa revenues experienced a decline of 13%, or US\$2,579,000 compared to 2010. The main reason for this decline was due to the fact that Coagulation sales ceased in April 2010 as a result of the divestiture of the Coagulation product line.

For further information about the Group s principal products, principal markets and competition please refer to Item 4, Information on the Company .

### 3. Operating Profit

The following table sets forth the Group's operating profit:

	Year ended December 31,		% Change
	2011	2010	
	US\$ 000	US\$ 000	
Revenues	77,948	89,635	(13%)
Cost of sales	(37,820)	(45,690)	(17%)
Gross profit	40,128	43,945	(9%)
Other operating income	910	1,616	(44%)
Research & development	(3,206)	(4,603)	(30%)
SG&A expenses	(22,048)	(26,929)	(18%)
Net gain on divestment of business and restructuring expenses		46,474	(100%)
Operating profit	<b>15,784</b>	<b>60,503</b>	<b>(74%)</b>

#### *Cost of sales*

Total cost of sales decreased by US\$7,870,000 from US\$45,690,000 for the year ended December 31, 2010 to US\$37,820,000, for the year ended December 31, 2011, a decrease of 17%. The main reasons for the decrease in cost of sales in 2011 were the lower revenues following the divestiture of the Coagulation product line and the transfer of approximately 190 Coagulation production employees to Diagnostica Stago in April 2010.

#### *Gross margin*

The gross margin of 51.5% in 2011 compares to a gross margin of 49.0% in 2010. The increase in gross margin in 2010 is largely attributable to the divestiture of the Coagulation product line, which was the product line with the lowest gross margin.

#### *Other operating income*

Other operating income comprises income from the provision of services to Diagnostica Stago under a Transition Services Agreement (TSA) and rental income from sublet properties. TSA income commenced in April 2010 and comprised a variety of services including accounting, information technology and logistics support and warehousing services. The majority of the TSA services were short term arrangements which ceased either during 2010 or in early 2011 and this is the reason for the 44% decrease in other operating income in 2011.

#### *Research and development expenses*

Research and development ( R&D ) expenditure reduced from US\$4,603,000 in 2010 to US\$3,206,000 in 2011. The decrease was caused by the transfer of approximately 46 Coagulation specialists to Diagnostica Stago in April 2010. For details of the Company's various R&D projects see Research and Products under Development in Item 5 below.

#### *Selling, General & Administrative expenses (SG&A)*

Total SG&A expenses decreased by US\$4,881,000 from US\$26,929,000 for the year ended December 31, 2010 to US\$22,048,000 for the year ended December 31, 2011. The decrease is primarily due to the transfer of approximately 85 Coagulation employees and the transfer of our UK, German and French premises to Diagnostica Stago.

#### *Net gain on divestment of business and restructuring expenses*

In 2010, this comprised the gain on the sale of the worldwide Coagulation product line of US\$46.8 million and a charge for restructuring expenses of US\$0.3 million. There were no equivalent gains or expenses in 2011. The gain comprised consideration of US\$89.9 million less US\$43.1 million for Coagulation net assets and other attributable costs such as professional fees. For further information on the divestiture, refer

to Item 18, Note 3.

The restructuring expenses related to a re-organisation of the Group's HIV manufacturing activities and comprised termination payments of US\$0.3 million for certain employees located in Ireland.

The following table outlines the breakdown of SG&A expenses in 2011 compared to 2010.

	Year ended December 31,		(Decrease)	% Change
	2011	2010		
	US\$ 000	US\$ 000	US\$ 000	
SG&A (excl. share-based payments and amortisation)	19,386	24,260	(4,874)	(20%)
Share-based payments	1,235	1,080	155	14%
Amortisation	1,427	1,589	(162)	(10%)
<b>Total</b>	<b>22,048</b>	<b>26,929</b>	<b>(4,881)</b>	<b>(18%)</b>

*Selling General & Administrative Expenditure (excluding share-based payments and amortisation)*

SG&A expenses excluding share-based payments and amortisation decreased from US\$24,260,000 for the year ended December 31, 2010 to US\$19,386,000 for the year ended December 31, 2011, which represents a decrease of 20%.

The decrease this year of US\$4,874,000 is mainly due to the following main factors:

the transfer of 85 of the Group's selling, general and administrative employees to Diagnostica Stago in April 2010. Diagnostica Stago purchased Trinity Biotech's UK, German and French operations employing 43 selling, general and administrative employees. At the same time a further 42 selling, general and administrative employees in Ireland and USA were transferred to Diagnostica Stago;

in the post-divestiture period, certain SG&A costs associated with the provision of services to Diagnostica Stago under a Transition Services Agreement were eliminated when some of those services were terminated;

cost saving initiatives in I.T., finance and administration contributed to the overall reduction in SG&A costs;

these reductions were partially offset by foreign exchange movements as the weakening of the US Dollar against the Euro caused our Irish operation's SG&A costs to increase by approximately 5% compared to 2010.

*Share-based payments*

The expense represents the fair value of share options granted to directors and employees which is charged to the statement of operations over the vesting period of the underlying options. The Group has used a trinomial valuation model for the purposes of valuing these share options with the key inputs to the model being the expected volatility over the life of the options, the expected life of the option, the option price and the risk free rate.

The Group recorded a total share-based payments charge of US\$1,269,000 (2010: US\$1,109,000). The increase of US\$160,000 in the total share-based payments expense is due to the granting of new share options to employees and directors during 2010 and 2011. The total charge is shown in the following expense headings in the statement of operations: US\$34,000 (2010: US\$29,000) was charged against cost of sales and US\$1,235,000 (2010: US\$1,080,000) was charged against selling, general & administrative expenses.

For further details refer to Item 18, Note 19 to the consolidated financial statements.

*Amortisation*

Amortisation reduced from US\$1,589,000 for the year ended December 31, 2010 to US\$1,427,000 for the year ended December 31, 2011. The decrease of US\$162,000 is mainly due to the divestiture of all Coagulation intangible assets in 2010 to Diagnostica Stago partially offset by higher amortisation charges as new products, notably the Premier instrument, were launched.



**4. Profit for the year**

The following table sets forth selected statement of operations data for each of the periods indicated.

	Year ended December 31,		% Change
	2011	2010	
	US\$ 000	US\$ 000	
Operating profit	15,784	60,503	(74%)
Net financing income	2,416	857	182%
Profit before tax	18,200	61,360	(70%)
Income tax expense	(2,607)	(942)	177%
<b>Profit of the year</b>	<b>15,593</b>	<b>60,418</b>	<b>(74%)</b>

*Net Financing income*

Net financing income is US\$2,416,000 for year-end December 31, 2011 compared to US\$857,000 in 2010. Financial expenses decreased from US\$495,000 for year-end December 31, 2010 to US\$12,000 in 2011. The decrease is due to the repayment of all bank loans from the proceeds of sale of the Coagulation product line. Financial income increased from US\$1,352,000 for year-end December 31, 2010 to US\$2,428,000 in 2011 due to the full year effect of the interest income earned on the proceeds of sale of the Coagulation product line.

*Taxation*

The Group recorded a tax charge of US\$2,607,000 for the year ended December 31, 2011 compared to US\$942,000 for the year ended December 31, 2010. The 2011 tax charge comprises US\$1,402,000 of current tax and US\$1,205,000 of deferred tax. The increase in the total tax charge in 2011 is primarily due to a higher deferred tax charge. In 2010, the deferred tax charge was reduced significantly by the release of deferred tax liabilities following the sale of the Group's Coagulation property, plant, equipment and intangible assets. The current tax charge has also increased in 2011 mainly due to higher taxable income in our Irish operation. For further details on the Group's tax charge please refer to Item 18, Note 9 and Note 13 to the consolidated financial statements.

*Profit for the year*

The profit for the year amounted to US\$15,593,000 which represents a decrease of US\$44,825,000 when compared to US\$60,418,000 in 2010. Excluding the after tax impact of the gain on the sale of the Coagulation product line of US\$47,129,000 and the restructuring expenses of US\$301,000, the 2010 profit for the year would be US\$13,590,000. The increase in profits in 2011 of US\$2,003,000 compared to 2010, excluding once-off gains and expenses, represents an increase of 14.7%.

## Results of Operations

### Year ended December 31, 2010 compared to the year ended December 31, 2009

The following compares our results in the year ended December 31, 2010 to those of the year ended December 31, 2009 under IFRS. Our analysis is divided as follows:

1. Overview
2. Revenues
3. Operating Profit
4. Profit for the year

#### 1. Overview

In 2010, Trinity Biotech divested its Coagulation product line and this was the main reason for the US\$36.3 million decline in revenues compared to 2009. Excluding Coagulation revenues, the decrease was US\$4.8 million, representing a reduction of 6% compared to 2009. In 2010, Point-of-Care revenues declined by 11%, largely due to the company's decision not to ship to a major HIV customer beginning in the second half of 2009 and continuing into 2010 due to credit related issues. Lower levels of public expenditure on testing in the US market also caused the reduction in Point-of-Care revenues. Clinical laboratory revenues (excluding Coagulation) declined by just under 5%.

The gross margin is 49% for 2010, which is 3.7% higher than the gross margin for 2009. The increase in gross margin this year is primarily attributable to the divestiture of the Coagulation product line. Due to the costly instrument servicing requirements in the Coagulation product line, it was the Group's least profitable product line.

The divestiture of the Coagulation product line resulted in a once-off gain of US\$46.8 million.

The table hereunder compares the profit before tax for year ended December, 2010 to the previous financial year.

	Year ended December 31,		% Change
	2010	2009	
	US\$ '000	US\$ '000	
Profit before Tax	61,360	12,915	
Profit before Tax (2010 figure shown before net gain on divestment of business and restructuring expenses)	14,886	12,915	15.3%

The profit before tax is US\$61.4 million for the year ended December 31, 2010 which compares to a profit before tax of US\$12.9 million for the year ended December 31, 2009. Excluding the gain on the divestiture of the Coagulation product line and the impact of restructuring expenses in 2010, the profit before tax would have been US\$14.9 million in 2010. On a like-for-like basis, there was therefore an increase in profit before tax of 15.3% in 2010. The US\$2.0 million increase in profit before tax was primarily due to the elimination of bank debt, causing the net interest expense of US\$1.2m in 2009 to become net interest income of US\$0.9m in 2010.

The profit for the year ended December 31, 2010 was US\$60.4 million which compares to a profit for the year ended December 31, 2009 of US\$11.8 million. Excluding the gain on the divestiture of the Coagulation product line and the impact of restructuring expenses in 2010, the profit for 2010 would have been US\$13.6 million.

#### 2. Revenues



## Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

The Group's revenues consist of the sale of diagnostic kits and related instrumentation and the sale of raw materials to the life sciences industry. Revenues from the sale of the above products are generally recognised on the basis of shipment to customers. The Group ships its products on a variety of freight terms, including ex-works, CIF (carriage including freight) and FOB (free on board), depending on the specific terms agreed with customers. In cases where the Group ships on terms other than ex-works, the Group does not recognise the revenue until its obligations have been fulfilled in accordance with the shipping terms.

No right of return exists in relation to product sales except in instances where demonstrable product defects occur. The Group has defined procedures for dealing with customer complaints associated with such product defects as they arise.

The Group also derives a portion of its revenues from leasing infectious diseases diagnostic instruments to customers. In cases where the risks and rewards of ownership of the instrument passes to the customer, the fair value of the instrument is recognised at the time of sale matched by the related cost of sale. In the case of operating leases of instruments which typically involve commitments by the customer to pay a fee per test run on the instruments, revenue is recognised on the basis of customer usage of the instruments. In certain markets, the Group also earns revenue from servicing infectious diseases located at customer premises.

*Revenues by Product Line*

Trinity Biotech's revenues for the year ended December 31, 2010 were US\$89,635,000 compared to revenues of US\$125,907,000 for the year ended December 31, 2009, which represents a decrease of US\$36,272,000 or 29%. The following table sets forth selected sales data for each of the periods indicated.

	Year ended December 31,		% Change
	2010	2009	
	US\$ '000	US\$ '000	
<b>Revenues</b>			
<b>Clinical Laboratory</b>	73,553	107,778	(31.8%)
<b>Point-of-Care</b>	16,082	18,129	(11.3%)
<b>Total</b>	<b>89,635</b>	<b>125,907</b>	<b>(28.8%)</b>

*Clinical Laboratory*

In 2010 Clinical Laboratory revenues decreased by US\$34,225,000 which equates to a 32% decline. The decrease was largely due to the divestiture of the Coagulation product line in April 2010. Excluding Coagulation, clinical laboratory revenues decreased by US\$2.8 million when compared to 2009. This represents a decrease of 4.5%.

The decrease was caused by four main factors:

a slower lyme season due to weather conditions in the USA;

lower sales of antibodies and antigens by our Fitzgerald business due to the fact that 2009 sales of antibodies and antigens benefitted from the incidence of H1N1;

the move from selling direct in France and Germany to a distribution selling model; and

changes in exchange rates, principally the strengthening of the US Dollar against the Euro.

These decreases were partially offset by a growth in sales of our clinical chemistry product line.

*Point-of-Care*

Our principal Point-of-Care product is Unigold , which tests for the presence of HIV antibodies. Our two main markets for Point-of-Care tests are USA and Africa. Point-of-Care revenues decreased by US\$2,047,000, which represents a decline of 11%.

Point-of-Care revenues in the USA decreased by 10% mainly due to lower levels of public expenditure on testing in the US market. In Africa, revenues decreased by 7% largely due to the company's decision not to ship to a major HIV customer due to credit related issues beginning in the second half of 2009 and continuing into 2010.

*Revenues by Geographical Region*

The following table sets forth selected sales data, analysed by geographic region, based on location of customer:

	Year ended December 31,		% Change
	2010	2009	
	US\$ '000	US\$ '000	
<b>Revenues</b>			
Americas	53,993	68,130	(21%)
Europe	15,890	32,389	(51%)
Asia/Africa	19,752	25,388	(22%)
<b>Total</b>	<b>89,635</b>	<b>125,907</b>	<b>(29%)</b>

In the Americas, the 21% decrease amounting to US\$14,137,000 is primarily attributable to a reduction in Coagulation revenue due to the divestiture of this business in April 2010. The other main factor was a slower lyme season due to weather conditions in the USA.

Revenues in Europe decreased by US\$16,499,000, or 51% compared to 2009. The decrease was mainly due to the divestiture of the Coagulation product line and the move to a distributor selling model for non-Coagulation products in Germany and France in the post-divestiture period. Part of the decrease was due to the weakening of the Euro against the US Dollar.

Asia/Africa revenues experienced a decline of 22%, or US\$5,636,000 compared to 2009. There were two main reasons for the decrease in Asia/Africa revenues. Firstly, Coagulation sales ceased in April 2010 as a result of the divestiture of the Coagulation product line. Secondly, there were lower sales of Trinity's Unigold rapid HIV tests following Trinity's decision not to ship to a major customer in Africa due to the credit related issues.

For further information about the Group's principal products, principal markets and competition please refer to Item 4, Information on the Company .

### 3. Operating Profit

The following table sets forth the Group's operating profit

	Year ended December 31,		% Change
	2010	2009	
	US\$ '000	US\$ '000	
Revenues	89,635	125,907	(29%)
Cost of sales	(45,690)	(68,891)	(34%)
Gross profit	43,945	57,016	(23%)
Other operating income	1,616	437	270%
Research & development	(4,603)	(7,341)	(37%)
SG&A expenses	(26,929)	(36,013)	(25%)
Net gain on divestment of business and restructuring expenses	46,474		
Operating profit	<b>60,503</b>	<b>14,099</b>	<b>329%</b>

#### Cost of sales

Total cost of sales decreased by US\$23,201,000 from US\$68,891,000 for the year ended December 31, 2009 to US\$45,690,000, for the year ended December 31, 2010, a decrease of 34%. The main reasons for the decrease in cost of sales in 2010 were the lower revenues following the divestiture of the Coagulation product line and the transfer of approximately 190 Coagulation production employees to Diagnostica Stago in April 2010.

#### Gross margin

The gross margin of 49.0% in 2010 compares to a gross margin of 45.3% in 2009. The increase in gross margin in 2010 is attributable to the divestiture of the Coagulation product line, which was the product line with the lowest gross margin.

#### Other operating income

Other operating income comprises income from the provision of services to Diagnostica Stago under a Transition Services Agreement (TSA) and rental income from sublet properties. TSA income commenced in May 2010 and it accounts for the increase of US\$1,179,000 compared to the year ended December 31, 2009. A variety of services were provided to Diagnostica Stago including accounting, information technology and logistics support and warehousing services.

#### Research and development expenses

Research and development ( R&D ) expenditure reduced from US\$7,341,000 in 2009 to US\$4,603,000 in 2010. The decrease was caused by the transfer of approximately 46 Coagulation specialists to Diagnostica Stago in April 2010. For details of the Company's various R&D projects see Research and Products under Development in Item 5 below.

#### Selling, General & Administrative expenses (SG&A)

Total SG&A expenses decreased by US\$9,084,000 from US\$36,013,000 for the year ended December 31, 2009 to US\$26,929,000 for the year ended December 31, 2010. The decrease is primarily due to the transfer of approximately 85 Coagulation employees and the transfer of our UK, German and French premises to Diagnostica Stago.

#### Net gain on divestment of business and restructuring expenses

This comprises the gain on the sale of the worldwide Coagulation product line of US\$46.8 million and a charge for restructuring expenses of US\$0.3 million. There were no equivalent gains or expenses in 2009. The gain comprised consideration of US\$89.9 million less US\$43.1 million for Coagulation net assets and other attributable costs such as professional fees. For further information on the divestiture, refer to

Item 18, Note 3.

The restructuring expenses related to a re-organisation of the Group's HIV manufacturing activities and comprised termination payments of US\$0.3 million for employees located in Ireland.

The following table outlines the breakdown of SG&A expenses in 2010 compared to 2009.

	Year ended December 31,		(Decrease)	% Change
	2010	2009		
	US\$ 000	US\$ 000	US\$ 000	
SG&A (excl. share-based payments and amortisation)	24,260	33,552	(9,292)	(28%)
Share-based payments	1,080	502	578	122%
Amortisation	1,589	1,959	(370)	(19%)
<b>Total</b>	<b>26,929</b>	<b>36,013</b>	<b>(9,084)</b>	<b>(25%)</b>

*Selling General & Administrative Expenditure (excluding share-based payments and amortisation)*

SG&A expenses excluding share-based payments and amortisation decreased from US\$33,552,000 for the year ended December 31, 2009 to US\$24,260,000 for the year ended December 31, 2010, which represents a decrease of 28%.

The decrease this year of US\$9,292,000 is mainly due to the transfer of approximately 48% of the Group's selling, general and administrative employees to Diagnostica Stago in May, 2010. Diagnostica Stago purchased Trinity's UK, German and French operations employing 43 selling, general and administrative employees. A further 42 selling, general and administrative employees in Ireland and USA were transferred to Diagnostica Stago.

SG&A costs also reduced in 2010 due to the full year effect of the cost reduction measures implemented during 2009 (for a summary of these measures please refer to last year's analysis of the results of operations), including the rationalisation of the Group's US finance function and overhead savings in communications, utilities and professional fees. The Group continued its cost reduction program in 2010 with the notable initiatives being the introduction of remote working arrangements for all US sales staff which allowed the closure of a sales office in New Jersey and the rationalisation of the customer service function in the US.

*Share-based payments*

The expense represents the fair value of share options granted to directors and employees which is charged to the statement of operations over the vesting period of the underlying options. The Group has used a trinomial valuation model for the purposes of valuing these share options with the key inputs to the model being the expected volatility over the life of the options, the expected life of the option, the option price and the risk free rate.

The Group recorded a total share-based payments charge of US\$1,109,000 (2009: US\$521,000). The increase of US\$588,000 in the total share-based payments expense is due to the granting of new share options to employees and directors during 2009 and 2010. The total charge is shown in the following expense headings in the statement of operations: US\$29,000 (2009: US\$19,000) was charged against cost of sales, US\$1,080,000 (2009: US\$502,000) was charged against selling, general & administrative expenses.

For further details refer to Item 18, Note 19 to the consolidated financial statements.

*Amortisation*

Amortisation reduced from US\$1,959,000 for the year ended December 31, 2009 to US\$1,589,000 for the year ended December 31, 2010. The decrease of US\$370,000 is mainly due to the divestiture of all Coagulation intangible assets, including the Destiny range of instruments, to Diagnostica Stago as part of the divestiture of the Coagulation product line.

**4. Profit for the year**

The following table sets forth selected statement of operations data for each of the periods indicated.

	Year ended December 31,		% Change
	2010	2009	
	US\$ 000	US\$ 000	
Operating profit	60,503	14,099	329%
Net financing income/(costs)	857	(1,184)	172%
Profit before tax	61,360	12,915	375%
Income tax expense	(942)	(1,091)	(14%)
<b>Profit of the year</b>	<b>60,418</b>	<b>11,824</b>	<b>411%</b>

*Net Financing income/(costs)*

Net financing income is US\$857,000 for year-end December 31, 2010 compared to a net financing cost of US\$1,184,000 in 2009. Financial expenses decreased from US\$1,192,000 for year-end December 31, 2009 to US\$495,000 in 2010. The decrease is due to the repayment of all bank loans from the proceeds of sale of the Coagulation product line. Financial income increased from US\$8,000 for year-end December 31, 2009 to US\$1,352,000 in 2010 due to higher balances on deposit and due to the interest income earned on the deferred consideration. The deposit balances totalled US\$55.6 million at December 31, 2010 compared to US\$1.4 million at December 31, 2009.

*Taxation*

The Group recorded a tax charge of US\$942,000 for the year ended December 31, 2010 compared to US\$1,091,000 for the year ended December 31, 2009. The decrease is due to a lower deferred tax charge in respect of temporary differences as a result of the sale of the Group's Coagulation property, plant, equipment and intangible assets. This decrease was partially offset by an increase in current year taxable profits in the Group's Irish operations. The 2010 tax charge comprises US\$847,000 of current tax and US\$95,000 of deferred tax. For further details on the Group's tax charge please refer to Item 18, Note 9 and Note 13 to the consolidated financial statements.

*Profit for the year*

The profit for the year amounted to US\$60,418,000 which represents an increase of US\$48,594,000 when compared to US\$11,824,000 in 2009. Excluding the after tax impact of the gain on the sale of the Coagulation product line of US\$47,129,000 and the restructuring expenses of US\$301,000, the 2010 profit for the year would be US\$13,590,000. The increase in profits in 2010 of US\$1,766,000 compared to 2009, excluding once-off gains and expenses, represents an increase of 14.9%.

## *Liquidity and Capital Resources*

### *Financing*

During 2010 the Group repaid in full the outstanding portion of its US\$48,340,000 club banking facility with AIB plc and Bank of Scotland (Ireland) Limited (the banks) using the proceeds from the divestiture of the Coagulation product line. This facility had been secured on the assets of the Group (see Item 18, Note 25(c)).

### *Working capital*

In the Group's opinion the Group will have access to sufficient funds to support its existing operations for at least the next 12 months by utilising existing cash resources and cash generated from operations.

The amount of cash generated from operations will depend on a number of factors which include the following:

The ability of the Group to continue to generate revenue growth from its existing product lines;

The ability of the Group to generate revenues from new products following the successful completion of its development projects;

The extent to which capital expenditure is incurred on additional property plant and equipment;

The level of investment required to undertake both new and existing development projects;

Successful working capital management in the context of a growing business.

The Group has some finance lease obligations outstanding at December 31, 2011 and the expected maturity dates of these are set out in more detail in Item 11.

### *Cash management*

As at December 31, 2011, Trinity Biotech's consolidated cash and cash equivalents were US\$71,085,000. This compares to cash and cash equivalents of US\$58,002,000 at December 31, 2010.

Cash generated from operations for the year ended December 31, 2011 amounted to US\$18,772,000 (2010: US\$22,973,000), a decrease of US\$4,201,000. The decrease in cash generated from operations of US\$4,201,000 is attributable to a decrease in operating cash flows before changes in working capital of US\$1,193,000 and unfavourable working capital movements of US\$3,008,000. The decrease in operating cash flows before changes in working capital of US\$1,193,000 is primarily due to the impact of provision movements in 2010 coupled with higher financial income in 2011. The unfavourable working capital movements, when compared to the prior year, are primarily due to the effect of the cash outflows for trade and other receivables of US\$1,818,000 (mainly due to the impact of the divestiture of the Coagulation product line in 2010) and trade and other payables of US\$1,607,000 (as a result of the reduction in creditor days) being partially offset by cash inflows from inventories of US\$417,000. The cash generated from operations was attributable to a profit before interest and taxation of US\$15,784,000 (2010: US\$13,728,000 (excluding the impact of the gain on divestment of the business)), as adjusted for non cash items of US\$4,154,000 (2010: US\$7,403,000) plus cash outflows due to changes in working capital of US\$1,166,000 (2010: cash inflows of US\$1,842,000).

The decrease in other non cash charges from US\$7,403,000 for the year ended December 31, 2010 to US\$4,154,000 for the year ended December 31, 2011 is mainly attributable to the movement in items including inventory provisions.

The net cash outflows in 2011 due to changes in working capital of US\$1,166,000 are due to the following:



## Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

A decrease in accounts receivable of US\$1,276,000 due to a decrease in debtors days in the year as a result of better collections;

An increase in inventory of US\$2,409,000 due to the strategic build up of certain stock items during the course of the year (most notably in relation to our new Premier Hb9210 Instrument); and

A broadly flat trade and other payables balance (decrease of US\$33,000).

Net interest received amounted to US\$2,001,000 (2010: US\$339,000). This consisted of interest received of US\$2,013,000 (2010: US\$842,000) on the Group's cash deposits and interest payments of US\$12,000 (2010: US\$503,000) on the Group's interest bearing debt. In 2010, the Group repaid its bank loans following the sale of the Coagulation product line (see Item 18, Note 3) and hence the interest paid in 2011 relates to finance leases only.

Net cash outflows from investing activities for the year ended December 31, 2011 amounted to US\$130,000 (2010: inflows of US\$56,885,000) which were principally made up as follows:

Proceeds from the divestiture of the Coagulation product line (deferred consideration payment) of US\$11,250,000 (2010: US\$65,886,000);

Payments to acquire intangible assets of US\$6,799,000 (2010: US\$6,233,000), which principally related to development expenditure capitalised as part of the Group's on-going product development activities;

Acquisition of property, plant and equipment of US\$2,436,000 (2010: US\$2,784,000) incurred as part of the Group's investment programme for its manufacturing and distribution activities; and

Payments made to acquire subsidiary undertakings during the year of US\$2,145,000 (net of cash acquired).

Net cash outflows from financing activities for the year ended December 31, 2011 amounted to US\$7,247,000 (2010: US\$27,984,000). The principal reason for the decrease in outflows in 2011 is due to the fact that the Group repaid its long-term bank debt of US\$29,775,000 in 2010. The main areas of cash outflow from financing activities for the year were the purchase of Treasury Shares for US\$6,094,000 (2010: US\$NIL) and the payment of a dividend for the first time in the Company's history for US\$2,145,000 in 2011. Other cash outflows included expenses paid in connection with share issues and debt financing of US\$38,000 (2010: US\$74,000) and payments in respect of finance lease liabilities of US\$159,000 (2010: US\$638,000). These outflows were partially offset by the receipt of US\$1,189,000 from the issue of ordinary shares in 2011 (2010: US\$1,023,000). Ordinary shares issued in 2011 and 2010 are as a result of share options and warrants exercised during the course of the year.

The majority of the Group's transactions are conducted in US Dollars. The primary foreign exchange risk arises from the fluctuating value of the Group's Euro denominated expenses as a result of the movement in the exchange rate between the US Dollar and the Euro. Trinity Biotech continuously monitors its exposure to foreign currency movements and based on expectations on future exchange rate exposure implements a hedging policy which may include covering a portion of this exposure through the use of forward contracts. When used, these forward contracts are cashflow hedging instruments whose objective is to cover a portion of these Euro forecasted transactions.

As at December 31, 2011 and December 31, 2010, total interest-bearing debt, consisting entirely of leases, was US\$108,000 and US\$273,000 respectively. Cash and cash equivalents were US\$71,085,000 (2010: US\$58,002,000). For a more comprehensive discussion of the Group's level of borrowings at the end of 2011, the maturity profile of the borrowings, the Group's use of financial instruments, its currency and interest rate structure and its funding and treasury policies please refer to Item 11 Qualitative and Quantitative Disclosures about Market Risk.

### ***Contractual obligations***

The following table summarises our minimum contractual obligations and commercial commitments, including interest, as of December 31, 2011:

Contractual Obligations	Payments due by Period				
	Total	less than 1 year	1-3 Years	3-5 Years	more than 5 years
	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000
Capital (finance) lease obligations	110	110			
Operating lease obligations	34,209	2,388	4,621	3,835	23,365

Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

Total	34,319	2,498	4,621	3,835	23,365
-------	--------	-------	-------	-------	--------

In the past, Trinity Biotech incurred debt and raised equity to pursue its policy of growth through acquisition. However, since the divestiture of the Coagulation product line in 2010, the Group has eliminated bank debt and has considerable cash resources. The Group intends to grow organically for the foreseeable future and Trinity Biotech believes that it will have sufficient funds to meet its capital commitments and continue existing operations in to the future, in excess of 12 months. If the Group was to make a large and unanticipated cash outlay, the Group would have further funding requirements. If this were the case, there can be no assurance that financing will be available at attractive terms, or at all. The Group believes that success in raising additional capital or obtaining profitability will be dependent on the viability of its products and their success in the market place.

### ***Impact of Currency Fluctuation***

Trinity Biotech's revenue and expenses are affected by fluctuations in currency exchange rates especially the exchange rate between the US Dollar and the Euro. Trinity Biotech's revenues are primarily denominated in US Dollars and its expenses are incurred principally in US Dollars and Euro. The weakening of the US Dollar could have an adverse impact on future profitability. Management are actively seeking to reduce the mismatch in this regard to mitigate this risk. The revenues and costs incurred by US subsidiaries are denominated in US Dollars.

Trinity Biotech holds most of its cash assets in US Dollars. As Trinity Biotech reports in US Dollars, fluctuations in exchange rates do not result in exchange differences on these cash assets. Fluctuations in the exchange rate between the Euro and the US Dollar may impact on the Group's Euro monetary assets and liabilities and on Euro expenses and consequently the Group's earnings.

### ***Off-Balance Sheet Arrangements***

After consideration of the following items the Group's management have determined that there are no off-balance sheet arrangements which need to be reflected in the financial statements.

### ***Leases with Related Parties***

The Group has entered into lease arrangements for premises in Ireland with JRJ Investments ( JRJ ), a partnership owned by Mr O Caoimh and Dr Walsh, directors of Trinity Biotech plc, and directly with Mr O Caoimh and Dr Walsh. Independent valuers have advised Trinity Biotech that the rent fixed with respect to these leases represents a fair market rent. Details of these leases with related parties are set out in Item 4 Information on the Company, Item 7 Major Shareholders and Related Party Transactions and Item 18, Note 26 to the consolidated financial statements.

### ***Research & Development ( R&D ) carried out by third parties***

Certain of the Group's R&D activities have been outsourced to third parties. These activities are carried out in the normal course of business with these companies.

During 2011, a number of individuals acted as third party consultants working principally on the Premier Hb9210 and Tristat instruments. The total amount paid to these R&D consultants in 2011 was US\$558,000 (2010: US\$960,000).

### ***Research and Products under Development***

#### ***History***

Historically, Trinity Biotech had been primarily focused on infectious diseases diagnostics. The Group acquired a broad portfolio of microtitre plate ( EIA ) and Western Blot products and has added to these over the last number of years through additional internally developed products. More recently, the Group has entered into several other diagnostic areas including Point-of-Care (POC) and clinical chemistry. The Research and Development ( R&D ) activities of the Group have mirrored this expansion by developing new products in these areas also.

#### ***Centres of Excellence***

Trinity Biotech has research and development groups focusing separately on Point-of-Care products, Diabetes products and Western Blot products. These groups are located in Ireland and the USA and largely mirror the production capability at each production site, hence creating a centre of excellence for each product type. In addition to in-house activities, Trinity Biotech sub-contracts some research and development from time to time to independent researchers based in the USA and Europe.

**Principal Development Projects**

The following table sets forth for each of the main development projects, the costs incurred during each period presented and the cumulative costs incurred as at 31 December 2011:

<i>Product Name</i>	<i>2011 US\$ 000</i>	<i>2010 US\$ 000</i>	<i>Total project costs to December 31, 2011 US\$ 000</i>
Premier Hb9210 Instrument for Haemoglobin A1c testing	3,652	2,569	8,033
Syphilis Rapid Point-of-Care test	611	185	796
Cryptosporidium rapid Point-of-Care test	520	20	540
Giardia rapid Point-of-Care test	513	28	541
HIV Ag-Ab rapid test	421	247	668
Tristat Point-of-Care instrument	333	318	4,427
Unigold Recombigen HIV Rapid enhancement	247	142	1,755
Strep pneumonia rapid Point-of-Care test	194	1	195
C. Difficile rapid Point-of-Care test	171	13	184

The costs in the foregoing table mainly comprise the cost of internal resources, such as the payroll costs for the development teams and attributable overheads. The remainder mainly comprises materials, consumables and third party consultants' costs.

The following table sets forth the estimated cost to complete each of the main development projects which were underway in 2011. The total estimated completion costs are anticipated to be incurred evenly up to the completion date of the relevant project.

<i>Product Name</i>	<i>Total costs to complete US\$ 000</i>	<i>Estimated date for completion US\$ 000</i>
Premier Hb9210 Instrument*	2,600	2013
HIV Ag-Ab rapid test	1,000	2013
Syphilis rapid Point-of-Care test	876	2012
H Pylori rapid Point-of-Care test	800	2013
C. Difficile rapid Point-of-Care test	536	2012
Strep pneumonia rapid Point-of-Care test	455	2012
Tristat Point-of-Care instrument	364	2012
IgM Captia	250	2012

\* The Premier instrument was launched in 2011, however, the Premier project is on-going and there will be various enhancements and upgrades including an Ion Exchange platform version of the instrument.

There are inherent risks and uncertainties associated with completing development projects on schedule. In our experience the main risks to the achievement of a project's planned completion date occur primarily during the product's verification and validation phase. During this phase the product must attain successful results from in-house product testing and from third party clinical trials. Obtaining regulatory approval on a timely basis is another variable in achieving a project's planned completion date.

We acknowledge that some aspects of a new product development are to an extent outside of the control of the Group. Notwithstanding the uncertainty surrounding these external factors, we believe the planned completion dates of these projects are realistic and achievable. If major development projects were severely delayed, in our opinion it would not impact significantly on Trinity Biotech's financial position or on the capitalization criteria. As the manufacturing lead time for these new products is relatively short, it is anticipated that material cash inflows will commence shortly after each of the project's planned completion date.



The following is a description of the principal projects which are currently being undertaken by the R&D groups within Trinity Biotech:

**Point-of-Care ( POC ) Development Group**

During 2010, the company commissioned and staffed a new POC product development unit at its Carlsbad, CA facility. This facility has been equipped with state-of-the-art POC assay development equipment and the Group has commenced development of a portfolio of Point-of-Care / lateral flow infectious disease tests. Initial tests include an enteric panel of assays for the detection of Giardia, Cryptosporidium and C. Difficile antigens in human stool samples. We have also commenced development of a test for the detection of treponemal and non-treponemal Syphilis antibodies in human whole blood. In 2011, we continued to develop our HIV Ag-Ab rapid test at this facility. This rapid test aims to detect HIV at an earlier stage in the infection cycle by testing a patient's sample for the presence of the p24 antigen. It is envisaged that this project will be completed in 2013. In early 2012, the company announced the CE Marking and submission for FDA approval for its Point-of-Care Uni-Gold™ Giardia test. It is envisaged that several other tests will reach a similar stage in 2012.

**A1c Development Group**

*Premier Hb9210 Instrument for Haemoglobin A1c Testing*

This project entails the development of a new High Performance Liquid Chromatography (HPLC) instrument for testing haemoglobin A1c. This is a measure of a patient's average blood sugar control over the last two to three months. The new instrument will allow access to markets not previously open to Trinity Biotech due to instrument price and test capability (A1c and variant). Development was initiated in late 2007, continued through 2010 and 2011 and launched in the non-US market in 2011. It will launch in the US market in 2012 following FDA approval in late 2011.

HbA1c testing is one of the fastest growing markets in the diagnostics industry. Diabetes is the fourth leading cause of death by disease in the world and the number of diabetic patients is expected to reach 370 million in 2030. In the U.S. alone some 20.8 million Americans (7 percent of the population) have the disease with a further 54 million Americans considered to be pre-diabetic. The total laboratory HbA1c market worldwide is approximately US\$300 million.

The Premier Hb9210 analyser is a best in class instrument with the following key advantages:

Patented boronate affinity technology, therefore eliminating interference from haemoglobin variants,

Results available in 1 minute enabling fastest patient result turnaround times,

State-of-the-art software using touch screen technology to facilitate ease of use with operators,

Modular instrument which will significantly reduce the cost of on-site maintenance.

**Trend Information**

For information on trends in future operating expenses and capital resources, see Results of Operations, Liquidity and Capital Resources and Impact of Inflation under Item 5.

**Item 6****Directors and Senior Management****Directors**

<i>Name</i>	<i>Age</i>	<i>Title</i>
Ronan O Caoimh	56	Chairman and Chief Executive Officer
Rory Nealon	44	Director, Chief Operations Officer
Jim Walsh, PhD	53	Director, Chief Scientific Officer
Denis R. Burger, PhD	68	Non Executive Director
Peter Coyne	52	Non Executive Director
Clint Severson	63	Non Executive Director
James D. Merselis	58	Non Executive Director

**Executive Officer**

Kevin Tansley	41	Chief Financial Officer & Company Secretary
---------------	----	---

**Board of Directors & Executive Officers**

**Ronan O Caoimh, Chairman and Chief Executive Officer**, co-founded Trinity Biotech in June 1992 and acted as Chief Financial Officer until March 1994 when he became Chief Executive Officer. He was also elected Chairman in May 1995. In November 2007, it was decided to separate the role of Chief Executive Officer and Chairman and Mr O Caoimh assumed the role of Executive Chairman. In October 2008, following the resignation of the Chief Executive Officer, Mr. O Caoimh resumed the role of Chief Executive Officer and Chairman. Prior to joining Trinity Biotech, Mr O Caoimh was Managing Director of Noctech Limited, an Irish diagnostics company. Mr O Caoimh was Finance Director of Noctech Limited from 1988 until January 1991 when he became Managing Director. Mr O Caoimh holds a Bachelor of Commerce degree from University College Dublin and is a Fellow of the Institute of Chartered Accountants in Ireland. On March 30, 2011, the service agreement with Ronan O Caoimh as Chief Executive Officer was terminated and replaced by an agreement with Darnick Limited.

**Rory Nealon, Chief Operations Officer**, joined Trinity Biotech as Chief Financial Officer and Company Secretary in January 2003. He was appointed Chief Operations Officer in November 2007. Prior to joining Trinity Biotech, he was Chief Financial Officer of Conduit plc, an Irish directory services provider with operations in Ireland, the UK, Austria and Switzerland. Prior to joining Conduit he was an Associate Director in AIB Capital Markets, a subsidiary of AIB Group plc, the Irish banking group. Mr Nealon holds a Bachelor of Commerce degree from University College Dublin, is a Fellow of the Institute of Chartered Accountants in Ireland, a member of the Institute of Taxation in Ireland and a member of the Institute of Corporate Treasurers in the UK.



**Jim Walsh, PhD, Executive Director**, initially joined Trinity Biotech in October 1995 as Chief Operations Officer. Dr. Walsh resigned from the role of Chief Operations Officer in 2007 to become a Non Executive Director of the Company. In October, 2010 Dr. Walsh rejoined the company as Chief Scientific Officer. Prior to joining Trinity Biotech, Dr Walsh was Managing Director of Cambridge Diagnostics Ireland Limited (CDIL). He was employed with CDIL since 1987. Before joining CDIL he worked with Fleming GmbH as Research & Development Manager. Dr Walsh holds a PhD in Chemistry from University College Galway.

**Denis R. Burger, PhD, Non-executive director**, co-founded Trinity Biotech in June 1992 and was Chairman from June 1992 to May 1995. He is currently Chairman of BioCurex, Inc, a cancer diagnostics, OTC:BB listed company and is also non-executive director of Lorus Therapeutics, Inc, a cancer therapeutics, TSX listed company. Until March 2007, Dr Burger was the Chairman and Chief Executive Officer of AVI Biopharma Inc, a NASDAQ listed biotechnology company. He was also a co-founder and, from 1981 to 1990, Chairman of Epitope Inc. In addition, Dr Burger has held a professorship in the Department of Microbiology and Immunology and Surgery (Surgical Oncology) at the Oregon Health and Sciences University in Portland. Dr Burger received his degree in Bacteriology and Immunology from the University of California in Berkeley in 1965 and his Master of Science and PhD in 1969 in Microbiology and Immunology from the University of Arizona.

**Peter Coyne, Non-executive director**, joined the board of Trinity Biotech in November 2001 as a non-executive director. Mr Coyne is a director of AIB Corporate Finance and has extensive experience in advising public and private groups on all aspects of corporate strategy. Mr Coyne trained as a chartered accountant and was a senior manager in Arthur Andersen's Corporate Financial Services practice. Mr Coyne holds a Bachelor of Engineering degree from University College Dublin and is a Fellow of the Institute of Chartered Accountants in Ireland.

**Clint Severson, Non-executive director**, joined the board of Trinity Biotech in November 2008 as a non-executive director. Mr Severson is currently Chairman, President and CEO of Abaxis Inc., a NASDAQ traded diagnostics company based in Union City, California. From February 1989 to May 1996, Mr. Severson served as President and Chief Executive Officer of MAST Immunosystems, Inc., a privately-held medical diagnostic company and to date he has accumulated over 30 years experience in the medical diagnostics industry.

**James D. Merselis, Non-executive director**, joined the board of Trinity Biotech in February 2009. Mr. Merselis is currently a consultant to healthcare diagnostics companies. Mr. Merselis was formerly President and CEO of ITC Nexus Dx, Inc., a privately held diagnostics company working to improve patient care by providing rapid and reliable Point-of-Care (POC) medical test information. Prior to this Mr. Merselis served as President and CEO of Alverix, Inc., a privately held company developing portable medical diagnostic instruments. From 2002 to 2007, Mr. Merselis served as President and CEO of HemoSense, Inc. (AMEX: HEM), a Point-of-Care diagnostics company providing patients and physicians with rapid test results to help manage the risk of stroke with the use of warfarin or Coumadin. Prior to his tenure at HemoSense, Mr. Merselis served as President and CEO of Micronics, Inc., a microfluidics company. In addition, Mr. Merselis held a series of increasingly responsible executive positions over twenty-two years with Boehringer Mannheim Diagnostics (now Roche Diagnostics).

**Kevin Tansley, Chief Financial Officer**, joined Trinity Biotech in June 2003 and was appointed Chief Financial Officer and Secretary to the Board of Directors in November 2007. Prior to joining Trinity Biotech in 2003, Mr Tansley held a number of financial positions in the Irish electricity utility ESB. Mr Tansley holds a Bachelor of Commerce degree from University College Dublin and is a Fellow of the Institute of Chartered Accountants in Ireland.

*Compensation of Directors and Officers*

The basis for the executive directors' remuneration and level of annual bonuses is determined by the Remuneration Committee of the board. In all cases, bonuses and the granting of share options are subject to stringent performance criteria. The Remuneration Committee consists of Dr Denis Burger (committee chairman and senior independent director), Mr Peter Coyne, Mr Clint Severson and Mr James Merselis. Directors' remuneration shown below comprises salaries, pension contributions and other benefits and emoluments in respect of executive directors. Non-executive directors are remunerated by fees and the granting of share options. Non-executive directors who perform additional services on the Audit Committee or Remuneration Committee receive additional fees. The fees payable to non-executive directors are determined by the board. Each director is reimbursed for expenses incurred in attending meetings of the board of directors.

Total directors and non-executive directors' remuneration, excluding pension, for the year ended December 31, 2011 amounted to US\$2,086,000. The pension charge for the year amounted to US\$111,000. See Item 18, Note 6 to the consolidated financial statements. The split of directors' remuneration set out by director is detailed in the table below:

<i>Executive Director</i>	<i>Performance</i>			<i>Total</i>	<i>Total</i>
	<i>Salary/ Benefits US\$ '000</i>	<i>related bonus US\$ '000</i>	<i>Defined contribution pension US\$ '000</i>	<i>2011 US\$ '000</i>	<i>2010 US\$ '000</i>
Ronan O Caoimh <sup>1</sup>	686	166	29	881	1,092
Rory Nealon	436	100	40	576	714
Jim Walsh*	356	50	42	448	85
	1,478	316	111	1,905	1,891

  

<i>Non-executive director</i>	<i>Fees</i>		<i>2011</i>	<i>2010</i>
	<i>US\$ '000</i>	<i>Other US\$ '000</i>	<i>US\$ '000</i>	<i>US\$ '000</i>
Denis R. Burger	78	7	85	73
Peter Coyne	78	7	85	73
James Merselis	68		68	63
Clint Severson	68		68	63
Jim Walsh*				85
	292	14	306	357

\* Dr. Jim Walsh is included as a non-executive director of the Company up until his appointment as Chief Scientific Officer in October 2010 and accordingly his remuneration after that point has been categorised with the other executive directors.

<i>Chief Financial Officer &amp; Company Secretary</i>	<i>Performance</i>			<i>Total</i>	<i>Total</i>
	<i>Salary/ Benefits US\$ '000</i>	<i>related bonus US\$ '000</i>	<i>Defined contribution pension US\$ '000</i>	<i>2011 US\$ '000</i>	<i>2010 US\$ '000</i>
Kevin Tansley	310	100	34	444	613

As at December 31, 2011 there was no accrual by the Company to provide pension, retirement or similar benefits for the directors (2010: US\$58,000).

## Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

The total share-based compensation expense recognised in the consolidated statement of operations in 2011 in respect of options granted to both executive and non-executive directors and the Company Secretary amounted to US\$750,000. See Item 18, Note 6 to the consolidated financial statements.

<sup>1</sup> Includes payments made to Darnick Limited

Neither the directors nor the Company Secretary were granted options during 2011. 2,500,000 A share options (625,000 ADS equivalent) were granted to the directors and the Company Secretary during 2010, the terms of which are as follows:

**Share Options Granted in 2010:**

Director/Executive Officer	Number of Options	Exercise Price of Options	Date of Option Grant*
	Granted	Granted	
Ronan O Caoimh	800,000 A shares	US\$1.52 per A share	21 May 2010
	(200,000 ADS)	(US\$6.07 per ADS)	
Rory Nealon	500,000 A shares	US\$1.52 per A share	21 May 2010
	(125,000 ADS)	(US\$6.07 per ADS)	
Denis Burger	60,000 A shares	US\$1.52 per A share	21 May 2010
	(15,000 ADS)	(US\$6.07 per ADS)	
Peter Coyne	60,000 A shares	US\$1.52 per A share	21 May 2010
	(15,000 ADS)	(US\$6.07 per ADS)	
Jim Walsh	60,000 A shares	US\$1.52 per A share	21 May 2010
	(15,000 ADS)	(US\$6.07 per ADS)	
Clint Severson	60,000 A shares	US\$1.52 per A share	21 May 2010
	(15,000 ADS)	(US\$6.07 per ADS)	
James Merselis	60,000 A shares	US\$1.52 per A share	21 May 2010
	(15,000 ADS)	(US\$6.07 per ADS)	
Jim Walsh	400,000 A shares	US\$1.57 per A share	4 October 2010
	(100,000 ADS)	(US\$6.26 per ADS)	
Kevin Tansley	500,000 A shares	US\$1.52 per A share	21 May 2010
	(125,000ADS)	(US\$6.07 per ADS)	

\* All options issued are subject to a 7 year life from date of grant.

In addition, see Item 7 Major Shareholders and Related Party Transactions for further information on the compensation of Directors and Officers.

***Directors Service Contracts***

The Company has entered into service contracts with its Executive Directors and Officers. These contracts contain certain termination provisions which are summarised below.

On March 30, 2011, the service agreement with Ronan O Caoimh as Chief Executive Officer was terminated and replaced by an agreement with Darnick Limited, a company wholly-owned by members of Mr. O Caoimh's immediate family. Pursuant to the agreement, Darnick Limited will provide the Company with the services of Mr. O Caoimh as Chief Executive Officer. The agreement contains certain non-competition and confidentiality provisions. The term of the agreement will continue until such time as it is terminated by either party, subject to the Company providing one year's notice. Where termination occurs within 12 months of a change of control of the Company, two year's notice will apply. Darnick Limited may terminate the agreement on six month's notice. Mr. O Caoimh remains as Chairman of the Board of Directors.

## Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

Under the terms of his service contract, Rory Nealon, Chief Operations Officer, is entitled to 12 months salary and benefits in the event of termination by the Company. Where termination arises within 12 months of a change in control of the Company, Mr. Nealon is entitled to 18 months salary and benefits.

Under the terms of his service contract, Kevin Tansley, Chief Financial Officer, is entitled to 12 months salary and benefits in the event of termination by the Company. Where termination arises within 12 months of a change in control of the Company, Mr. Tansley is entitled to 18 months salary and benefits.

Under the terms of his service contract, Jim Walsh, Chief Scientific Officer, is entitled to 12 months salary and benefits in the event of termination by the Company. Where termination arises within 12 months of a change in control of the Company, Dr. Walsh is entitled to 18 months salary and benefits.

#### ***Board Practices***

The Articles of Association of Trinity Biotech provide that one third of the directors in office (other than the Managing Director or a director holding an executive office with Trinity Biotech) or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one third, shall retire from office at every annual general meeting. If at any annual general meeting the number of directors who are subject to retirement by rotation is two, one of such directors shall retire and if the number of such directors is one that director shall retire. Retiring directors may offer themselves for re-election. The directors to retire at each annual general meeting shall be the directors who have been longest in office since their last appointment. As between directors of equal seniority the directors to retire shall, in the absence of agreement, be selected from among them by lot.

The board has established Audit, Remuneration and Compensation Committees. The functions and membership of the Remuneration Committee are described above. The Audit Committee reviews the Group's annual and interim financial statements and reviews reports on the effectiveness of the Group's internal controls. It also appoints the external auditors, reviews the scope and results of the external audit and monitors the relationship with the auditors. The Audit Committee comprises two of the four independent non-executive directors of the Group, Mr Peter Coyne (Committee Chairman) and Mr James Merselis. The Compensation Committee currently comprises Mr Ronan O Caoimh (Committee Chairman) and Mr Rory Nealon. The Compensation Committee administers the Employee Share Option Plan. The Committee determines the exercise price and the term of the options. Options granted to the members of the Committee are approved by the Remuneration Committee and individual option grants in excess of 30,000 shares are approved by the full board of directors. Share options granted to non-executive directors are decided by the other members of the board.

Because Trinity Biotech is a foreign private issuer, it is not required to comply with all of the corporate governance requirements set forth in NASDAQ Rule 5600 as they apply to U.S. domestic companies. The Group's corporate governance measures differ in the following significant ways: (a) the Group has not appointed an independent nominations committee or adopted a board resolution addressing the nominations process and (b) the Audit Committee of the Group currently consists of two members (both of whom are independent non-executive directors) while U.S. domestic companies listed on NASDAQ are required to have three members on their audit committee and be comprised only of independent directors.

#### ***Employees***

As of December 31, 2011, Trinity Biotech had 364 employees (2010: 343) consisting of 49 research scientists and technicians, 213 manufacturing and quality assurance employees, and 102 finance, administration, sales and marketing staff (2010: 29 research scientists and technicians, 210 manufacturing and quality assurance employees, and 104 finance, administration, sales and marketing staff). Trinity Biotech's future hiring levels will depend on the growth of revenues.

The geographic spread of the Group's employees was as follows: 107 in Bray, Ireland and 257 in its US operations.

#### ***Stock Option Plans***

The Board of Directors have adopted the Employee Share Option Plans (the Plans), with the most recently adopted Share Option Plan being the 2011 Plan. The purpose of these Plans is to provide Trinity Biotech's employees, consultants, officers and directors with additional incentives to improve Trinity Biotech's ability to attract, retain and motivate individuals upon whom Trinity Biotech's sustained growth and financial success depends. These Plans are administered by a Compensation Committee designated by the board of directors. Options under the Plans may be awarded only to employees, officers, directors and consultants of Trinity Biotech.

Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

The exercise price of options is determined by the Compensation Committee. The term of an option will be determined by the Compensation Committee, provided that the term may not exceed ten years from the date of grant. All options will terminate 90 days after termination of the option holder's employment, service or consultancy with Trinity Biotech (or one year after such termination because of death or disability) except where a longer period is approved by the board of directors. Under certain circumstances involving a change in control of Trinity Biotech, the Committee may accelerate the exercisability and termination of options. As of February 29, 2012, 5,753,758 (1,438,439 ADS equivalent) of the options outstanding were held by the directors and Company Secretary of Trinity Biotech as follows:

Director/Company Secretary	Number of	Number	Exercise		Expiration Date of
	Options	of	Price	Price	
	A	ADS	(Per	(Per	Options
	Shares	Equivalent	A Share)	ADS)	
Ronan O Caoimh	250,000	62,500	US\$ 1.67	US\$ 6.68	2 November 2012
	350,000				13 December 2013
	43,752	87,500	US\$ 2.09	US\$ 8.36	18 March 2015
	266,670	10,938	US\$ 1.07	US\$ 4.28	8 May 2016
	600,000	66,667	US\$ 0.66	US\$ 2.63	21 May 2017
		150,000	US\$ 1.52	US\$ 6.07	
Rory Nealon	100,000	25,000	US\$ 1.67	US\$ 6.68	2 November 2012
					13 December 2013
	150,000	37,500	US\$ 2.09	US\$ 8.36	18 March 2015
	200,000	50,000	US\$ 1.07	US\$ 4.28	8 May 2016
	240,000	60,000	US\$ 0.74	US\$ 2.96	21 May 2017
	500,000	125,000	US\$ 0.66	US\$ 2.63	
	500,000	125,000	US\$ 1.52	US\$ 6.07	
Denis Burger	25,000	6,250	US\$ 1.67	US\$ 6.68	2 November 2012
					13 December 2013
	25,000	6,250	US\$ 2.09	US\$ 8.36	8 May 2016
	60,000	15,000	US\$ 0.66	US\$ 2.63	21 May 2017
	60,000	15,000	US\$ 1.52	US\$ 6.07	
Jim Walsh	50,000	12,500	US\$ 1.67	US\$ 6.68	2 November 2012
					13 December 2013
	25,000	6,250	US\$ 2.09	US\$ 8.36	8 May 2016
	60,000	15,000	US\$ 0.66	US\$ 2.63	21 May 2017
	60,000	15,000	US\$ 1.52	US\$ 6.07	4 October 2017
	400,000	100,000	US\$ 1.57	US\$ 6.26	
Peter Coyne	25,000	6,250	US\$ 1.67	US\$ 6.68	2 November 2012
					13 December 2013
	25,000	6,250	US\$ 2.09	US\$ 8.36	8 May 2016

Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

	60,000	15,000	US\$ 0.66	US\$ 2.63	21 May 2017
	60,000	15,000	US\$ 1.52	US\$ 6.07	
Clint Severson	120,000	30,000	US\$ 0.66	US\$ 2.63	8 May 2016
	60,000	15,000	US\$ 1.52	US\$ 6.07	21 May 2017
James Merselis	120,000	30,000	US\$ 0.66	US\$ 2.63	8 May 2016
	60,000	15,000	US\$ 1.52	US\$ 6.07	21 May 2017
Kevin Tansley	20,000	5,000	US\$ 1.59	US\$ 6.36	16 August 2012 26 July 2013 07 March 2014 18 March 2015 16 September 2015
	30,000	7,500	US\$ 1.78	US\$ 7.12	
	75,000	18,750	US\$ 2.24	US\$ 8.96	
	150,000	37,500	US\$ 1.07	US\$ 4.28	8 May 2016
	150,000	37,500	US\$ 0.74	US\$ 2.96	21 May 2017
	333,336	83,334	US\$ 0.66	US\$ 2.63	
	500,000	125,000	US\$ 1.52	US\$ 6.07	



Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

As of February 29, 2012 the following options were outstanding:

	Number of A	Range of	Range of
	Ordinary Shares	Exercise Price	Exercise Price
	Subject to Option	per Ordinary Share	per ADS
<b>Total options outstanding</b>	<b>8,313,942</b>	<b>US\$ 0.66-US\$2.80</b>	<b>US\$ 2.63-US\$11.20</b>

As of February 29, 2012 there were warrants to purchase 1,321,744 A Ordinary Shares in the Company outstanding.

## Item 7

*Major Shareholders and**Related Party Transactions*

As of February 29, 2012 Trinity Biotech has outstanding 85,347,749 A Ordinary shares and 700,000 B Ordinary shares. Such totals exclude 9,635,686 shares issuable upon the exercise of outstanding options and warrants.

The following table sets forth, as of February 29, 2012, the Trinity Biotech A Ordinary Shares and B Ordinary Shares beneficially held by (i) each person believed by Trinity Biotech to beneficially hold 5% or more of such shares, (ii) each director and the Company Secretary of Trinity Biotech, and (iii) all directors and the Company Secretary as a group.

Except as otherwise noted, all of the persons and groups shown below have sole voting and investment power with respect to the shares indicated. The Group is not controlled by another corporation or government.

	Number of A Ordinary Shares Beneficially Owned	Percentage Outstanding A Ordinary Shares	Number of B Ordinary Shares Beneficially Owned	Percentage Outstanding B Ordinary Shares	Percentage Total Voting Power
William Blair & Company Investment Management	7,773,404	9.1%			9.0%
Heartland Advisors, Inc.	5,600,000	6.6%			6.5%
Goldman Capital Management, Inc.	5,165,992	6.1%			6.0%
Ronan O Caoimh	4,437,499(1)	5.2%			5.1%
Rory Nealon	1,298,333(2)	1.5%			1.5%
Jim Walsh	1,623,612(3)	1.9%			1.9%
Denis R. Burger	105,000(4)	0.1%			0.1%
Peter Coyne	105,000(5)	0.1%			0.1%
Clint Severson	143,000(6)	0.2%			0.2%
James Merselis	98,600(7)	0.1%			0.1%
Kevin Tansley	731,169(8)	0.9%			0.8%
Crosley Capital BV			500,000(9)	71.4%	1.2%
Directors & Co. Secretary as a group (8 persons)	8,542,213(1)(2) (3)(4) (5)(6) (7)(8)				9.5%

- (1) Includes 600,003 shares issuable upon exercise of options.
- (2) Includes 1,098,333 shares issuable upon exercise of options.
- (3) Includes 230,000 shares issuable upon exercise of options.
- (4) Includes 105,000 shares issuable upon exercise of options.
- (5) Includes 105,000 shares issuable upon exercise of options.
- (6) Includes 95,000 shares issuable upon exercise of options.
- (7) Includes 95,000 shares issuable upon exercise of options.
- (8) Includes 679,169 shares issuable upon exercise of options.

(9) These B shares have two votes per share.

---

*Related Party Transactions*

The Group has entered into various arrangements with JRJ Investments ( JRJ ), a partnership owned by Mr O Caoimh and Dr Walsh, directors of Trinity Biotech, and directly with Mr O Caoimh and Dr Walsh, to provide for current and potential future needs to extend its premises at IDA Business Park, Bray, Co. Wicklow, Ireland.

In July 2000, Trinity Biotech entered into an agreement with JRJ pursuant to which the Group took a lease of a 25,000 square foot premises adjacent to the existing facility for a term of 20 years at a rent of 7.62 per square foot for an annual rent of 190,000 (US\$246,000). During 2006, the rent on this property was reviewed and increased to 11.00 per square foot, resulting in an annual rent of 275,000 (US\$356,000). The lease on this property was assigned to Diagnostica Stago in May, 2010 following the divestiture of the Coagulation product line.

In November 2002, the Group entered into an agreement for a 25 year lease with JRJ for offices that have been constructed adjacent to its premises at IDA Business Park, Bray, Co. Wicklow, Ireland. The annual rent of 381,000 (US\$493,000) is payable from January 1, 2004. There was a rent review performed on this premises in 2009 and further to this review, there was no change to the annual rental charge.

In December 2007, the Group entered into an agreement with Mr. O Caoimh and Dr Walsh pursuant to which the Group took a lease on an additional 43,860 square foot manufacturing facility in Bray, Ireland at a rate of 17.94 per square foot (including fit out) giving a total annual rent of 787,000 (US\$1,019,000).

Independent valuers have advised the Group that the rent in respect of each of the leases represents a fair market rent.

Trinity Biotech and its directors (excepting Mr O Caoimh and Dr Walsh who express no opinion on this point) believe that the arrangements entered into represent a fair and reasonable basis on which the Group can meet its ongoing requirements for premises.

Rayville Limited, an Irish registered company, which is wholly owned by the three executive directors and certain other executives of the Group, owns all of the B non-voting Ordinary Shares in Trinity Research Limited, one of the Group s subsidiaries. The B shares do not entitle the holders thereof to receive any assets of the company on a winding up. All of the A voting ordinary shares in Trinity Research Limited are held by the Group. Trinity Research Limited may, from time to time, declare dividends to Rayville Limited and Rayville Limited may declare dividends to its shareholders out of those amounts. Any such dividends paid by Trinity Research Limited are ordinarily treated as a compensation expense by the Group in the consolidated financial statements prepared in accordance with IFRS, notwithstanding their legal form of dividends to minority interests, as this best represents the substance of the transactions.

There were no director loans advanced during 2011 and there were no loan balances payable to or receivable from directors at January 1, 2011 and at December 31, 2011.

In June 2009, the Board approved the payment of a dividend of US \$2,830,000 by Trinity Research Limited to Rayville Limited on the B shares held by it. This amount was then lent back by Rayville to Trinity Research Limited. As the dividend is matched by a loan from Rayville Limited to Trinity Research Limited which is repayable solely at the discretion of the Remuneration Committee of the Board and is unsecured and interest free, the Group netted the dividend paid to Rayville Limited against the corresponding loan from Rayville Limited in the 2010 & 2011 consolidated financial statements.

The amount of payments to Rayville included in compensation expense was US\$1,071,000, US\$2,149,000 and US\$1,422,000 for 2009, 2010 and 2011 respectively, of which US\$887,000, US\$1,431,000 and US\$1,395,000 respectively related to the key management personnel of the Group. There were no dividends payable to Rayville Limited as at December 31, 2011, 2010 or 2009. All of the US\$1,422,000 of payments made to Rayville Limited in 2011 represented repayments of the loan to Trinity Research Limited referred to above.

**Item 8*****Financial Information******Legal Proceedings***

In 2008 Trinity Biotech filed a civil suit with a New York court against the former shareholders of Primus Corporation. Trinity Biotech claimed that the defendants unjustly received an overpayment of US\$512,000 based on the fraudulent and wrongful calculation of the earnout payable to the shareholders of Primus Corporation. Trinity Biotech also alleged that one of the former shareholders, Mr Thomas Reidy, failed to return stock certificates and collateral pledged by Trinity Biotech as security for the payment of a US\$3 million promissory note given to the defendants by Trinity Biotech as part of compensation under the share purchase agreement for acquiring Primus. During 2009, all of the defendants with the exception of Mr. Reidy settled the legal action. The US District Court, Southern District of New York granted a judgment against Mr. Reidy ordering him to pay Trinity damages of US\$200,000 plus interest and to return stock certificates and collateral pledged by Trinity Biotech as security for the payment of the US\$3 million promissory note. Mr Reidy has not yet paid any damages or interest due to Trinity Biotech.

In 2010, Laboratoires Nephrotek, formerly a distributor for Trinity Biotech, took a legal action in France against the Group, claiming damages of US\$0.8 million. They claim that certain instruments supplied by Trinity Biotech did not operate properly in the field. Trinity Biotech will be defending the claim.

There are also a small number of legal cases being brought against the Group by certain of its former employees in the previously owned French subsidiary, Trinity Biotech France S.à r.l.

The ultimate resolution of the aforementioned proceedings is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

**Item 9*****The Offer and Listing***

Trinity Biotech's American Depository Shares ( ADSs ) are listed on the NASDAQ National Cap Market under the symbol TRIB . In 2005, the Trinity Biotech adjusted the ratio of American Depository Shares ( ADSs ) to Ordinary Shares and changed its NASDAQ Listing from the NASDAQ Small Capital listing to a NASDAQ National Market Listing. The ratio of ADSs to underlying Ordinary Shares has changed from 1 ADS : 1 Ordinary Share to 1 ADS : 4 Ordinary Shares and all historical data has been restated as a result.

The Group's A Ordinary Shares were also listed and traded on the Irish Stock Exchange until November 2007, whereby the Company de-listed from the Irish Stock Exchange. The Group's depository bank for ADSs is The Bank of New York Mellon. On February 29, 2012, the reported closing sale price of the ADSs was US\$10.11 per ADS. The following tables set forth the range of quoted high and low sale prices of Trinity Biotech's ADSs for (a) the years ended December 31, 2007, 2008, 2009, 2010 and 2011; (b) the quarters ended March 31, June 30, September 30 and December 31, 2010; March 31, June 30, September 30 and December 31, 2011; and (c) the months of March, April, May, June, July, August, September, October, November and December 2011 and January and February 2012 as reported on NASDAQ. These quotes reflect inter-dealer prices without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

**ADSs**

<b>Year Ended December 31</b>	<b>High</b>	<b>Low</b>
2007	US\$ 11.75	US\$ 5.72
2008	US\$ 6.95	US\$ 1.25
2009	US\$ 5.70	US\$ 1.05
2010	US\$ 8.93	US\$ 3.76
2011	US\$ 11.00	US\$ 8.00

## ADSs

<b>2010</b>	<b>High</b>	<b>Low</b>
Quarter ended March 31	US\$ 6.24	US\$ 3.76
Quarter ended June 30	US\$ 6.67	US\$ 5.26
Quarter ended September 30	US\$ 6.67	US\$ 5.71
Quarter ended December 31	US\$ 8.93	US\$ 6.15

## ADSs

<b>2011</b>	<b>High</b>	<b>Low</b>
Quarter ended March 31	US\$ 9.90	US\$ 8.00
Quarter ended June 30	US\$ 11.00	US\$ 8.94
Quarter ended September 30	US\$ 10.94	US\$ 8.40
Quarter ended December 31	US\$ 10.50	US\$ 8.54

## ADSs

<b>Month Ended</b>	<b>High</b>	<b>Low</b>
March 31, 2011	US\$ 9.90	US\$ 8.79
April 30, 2011	US\$ 9.50	US\$ 8.96
May 31, 2011	US\$ 11.00	US\$ 8.94
June 30, 2011	US\$ 10.56	US\$ 9.70
July 31, 2011	US\$ 10.82	US\$ 9.70
August 31, 2011	US\$ 10.94	US\$ 9.76
September 30, 2011	US\$ 10.50	US\$ 8.40
October 31, 2011	US\$ 10.40	US\$ 8.54
November 30, 2011	US\$ 10.30	US\$ 8.83
December 31, 2011	US\$ 10.50	US\$ 9.72
January 31, 2012	US\$ 10.62	US\$ 9.90
February 29, 2012	US\$ 10.59	US\$ 8.81

The number of record holders of Trinity Biotech's ADSs as at February 29, 2012 amounts to 562, inclusive of those brokerage firms and/or clearing houses holding Trinity Biotech's securities for their clients (with each such brokerage house and/or clearing house being considered as one holder).

**Item 10**

*Memorandum and  
Articles of Association*

***Objects***

The Company's objects, detailed in Clause 3 of its Memorandum of Association, are varied and wide ranging and include principally researching, manufacturing, buying, selling and distributing all kinds of patents, pharmaceutical, medicinal and diagnostic preparations, equipment, drugs and accessories. They also include the power to acquire shares or other interests or securities in other companies or businesses and to exercise all rights in relation thereto. The Company's registered number in Ireland is 183476.

***Powers and Duties of Directors***

A director may enter into a contract and be interested in any contract or proposed contract with the Company either as vendor, purchaser or otherwise and shall not be liable to account for any profit made by him resulting therefrom provided that he has first disclosed the nature of his interest in such a contract at a meeting of the board as required by Section 194 of the Irish Companies Act 1963. Generally, a director must not vote in respect of any contract or arrangement or any proposal in which he has a material interest (otherwise than by virtue of his holding of shares or debentures or other securities in or through the Group). In addition, a director shall not be counted in the quorum at a meeting in relation to any resolution from which he is barred from voting.

A director is entitled to vote and be counted in the quorum in respect of certain arrangements in which he is interested (in the absence of some other material interest). These include the giving of a security or indemnity to him in respect of money lent or obligations incurred by him for the Group, the giving of any security or indemnity to a third party in respect of a debt or obligation of the Group for which he has assumed responsibility, any proposal concerning an offer of shares or other securities in which he may be interested as a participant in the underwriting or sub-underwriting and any proposal concerning any other company in which he is interested provided he is not the holder of or beneficially interested in 1% or more of the issued shares of any class of share capital of such company or of voting rights.

The Board may exercise all the powers of the Group to borrow money but it is obliged to restrict these borrowings to ensure that the aggregate amount outstanding of all monies borrowed by the Group does not, without the previous sanction of an ordinary resolution of the Company, exceed an amount equal to twice the adjusted capital and reserves (both terms as defined in the Articles of Association). However, no lender or other person dealing with the Group shall be obliged to see or to inquire whether the limit imposed is observed and no debt incurred in excess of such limit will be invalid or ineffectual unless the lender has express notice at the time when the debt is incurred that the limit was or was to be exceeded.

Directors are not required to retire upon reaching any specific age and are not required to hold any shares in the capital of the Group. The Articles provide for retirement of the directors by rotation.

All of the above mentioned powers of directors may be varied by way of a special resolution of the shareholders.

***Rights, Preferences and Restrictions Attaching to Shares***

The A Ordinary Shares and the B Ordinary Shares rank pari passu in all respects save that the B Ordinary Shares have two votes per share and the right to receive dividends and participate in the distribution of the assets of the Company upon liquidation or winding up at a rate of twice that of the A Ordinary Shares.

Where a shareholder or person who appears to be interested in shares fails to comply with a request for information from the Company in relation to the capacity in which such shares or interest are held, who is interested in them or whether there are any voting arrangements, that shareholder or person may be disenfranchised and thereby restricted from transferring the shares and voting rights or receiving any sums in respect thereof (except in the case of a liquidation). In addition, if cheques in respect of the last three dividends paid to a shareholder remain uncashed, the Company is, subject to compliance with the procedure set out in the Articles of Association, entitled to sell the shares of that shareholder.

At a general meeting, on a show of hands, every member who is present in person or by proxy and entitled to vote shall have one vote (so, however, that no individual shall have more than one vote) and upon a poll, every member present in person or by proxy shall have one vote for every share carrying voting rights of which he is the holder. In the case of joint holders, the vote of the senior (being the first person named in the register of members in respect of the joint holding) who tendered a vote, whether in person or by proxy, shall be accepted to the exclusion of

votes of the other joint holders.



One third of the directors other than an executive director or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one third, shall retire from office at each annual general meeting. If, however, the number of directors subject to retirement by rotation is two, one of such directors shall retire. If the number is one, that director shall retire. The directors to retire at each annual general meeting shall be the ones who have been longest in office since their last appointment. Where directors are of equal seniority, the directors to retire shall, in the absence of agreement, be selected by lot. A retiring director shall be eligible for re-appointment and shall act as director throughout the meeting at which he retires. A separate motion must be put to a meeting in respect of each director to be appointed unless the meeting itself has first agreed that a single resolution is acceptable without any vote being given against it.

The Company may, subject to the provisions of the Companies Acts, 1963 to 2009 of Ireland, issue any share on the terms that it is, or at the option of the Company is to be liable, to be redeemed on such terms and in such manner as the Company may determine by special resolution. Before recommending a dividend, the directors may reserve out of the profits of the Company such sums as they think proper which shall be applicable for any purpose to which the profits of the Company may properly be applied and, pending such application, may be either employed in the business of the Company or be invested in such investments (other than shares of the Company or of its holding company (if any)) as the directors may from time to time think fit.

Subject to any conditions of allotment, the directors may from time to time make calls on members in respect of monies unpaid on their shares. At least 14 days notice must be given of each call. A call shall be deemed to have been made at the time when the directors resolve to authorise such call.

The Articles do not contain any provisions discriminating against any existing or prospective holder of securities as a result of such shareholder owning a substantial number of shares.

#### ***Action Necessary to Change the Rights of Shareholders***

In order to change the rights attaching to any class of shares, a special resolution passed at a class meeting of the holders of such shares is required. The provisions in relation to general meetings apply to such class meetings except the quorum shall be two persons holding or representing by proxy at least one third in nominal amount of the issued shares of that class. In addition, in order to amend any provisions of the Articles of Association in relation to rights attaching to shares, a special resolution of the shareholders as a whole is required.

#### ***Calling of AGM s and EGM s of Shareholders***

The Company must hold a general meeting as its annual general meeting each year. Not more than 15 months can elapse between annual general meetings. The annual general meetings are held at such time and place as the directors determine and all other general meetings are called extraordinary general meetings. Every general meeting shall be held in Ireland unless all of the members entitled to attend and vote at it consent in writing to it being held elsewhere or a resolution providing that it be held elsewhere was passed at the preceding annual general meeting. The directors may at any time call an extraordinary general meeting and such meetings may also be convened on such requisition, or in default may be convened by such requisitions, as is provided by the Companies Acts, 1963 to 2009 of Ireland.

In the case of an annual general meeting or a meeting at which a special resolution is proposed, 21 clear days notice of the meeting is required and in any other case it is seven clear days notice. Notice must be given in writing to all members and to the auditors and must state the details specified in the Articles of Association. A general meeting (other than one at which a special resolution is to be proposed) may be called on shorter notice subject to the agreement of the auditors and all members entitled to attend and vote at it. In certain circumstances provided in the Companies Acts, 1963 to 2009 of Ireland, extended notice is required. These include removal of a director. No business may be transacted at a general meeting unless a quorum is present. Five members present in person or by proxy (not being less than five individuals) representing not less than 40% of the ordinary shares shall be a quorum. The Company is not obliged to serve notices upon members who have addresses outside Ireland and the US but otherwise there are no limitations in the Articles of Association or under Irish law restricting the rights of non-resident or foreign shareholders to hold or exercise voting rights on the shares in the Company.

However, the Financial Transfers Act, 1992 and regulations made thereunder prevent transfers of capital or payments between Ireland and certain countries. These restrictions on financial transfers are more comprehensively described in **Exchange Controls** below. In addition, Irish competition law may restrict the acquisition by a party of shares in the Company but this does not apply on the basis of nationality or residence.

---

*Other Provisions of the Memorandum and Articles of Association*

The Memorandum and Articles of Association do not contain any provisions:

which would have an effect of delaying, deferring or preventing a change in control of the Company and which would operate only with respect to a merger, acquisition or corporate restructuring involving the Company (or any of its subsidiaries); or

governing the ownership threshold above which a shareholder ownership must be disclosed; or

imposing conditions governing changes in the capital which are more stringent than is required by Irish law.

The Company incorporates by reference all other information concerning its Memorandum and Articles of Association from the Registration Statement on Form F-1 on June 12, 1992.

*Irish Law*

Pursuant to Irish law, Trinity Biotech must maintain a register of its shareholders. This register is open to inspection by shareholders free of charge and to any member of the public on payment of a small fee. The books containing the minutes of proceedings of any general meeting of Trinity Biotech are required to be kept at the registered office of the Company and are open to the inspection of any member without charge. Minutes of meetings of the Board of Directors are not open to scrutiny by shareholders. Trinity Biotech is obliged to keep proper books of account. The shareholders have no statutory right to inspect the books of account. The only financial records, which are open to the shareholders, are the financial statements, which are sent to shareholders with the annual report. Irish law also obliges Trinity Biotech to file information relating to certain events within the Company (new share capital issues, changes to share rights, changes to the Board of Directors). This information is filed with the Companies Registration Office (the CRO) in Dublin and is open to public inspection. The Articles of Association of Trinity Biotech permit ordinary shareholders to approve corporate matters in writing provided that it is signed by all the members for the time being entitled to vote and attend at general meeting. Ordinary shareholders are entitled to call a meeting by way of a requisition. The requisition must be signed by ordinary shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Trinity Biotech is generally permitted, subject to company law, to issue shares with preferential rights, including preferential rights as to voting, dividends or rights to a return of capital on a winding up of the Company. Any shareholder who complains that the affairs of the Company are being conducted or that the powers of the directors of the Company are being exercised in a manner oppressive to him or any of the shareholders (including himself), or in disregard of his or their interests as shareholders, may apply to the Irish courts for relief. Shareholders have no right to maintain proceedings in respect of wrongs done to the Company.

Ordinarily, our directors owe their duties only to Trinity Biotech and not its shareholders. The duties of directors are twofold, fiduciary duties and duties of care and skill. Fiduciary duties are owed by the directors individually and owed to Trinity Biotech. Those duties include duties to act in good faith towards Trinity Biotech in any transaction, not to make use of any money or other property of Trinity Biotech, not to gain directly or indirectly any improper advantage for himself at the expense of Trinity Biotech, to act bona fide in the interests of Trinity Biotech and exercise powers for the proper purpose. A director need not exhibit in the performance of his duties a greater degree of skill than may reasonably be expected from a person of his knowledge and experience. When directors, as agents in transactions, make contracts on behalf of the Company, they generally incur no personal liability under these contracts.

It is Trinity Biotech, as principal, which will be liable under them, as long as the directors have acted within Trinity Biotech's objects and within their own authority. A director who commits a breach of his fiduciary duties shall be liable to Trinity Biotech for any profit made by him or for any damage suffered by Trinity Biotech as a result of the breach. In addition to the above, a breach by a director of his duties may lead to a sanction from a Court including damages of compensation, summary dismissal of the director, a requirement to account to Trinity Biotech for profit made and restriction of the director from acting as a director in the future.

*Material Contracts*

Other than contracts entered into in the ordinary course of business, the following represents the material contracts entered into by the Group:

**Fiomi**

**Acquisition of Fiomi Diagnostics AB**

In Quarter 1 of 2012, the Group purchased 100% of the common stock of Fiomi Diagnostics AB for a total consideration of US\$13.1 million (including US\$3.4m of contingent payments). Fiomi, which is based in Uppsala, Sweden, is at an advanced stage in developing a panel of Point-of-Care cardiac marker assays.

This acquisition has not been reflected in the financial statements for the year ended December 31, 2011 as it was completed subsequent to the financial year end. The fair values of the acquired assets and liabilities have not been established yet.

The key terms of the acquisition are as follows:

An up-front cash payment of US\$5.6m;

The transfer of 408,000 Trinity Biotech ADS s as at the acquisition date (fair value of US\$4.1m); and

Contingent cash consideration of US\$3.4m.

As the initial accounting and fair value assessment for the business combination is incomplete at the time that these financial statements were authorised for issue, the following disclosures cannot be made but will be reported if relevant in the Form 20-F for the period ended December 31, 2012:

A qualitative description of the factors that make up the goodwill to be recognised,

Details of the indemnification assets,

Details of acquired receivables,

The amounts recognised as of the acquisition date for each major class of asset acquired and liability assumed,

Details of contingent liabilities recognised; and

The total amount of goodwill that is expected to be deductible for tax purposes.

**Divestiture of Coagulation product line to Diagnostica Stago SAS**

In April 2010, the Group sold its worldwide Coagulation product line to Diagnostica Stago for US\$89.9 million. The gain on the divestiture was US\$46.8m (see Item 18, Note 3). Diagnostica Stago purchased the share capital of Trinity Biotech (UK Sales) Limited, Trinity Biotech GmbH and Trinity Biotech S.à r.l., along with Coagulation assets of Biopool US Inc. and Trinity Biotech Manufacturing Limited. As part of the sale, the Group also assigned leasing arrangements on a facility in Bray, Ireland to Diagnostica Stago. Included in the sale are Trinity s lists of Coagulation customers and suppliers, all Coagulation inventory, intellectual property and developed technology. In total, 321 Trinity employees

## Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

transferred their employment to Diagnostica Stago as part of the divestiture of the Coagulation product line.

The Group received consideration of US\$67.4 million and interest on deferred consideration of US\$1.0 million in 2010. A further US\$11.25 million was received from Diagnostica Stago in April 2011 and the remaining US\$11.25 million will be received in April 2012. No conditions or earnout provisions will apply to this deferred element of the consideration, which is supported by a bank guarantee.

---

*Exchange Controls and Other Limitations*

*Affecting Security Holders*

Irish exchange control regulations ceased to apply from and after December 31, 1992. Except as indicated below, there are no restrictions on non-residents of Ireland dealing in domestic securities, which includes shares or depositary receipts of Irish companies such as Trinity Biotech. Except as indicated below, dividends and redemption proceeds also continue to be freely transferable to non-resident holders of such securities. The Financial Transfers Act, 1992 gives power to the Minister for Finance of Ireland to make provision for the restriction of financial transfers between Ireland and other countries and persons. Financial transfers are broadly defined and include all transfers that would be movements of capital or payments within the meaning of the treaties governing the member states of the European Union. The acquisition or disposal of ADSs or ADRs representing shares issued by an Irish incorporated company and associated payments falls within this definition. In addition, dividends or payments on redemption or purchase of shares and payments on a liquidation of an Irish incorporated company would fall within this definition.

At present the Financial Transfers Act, 1992 prohibits financial transfers involving the late Slobodan Milosevic and associated persons, Burma (Myanmar), Belarus, certain persons indicted by the International Criminal Tribunal for the former Yugoslavia, the late Osama bin Laden, Al-Qaida, the Taliban of Afghanistan, Democratic Republic of Congo, Democratic People's Republic of Korea (North Korea), Iran, Iraq, Côte d'Ivoire, Lebanon, Liberia, Zimbabwe, Sudan, Somalia, Republic of Guinea, Afghanistan, Egypt, Eritrea, Libya, Syria, Tunisia, certain known terrorists and terrorist groups, and countries that harbor certain terrorist groups, without the prior permission of the Central Bank of Ireland.

Any transfer of, or payment in respect of, an ADS involving the government of any country that is currently the subject of United Nations sanctions, any person or body controlled by any of the foregoing, or by any person acting on behalf of the foregoing, may be subject to restrictions pursuant to such sanctions as implemented into Irish law. We do not anticipate that orders under the Financial Transfers Act, 1992 or United Nations sanctions implemented into Irish law will have a material effect on our business.

*Taxation*

The following discussion is based on US and Republic of Ireland tax law, statutes, treaties, regulations, rulings and decisions all as of the date of this annual report. Taxation laws are subject to change, from time to time, and no representation is or can be made as to whether such laws will change, or what impact, if any, such changes will have on the statements contained in this summary. No assurance can be given that proposed amendments will be enacted as proposed, or that legislative or judicial changes, or changes in administrative practice, will not modify or change the statements expressed herein.

This summary is of a general nature only. It does not constitute legal or tax advice nor does it discuss all aspects of Irish taxation that may be relevant to any particular Irish Holder or US Holder of ordinary shares or ADSs.

This summary does not discuss all aspects of Irish and US federal income taxation that may be relevant to a particular holder of Trinity Biotech ADSs in light of the holder's own circumstances or to certain types of investors subject to special treatment under applicable tax laws (for example, financial institutions, life insurance companies, tax-exempt organisations, and non-US taxpayers) and it does not discuss any tax consequences arising under the laws of taxing jurisdictions other than the Republic of Ireland and the US federal government. The tax treatment of holders of Trinity Biotech ADSs may vary depending upon each holder's own particular situation.

Prospective purchasers of Trinity Biotech ADSs are advised to consult their own tax advisors as to the US, Irish or other tax consequences of the purchase, ownership and disposition of such ADSs.

*US Federal Income Tax Consequences to US Holders*

The following is a summary of certain material US federal income tax consequences that generally would apply with respect to the ownership and disposition of Trinity Biotech ADSs, in the case of a purchaser of such ADSs who is a US Holder (as defined below) and who holds the ADSs as capital assets. This summary is based on the US Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations promulgated thereunder, and judicial and administrative interpretations thereof, all as in effect on the date hereof and all of which are subject to change either prospectively or retroactively. For the purposes of this summary, a US Holder is: an individual who is a citizen or a resident of the United States; a corporation created or organized in or under the laws of the United States or any political subdivision thereof; an estate whose income is subject to US federal income tax regardless of its source; or a trust that (a) is subject to the primary supervision of a court within the United States and the control of one or more US persons or (b) has a valid election in effect under applicable US Treasury regulations to be treated as a US person.



This summary does not address all tax considerations that may be relevant with respect to an investment in ADSs. This summary does not discuss all the tax consequences that may be relevant to a US holder in light of such holder's particular circumstances or to US holders subject to special rules, including persons that are non-US holders, broker dealers, financial institutions, certain insurance companies, investors liable for alternative minimum tax, tax exempt organisations, regulated investment companies, non-resident aliens of the US or taxpayers whose functional currency is not the Dollar, persons who hold ADSs through partnerships or other pass-through entities, persons who acquired their ADSs through the exercise or cancellation of employee stock options or otherwise as compensation for services, investors that actually or constructively own 10% or more of Trinity Biotech's voting shares, and investors holding ADSs as part of a straddle or appreciated financial position or as part of a hedging or conversion transaction.

If a partnership or an entity treated as a partnership for US federal income tax purposes owns ADSs, the US federal income tax treatment of a partner in such a partnership will generally depend upon the status of the partner and the activities of the partnership. The partners in a partnership which owns ADSs should consult their tax advisors about the US federal income tax consequences of holding and disposing of ADSs.

This summary does not address the effect of any US federal taxation other than US federal income taxation. In addition, this summary does not include any discussion of state, local or foreign taxation. You are urged to consult your tax advisors regarding the foreign and US federal, state and local tax considerations of an investment in ADSs.

For US federal income tax purposes, US Holders of Trinity Biotech ADSs will be treated as owning the underlying Class A Ordinary Shares represented by the ADSs held by them. The gross amount of any distribution made by Trinity Biotech to US Holders with respect to the underlying shares represented by the ADSs held by them, including the amount of any Irish taxes withheld from such distribution, will be treated for US federal income tax purposes as a dividend to the extent of Trinity Biotech's current and accumulated earnings and profits, as determined for US federal income tax purposes. The amount of any such distribution that exceeds Trinity Biotech's current and accumulated earnings and profits will be applied against and reduce a US Holder's tax basis in the holder's ADSs, and any amount of the distribution remaining after the holder's tax basis has been reduced to zero will constitute capital gain. The capital gain will be treated as a long-term or short-term capital gain depending on whether or not the holder's ADSs have been held for more than one year as of the date of the distribution.

Dividends paid by Trinity Biotech generally will not qualify for the dividends received deduction otherwise available to US corporate shareholders.

Subject to complex limitations, any Irish withholding tax imposed on such dividends will be a foreign income tax eligible for credit against a US Holder's US federal income tax liability (or, alternatively, for deduction against income in determining such tax liability) where certain conditions are satisfied. The limitations set out in the Internal Revenue Code include computational rules under which foreign tax credits allowable with respect to specific classes of income, commonly referred to as baskets, cannot exceed the US federal income taxes otherwise payable with respect to each such class of income. Dividends generally will be treated as foreign-source passive category income or, in the case of certain US Holders, general category income for US foreign tax credit purposes under certain look through rules. Further, there are special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to a reduced tax, see discussion below.

A US Holder will be denied a foreign tax credit with respect to Irish income tax withheld from dividends received on the ordinary shares to the extent such US Holder has not held the ordinary shares for at least 16 days of the 31-day period beginning on the date which is 15 days before the ex-dividend date, or to the extent such US Holder is under an obligation to make related payments with respect to substantially similar or related property. Any days during which a US Holder has substantially diminished its risk of loss on the ordinary shares are not counted toward meeting the 16-day holding period required by the Internal Revenue Code. The rules relating to the determination of the foreign tax credit are complex, and you should consult with your personal tax advisors to determine whether and to what extent you would be entitled to this credit against your US federal income tax liability.

Subject to certain limitations, qualified dividend income received by a noncorporate US Holder in tax years beginning on or before December 31, 2012 will be subject to tax at a reduced maximum tax rate of 15%. Distributions taxable as dividends paid on the ordinary shares should qualify for the 15% rate provided that either: (i) we are entitled to benefits under the income tax treaty between the United States and Ireland (the Treaty) or (ii) the ADSs are readily tradable on an established securities market in the US and certain other requirements are met. We believe that we are entitled to benefits under the Treaty and that the ADSs currently are readily tradable on an established securities market in the US. However, no assurance can be given that the ordinary shares will remain readily tradable. The rate reduction does not apply unless certain holding period requirements are satisfied. With respect to the ADSs, the US Holder must have held such ADSs for at least 61 days during the 121-day period beginning 60 days before the ex-dividend date. The rate reduction also does not apply to dividends received from passive foreign investment companies, see discussion below, or in respect of certain hedged positions or in certain other situations. The legislation enacting the reduced tax rate contains special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to the reduced tax rate. US Holders of Trinity Biotech ADSs should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

Upon a sale or exchange of ADSs, a US Holder will recognize a gain or loss for US federal income tax purposes in an amount equal to the difference between the amount realized on the sale or exchange and the holder's adjusted tax basis in the ADSs sold or exchanged. Such gain or loss generally will be capital gain or loss and will be long-term or short-term capital gain or loss depending on whether the US Holder has held the ADSs sold or exchanged for more than one year at the time of the sale or exchange.

For US federal income tax purposes, a foreign corporation is treated as a passive foreign investment company (or PFIC) in any taxable year in which, after taking into account the income and assets of the corporation and certain of its subsidiaries pursuant to the applicable look through rules, either (1) at least 75% of the corporation's gross income is passive income or (2) at least 50% of the average value of the corporation's assets is attributable to assets that produce passive income or are held for the production of passive income. Based on the nature of its present business operations, assets and income, Trinity Biotech believes that it is not currently subject to treatment as a PFIC. However, no assurance can be given that changes will not occur in Trinity Biotech's business operations, assets and income that might cause it to be treated as a PFIC at some future time.

If Trinity Biotech were to become a PFIC, a US Holder of Trinity Biotech ADSs would be required to allocate to each day in the holding period for such holder's ADSs a pro rata portion of any distribution received (or deemed to be received) by the holder from Trinity Biotech, to the extent the distribution so received constitutes an excess distribution, as defined under US federal income tax law. Generally, a distribution received during a taxable year by a US Holder with respect to the underlying shares represented by any of the holder's ADSs would be treated as an excess distribution to the extent that the distribution so received, plus all other distributions received (or deemed to be received) by the holder during the taxable year with respect to such underlying shares, is greater than 125% of the average annual distributions received by the holder with respect to such underlying shares during the three preceding years (or during such shorter period as the US Holder may have held the ADSs). Any portion of an excess distribution that is treated as allocable to one or more taxable years prior to the year of distribution during which Trinity Biotech was classified as a PFIC would be subject to US federal income tax in the year in which the excess distribution is made, but it would be subject to tax at the highest tax rate applicable to the holder in the prior tax year or years. The holder also would be subject to an interest charge, in the year in which the excess distribution is made, on the amount of taxes deemed to have been deferred with respect to the excess distribution. In addition, any gain recognized on a sale or other disposition of a US Holder's ADSs, including any gain recognized on a liquidation of Trinity Biotech, would be treated in the same manner as an excess distribution. Any such gain would be treated as ordinary income rather than as capital gain. Finally, the 15% reduced US federal income tax rate otherwise applicable to dividend income as discussed above, will not apply to any distribution made by Trinity Biotech in any taxable year in which it is a PFIC (or made in the taxable year following any such year), whether or not the distribution is an excess distribution.

If Trinity Biotech became a PFIC, a US Holder may make a qualifying electing fund election in the year Trinity Biotech first becomes a PFIC or in the year the holder acquires the shares, whichever is later. This election provides for a current inclusion of Trinity Biotech's ordinary income and capital gain income in the US Holder's US taxable income. In return, any gain on sale or other disposition of a US Holder's ADSs in Trinity Biotech, if it were classified as a PFIC, will be treated as capital, and the interest penalty will not be imposed. This election is not made by Trinity Biotech, but by each US Holder. The PFIC must provide certain information to the IRS in order to qualify as a Qualified Electing Fund. US Holders should contact their tax advisor for further information on this area.



Alternatively, if the ADSs are considered marketable stock a US Holder may elect to mark-to-market its ADSs, and such US Holder would not be subject to the rules described above. Instead, such US Holder would generally include in income any excess of the fair market value of the ADSs at the close of each tax year over its adjusted basis in the ADSs. If the fair market value of the ADSs had depreciated below the US Holders adjusted basis at the close of the tax year, the US Holder may generally deduct the excess of the adjusted basis of the ADSs over its fair market value at that time. However, such deductions generally would be limited to the net mark-to-market gains, if any, that the US Holder included in income with respect to such ADSs in prior years. Income recognized and deductions allowed under the mark-to-market provisions, as well as any gain or loss on the disposition of ADSs with respect to which the mark-to-market election is made, is treated as ordinary income or loss (except that loss is treated as capital loss to the extent the loss exceeds the net mark-to-market gains, if any, that a US Holder included in income with respect to such ordinary shares in prior years). However, gain or loss from the disposition of ordinary shares (as to which a mark-to-market election was made) in a year in which Trinity Biotech is no longer a PFIC, will be capital gain or loss. The ADSs should be considered marketable stock if they traded at least 15 days during each calendar quarter of the relevant calendar year in more than de minimis quantities.

If Trinity Biotech were to become a CFC, each US Holder treated as a US Ten-percent Shareholder would be required to include in income each year such US Ten-percent Shareholder's pro rata share of Trinity Biotech's undistributed Subpart F income. For this purpose, Subpart F income generally would include interest, original issue discount, dividends, net gains from the disposition of stocks or securities, net gains on forward and option contracts, receipts with respect to securities loans and net payments received with respect to equity swaps and similar derivatives.

Any undistributed Subpart F income included in a US Holder's income for any year would be added to the tax basis of the US Holder's ADSs. Amounts distributed by Trinity Biotech to the US Holder in any subsequent year would not be subject to further US federal income tax in the year of distribution, to the extent attributable to amounts so included in the US Holder's income in prior years under the CFC rules but would be treated, instead, as a reduction in the tax basis of the US Holder's ADSs, the PFIC rules discussed above would not apply to any undistributed Subpart F income required to be included in a US Holder's income under the CFC rules, or to the amount of any distributions received from Trinity Biotech that were attributable to amounts so included.

Distributions made with respect to underlying shares represented by ADSs may be subject to information reporting to the US Internal Revenue Service and to US backup withholding tax at a rate equal to the fourth lowest income tax rate applicable to individuals (which, under current law, is 28%). Backup withholding will not apply, however, if the holder (i) is a corporation or comes within certain exempt categories, and demonstrates its eligibility for exemption when so required, or (ii) furnishes a correct taxpayer identification number and makes any other required certification.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be credited against a US Holder's US tax liability, and a US Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the Internal Revenue Service.

Any US Holder who holds 10% or more in vote or value of Trinity Biotech will be subject to certain additional United States information reporting requirements.

US Holders may be subject to state or local income and other taxes with respect to their ownership and disposition of ADSs. US Holders of ADSs should consult their own tax advisers as to the applicability and effect of any such taxes.

---

***Republic of Ireland Taxation***

For the purposes of this summary, an **Irish Holder** means a holder of ordinary shares or ADSs evidenced by ADSs that (i) beneficially owns the ordinary shares or ADSs registered in their name; (ii) in the case of individual holders, are resident, ordinarily resident and domiciled in Ireland under Irish taxation laws; (iii) in the case of holders that are companies, are resident in Ireland under Irish taxation laws; and (iv) are not also resident in any other country under any double taxation agreement entered into by Ireland.

For Irish taxation purposes, Irish Holders of ADSs will be treated as the owners of the underlying ordinary shares represented by such ADSs.

Solely for the purposes of this summary of Irish Tax Considerations, a **US Holder** means a holder of ordinary shares or ADSs evidenced by ADSs that (i) beneficially owns the ordinary shares or ADSs registered in their name; (ii) is resident in the United States for the purposes of the Republic of Ireland/United States Double Taxation Convention (the Treaty); (iii) in the case of an individual holder, is not also resident or ordinarily resident in Ireland for Irish tax purposes; (iv) in the case of a corporate holder, is not a resident in Ireland for Irish tax purposes and is not ultimately controlled by persons resident in Ireland; and (v) is not engaged in any trade or business in Ireland and does not perform independent personal services through a permanent establishment or fixed base in Ireland.

In 2011, the Board decided that it was an appropriate time to commence a dividend policy for the first time in the Company's history; to be paid once a year. In this regard, the Board proposed a final dividend of 10 cent per ADS in respect of the 2010 financial year and this proposal was approved by the shareholders at the 2011 Annual General Meeting of the Company and subsequently paid during the course of 2011. The payment of a dividend is generally subject to dividend withholding tax (DWT) at the standard rate of income tax in force at the time the dividend is paid, currently 20%. Under current legislation, where DWT applies, Trinity Biotech will be responsible for withholding it at source.

DWT will not be withheld where an exemption applies and where Trinity Biotech has received all necessary documentation from the recipient prior to payment of the dividend.

Corporate Irish Holders will generally be entitled to claim an exemption from DWT by delivering a declaration which confirms that the company is resident in Ireland for tax purposes, to Trinity Biotech in the form prescribed by the Irish Revenue Commissioners. Such corporate Irish Holders will generally not otherwise be subject to Irish tax in respect of dividends received.

Individual Irish Holders will be subject to income tax on the gross amount of any dividend (that is the amount of the dividend received plus any DWT withheld), at their marginal rate of income tax (currently either 20% or 41% depending on the individual's circumstances excluding PRSI and the universal social charge). Individual Irish Holders will be able to claim a credit against their resulting income tax liability in respect of DWT withheld. Individual Irish Holders may, depending on their circumstances, also be subject to the Irish Universal Social Charge of up to 10% and Pay Related Social Insurance contribution of up to 4% in respect of their dividend income.

Under the Irish Taxes Consolidation Act 1997, dividends paid by Trinity Biotech to non-Irish shareholders will, unless exempted, be subject to DWT. Such a shareholder will not suffer DWT on dividends if the shareholder is:

an individual resident in the US (or certain other countries with which Ireland has a double taxation treaty) and who is neither resident nor ordinarily resident in Ireland; or

a US tax resident corporation not under the control of Irish residents; or

a corporation that is not resident in Ireland and which is ultimately controlled by persons resident in the US (or certain other countries with which Ireland has a double taxation treaty) and is not under the control of persons who are not so resident; or

a corporation that is not resident in Ireland and the principal class of whose shares (or its 75% parent's principal class of shares) are substantially or regularly traded on a recognised stock exchange; or

is otherwise entitled to an exemption from DWT.

Edgar Filing: TRINITY BIOTECH PLC - Form 20-F

In order to avail of the above exemption, certain declarations must be made in advance to the paying company.

A self-assessment system applies to a company resident in a treaty jurisdiction receiving dividends under which a non-resident company will provide a declaration and certain information to the dividend paying company or intermediary to claim the exemption.

Special DWT arrangements are available in the case of shares held by US resident holders in Irish companies through American depository banks using ADSs where such banks enter into intermediary agreements with the Irish Revenue Commissioners and are viewed as qualifying intermediaries under Irish Tax legislation. Under such agreements, American depository banks who receive dividends from Irish companies and pay the dividends on to the US resident ADS holders are allowed to receive and pass on a dividend from the Irish company on a gross basis (without any withholding) if:

the depository bank's ADS register shows that the direct beneficial owner of the dividends has a US address on the register, or

there is an intermediary between the depository bank and the beneficial shareholder and the depository bank receives confirmation from the intermediary that the beneficial shareholder's address in the intermediary's records is in the US.

Where the above procedures have not been complied with and DWT is withheld from dividend payments to US Holders of ordinary shares or ADSs evidenced by ADSs, such US Holders can apply to the Irish Revenue Commissioners claiming a full refund of DWT paid by filing a declaration, a certificate of residency and, in the case of US Holders that are corporations, an auditor's certificate, each in the form prescribed by the Irish Revenue Commissioners.

The DWT rate applicable to US Holders is reduced to 5% under the terms of the Treaty for corporate US Holders holding 10% or more of our voting shares, and to 15% for other US Holders. While this will, subject to the application of Article 23 of the Treaty, generally entitle US Holders to claim a partial refund of DWT from the Irish Revenue Commissioners, US Holders will, in most circumstances, likely prefer to seek a full refund of DWT under Irish domestic legislation (see above).

#### *Disposals of Ordinary Shares or ADSs*

Irish Holders that acquire ordinary shares or ADSs will generally be considered, for Irish tax purposes, to have acquired their ordinary shares or ADSs at a base cost equal to the amount paid for the ordinary shares or ADSs. On subsequent dispositions, ordinary shares or ADSs acquired at an earlier time will generally be deemed, for Irish tax purposes, to be disposed of on a first in first out basis before ordinary shares or ADSs acquired at a later time. Irish Holders that dispose of their ordinary shares or ADSs will be subject to Irish capital gains tax (CGT) to the extent that the proceeds realised from such disposition exceed the indexed base cost of the ordinary shares or ADSs disposed of and any incidental expenses. The current rate of CGT is 30% and this applies to disposals made on or after 7 December 2011. A rate of 25% applied to disposals made between 8 April 2009 and 6 December 2011. Indexation of the base cost of the ordinary shares or ADSs will only be available up to 31 December 2002, and only in respect of ordinary shares or ADSs held for more than 12 months prior to their disposal.

Irish Holders that have unutilised capital losses from other sources in the current, or any previous tax year, can generally apply such losses to reduce gains realised on the disposal of the ordinary shares or ADSs.

An annual exemption allows individuals to realise chargeable gains of up to 1,270 in each tax year without giving rise to CGT. This exemption is specific to the individual and cannot be transferred between spouses. Irish Holders are required, under Ireland's self-assessment system, to file a tax return reporting any chargeable gains arising to them in a particular tax year.

Where disposal proceeds are received in a currency other than Euro they must be translated into amounts to calculate the amount of any chargeable gain or loss. Similarly, acquisition costs denominated in a currency other than Euro must be translated at the date of acquisition in Euro amounts.

Irish Holders that realise a loss on the disposal of ordinary shares or ADSs will generally be entitled to offset such allowable losses against capital gains realised from other sources in determining their CGT liability in a year. Allowable losses which remain unrelieved in a year may generally be carried forward indefinitely for CGT purposes and applied against capital gains in future years.

Transfers between spouses who live together will not give rise to any chargeable gain or loss for CGT purposes with the acquiring spouse acquiring the same pro rata base cost and acquisition date as that of the transferring spouse.

US Holders will not be subject to Irish capital gains tax (CGT) on the disposal of ordinary shares or ADSs provided that such ordinary shares or ADSs are quoted on a stock exchange at the time of disposition. The stock exchange for this purpose is the Nasdaq National Market (NASDAQ). While it is our intention to continue the quotation of ADSs on NASDAQ, no assurances can be given in this regard.

If, for any reason, our ADSs cease to be quoted on NASDAQ, US Holders will not be subject to CGT on the disposal of their ordinary shares or ADSs provided that the ordinary shares or ADSs do not, at the time of the disposal, derive the greater part of their value from land, buildings, minerals, or mineral rights or exploration rights in Ireland.

A gift or inheritance of ordinary shares will be, or in the case of ADSs may be, within the charge to capital acquisitions tax, regardless of where the donor or the donee/successor in relation to the gift/inheritance is domiciled, resident or ordinarily resident. Capital acquisitions tax is levied at a rate of 30% on the taxable value of the gift or inheritance above certain tax-free thresholds and this rate applies in respect of gifts and inheritances taken on or after 7<sup>th</sup> December 2011. The tax-free threshold is determined by the amount of the current benefit and of previous benefits, received within the group threshold since December 5, 1991, which are within the charge to capital acquisitions tax and the relationship between the former holder and the successor. Gifts and inheritances between spouses are not subject to the capital acquisitions tax. Gifts of up to 3,000 can be received each year from any given individual without triggering a charge to capital acquisitions tax. Where a charge to Irish CGT and capital acquisitions tax arises on the same event, capital acquisitions tax payable on the event can be reduced by the amount of the CGT payable. There should be no clawback of the same event credit of CGT offset against capital acquisitions tax provided the donee/successor does not dispose of the ordinary shares or ADSs within two years from the date of gift/inheritance.

The Estate Tax Convention between Ireland and the United States generally provides for Irish capital acquisitions tax paid on inheritances in Ireland to be credited, in whole or in part, against tax payable in the United States, in the case where an inheritance of ordinary shares or ADSs is subject to both Irish capital acquisitions tax and US federal estate tax. The Estate Tax Convention does not apply to Irish capital acquisitions tax paid on gifts.

Irish stamp duty, which is a tax imposed on certain documents, is payable on all transfers of ordinary shares of an Irish registered company (other than transfers made between spouses, transfers made between 90% associated companies, or certain other exempt transfers) regardless of where the document of transfer is executed. Irish stamp duty is also payable on electronic transfers of ordinary shares. A transfer of ordinary shares made as part of a sale or gift will generally be stampable at the ad valorem rate of 1% of the value of the consideration received for the transfer, or, if higher, the market value of the shares transferred. Any instrument executed on or after 24 December 2008 which transfers stock or marketable securities on sale where the amount or value of the consideration is 1,000 or less may be exempt from stamp duty. To avail of the exemption the instrument must be certified in accordance with Revenue guidelines. Where the consideration for a sale is expressed in a currency other than Euro, the duty will be charged on the Euro equivalent calculated at the rate of exchange prevailing at the date of the transfer.

Transfers of ordinary shares where no beneficial interest passes (e.g. a transfer of shares from a beneficial owner to a nominee), will generally be exempt from stamp duty if the transfer form contains an appropriate certification.

Transfers of ADSs are exempt from Irish stamp duty as long as the ADSs are quoted on any recognised stock exchange in the US or Canada.

Transfers of ordinary shares from the Depository or the Depository's custodian upon surrender of ADSs for the purposes of withdrawing the underlying ordinary shares from the ADS system, and transfers of ordinary shares to the Depository or the Depository's custodian for the purposes of transferring ordinary shares onto the ADS system, will be stampable at the ad valorem rate of 1% of the value of the shares transferred if the transfer relates to a sale or contemplated sale or any other change in the beneficial ownership of ordinary shares. Such transfers will be exempt from Irish stamp duty if the transfer does not relate to or involve any change in the beneficial ownership in the underlying ordinary shares and the transfer form contains the appropriate certification.

The person accountable for the payment of stamp duty is the transferee or, in the case of a transfer by way of gift or for consideration less than the market value, both parties to the transfer. Stamp duty is normally payable within 30 days after the date of execution of the transfer. Late or inadequate payment of stamp duty will result in liability for interest, penalties, surcharge and fines.

#### **Dividend Policy**

In 2011, the Board decided that it was an appropriate time to commence a dividend policy for the first time in the Company's history; to be paid once a year. In this regard, the Board proposed a final dividend of 10 cent per ADS in respect of the 2010 financial year and this proposal was approved by the shareholders at the 2011 Annual General Meeting of the Company and subsequently paid during the course of 2011.

The dividend payable in respect of the 2011 financial year will be proposed by the Directors prior to the next AGM, to be held in May 2012.

As provided in the Articles of Association of the Company, dividends or other distributions are declared and paid in US Dollars.

#### **Documents on Display**

This annual report and the exhibits thereto and any other document that we have to file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the Securities and Exchange Commission public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549; and on the Securities and Exchange Commission Internet site (<http://www.sec.gov>). You may obtain information on the operation of the Securities and Exchange Commission's public reference room in Washington, D.C. by calling the Securities and Exchange Commission at 1-800-SEC-0330 or by visiting the Securities and Exchange Commission's website at <http://www.sec.gov>, and may obtain copies of our filings from the public reference room by calling (202) 551-8090. The Exchange Act file number for our Securities and Exchange Commission filings is 000-22320.

#### **Item 11**

#### **Qualitative and Quantitative Disclosures about Market Risk**

##### **Qualitative information about Market Risk**

Trinity Biotech's treasury policy is to manage financial risks arising in relation to or as a result of underlying business needs. The activities of the treasury function, which does not operate as a profit centre, are carried out in accordance with board approved policies and are subject to regular internal review. These activities include the Group making use of spot and forward foreign exchange markets.

Trinity Biotech uses a range of financial instruments (including cash, forward contracts and finance leases) to fund its operations. These instruments are used to manage the liquidity of the Group in a cost effective, low-risk manner. Working capital management is a key additional element in the effective management of overall liquidity. Trinity Biotech does not trade in financial instruments or derivatives.

The main risks arising from the utilisation of these financial instruments are interest rate risk, liquidity risk and foreign exchange risk.

Trinity Biotech's reported net income and net assets are all affected by movements in foreign exchange rates.

At December 31, 2011 and December 31, 2010 Group borrowings were at fixed rates of interest and consisted entirely of Euro denominated finance leases. Year-end borrowings totalled US\$108,000 (2010: US\$273,000), (net of cash: surplus of US\$70,977,000), (2010: surplus of US\$57,729,000), at interest rates ranging from 5.02% to 5.29% (2010: 5.02% to 5.29%) see Item 18, Note 27.

In broad terms, a one-percentage point increase in interest rates would increase interest income by US\$711,000 (2010: US\$580,000) and would not affect the interest expense in 2011 or 2010; resulting in an increase in interest income of US\$711,000 (2010: US\$580,000).

The majority of the Group's activities are conducted in US Dollars. The primary foreign exchange risk arises from the fluctuating value of the Group's Euro denominated expenses as a result of the movement in the exchange rate between the US Dollar and the Euro. Arising from this, where considered necessary, the Group pursues a treasury policy which aims to sell US Dollars forward to match a portion of its uncovered Euro expenses at exchange rates lower than budgeted exchange rates. These forward contracts are primarily cashflow hedging instruments whose objective is to cover a portion of these Euro forecasted transactions. These forward contracts normally have maturities of less than one year after the balance sheet date. The forward contracts in place at December 31, 2011 have maturity dates of less than one year after the balance sheet date.

The Group had foreign currency denominated cash balances equivalent to US\$413,000 at December 31, 2011 (2010: US\$215,000).

## Quantitative information about Market Risk

### Interest rate sensitivity

Trinity Biotech monitors its exposure to changes in interest and exchange rates by estimating the impact of possible changes on reported profit before tax and net worth. The Group accepts interest rate and currency risk as part of the overall risks of operating in different economies and seeks to manage these risks by following the policies set above.

Trinity Biotech estimates that the maximum effect of a rise of one percentage point in one of the principal interest rates to which the Group is exposed, without making any allowance for the potential impact of such a rise on exchange rates, would be an increase in the profit before tax for 2011 by approximately 3.9%.

The table below provides information about the Group's long term debt obligations. The table presents principal cash flows and related weighted average interest rates by expected maturity dates. Weighted average variable rates are based on rates set at the balance sheet date. The information is presented in US Dollars, which is Trinity Biotech's reporting currency.

<i>Group</i>							<i>After</i>	<i>Total</i>	<i>Fair</i>
<i>Maturity</i>		<i>2012</i>	<i>2013</i>	<i>2014</i>	<i>2015</i>	<i>2016</i>	<i>2016</i>		<i>value</i>
<i>Before December 31</i>									
<b>Long-term debt</b>									
Variable rate	US\$000								
Average interest rate									
Fixed rate	US\$000	108						108	108
Average interest rate		5.06%						5.06%	5.06%
<b>Exchange rate sensitivity</b>									

At year-end 2011, approximately 0.5% of the Group's US\$151,332,000 net worth (shareholders' equity) was denominated in currencies other than the US Dollar, principally the Euro.

A strengthening or weakening of the US Dollar by 10% against all the other currencies in which the Group operates, would have the approximate effect of reducing or increasing the Group's 2011 year-end net worth by US\$82,000.

## Item 12

### *Description of Securities Other than Equity Securities*

Not applicable.

## Part II

## Item 13

*Defaults, Dividend Arrearages and Delinquencies*

Not applicable.

**Item 14**

*Material Modifications to the Rights of Security Holders and Use of Proceeds*

Not applicable.



**Item 15**

***Control and Procedures***

**Evaluation of Disclosure Controls and Procedures**

The Group's disclosure and control procedures are designed so that information required to be disclosed in reports filed or submitted under the Securities Exchange Act 1934 is prepared and reported on a timely basis and communicated to management, to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(d) of the Securities Exchange Act of 1934 as of the end of the period covered by this Form 20-F. The Chief Executive Officer and Chief Financial Officer have concluded that disclosure controls and procedures were effective as of December 31, 2011.

In designing and evaluating our disclosure controls and procedures, our management, with the participation of the Chief Executive Officer and Chief Financial Officer, recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgement in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Group have been detected.

***Management's Annual Report on Internal Control over Financial Reporting***

The management of Trinity Biotech are responsible for establishing and maintaining adequate internal control over financial reporting. Trinity Biotech's internal control over financial reporting is a process designed under the supervision and with the participation of the principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and preparation of Trinity Biotech's financial statements for external reporting purposes in accordance with IFRS both as issued by the IASB and as subsequently adopted by the EU.

Trinity Biotech's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of the financial statements in accordance with IFRS and that receipts and expenditures are being made only in accordance with the authorization of management and the directors of Trinity Biotech; and provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of Trinity Biotech's assets that could have a material effect on our financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of the effectiveness of internal control to future periods are subject to the risk that controls may become inadequate because of changes in conditions, and that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of internal control over financial reporting based on criteria established in the Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has concluded that the Group's internal control over financial reporting was effective as of December 31, 2011.

Our auditor, Grant Thornton, an independent registered public accounting firm, has issued an attestation report on the Group's internal control over financial reporting as of December 31, 2011 (see Item 18).

***Changes in Internal Controls over Financial Reporting***

There were no changes to our internal control over financial reporting that occurred during the period covered by this Form 20-F that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 16****16A Audit Committee Financial Expert**

Mr Peter Coyne is an independent director and a member of the Audit Committee.

Our board of directors has determined that Mr Peter Coyne meets the definition of an audit committee financial expert, as defined in Item 401 of Regulation S-K.

This determination is made on the basis that Mr Coyne is a Fellow of the Institute of Chartered Accountants in Ireland and was formerly a senior manager in Arthur Andersen's Corporate Financial Services practice. Mr Coyne is currently a director of AIB Corporate Finance, a subsidiary of AIB Group plc, the Irish banking group and has extensive experience in advising public and private groups on all aspects of corporate strategy.

**16B Code of Ethics**

Trinity Biotech has adopted a code of ethics that applies to the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and all organisation employees. Written copies of the code of ethics are available free of charge upon request. If we make any substantive amendments to the code of ethics or grant any waivers, including any implicit waiver, from a provision of these codes to our Chief Executive Officer, Chief Financial Officer or Chief Accounting Officer, we will disclose the nature of such amendment or waiver on our website.

**16C Principal Accounting fees and services***Fees Billed by Independent Public Accountants*

The following table sets forth, for each of the years indicated, the fees billed by our independent public accountants and the percentage of each of the fees out of the total amount billed by the accountants.

	Year ended December 31,		Year ended December 31,	
	2011		2010	
	US\$ '000	%	US\$ '000	%
Audit	561	91%	694	95%
Audit-related	6	1%	8	1%
Tax	48	8%	32	4%
Total	615		734	

Audit services include audit of our consolidated financial statements, as well as work only the independent auditors can reasonably be expected to provide, including statutory audits. Audit related services are for assurance and related services performed by the independent auditor, including due diligence related to acquisitions and any special procedures required to meet certain regulatory requirements. Tax fees consist of fees for professional services for tax compliance and tax advice.

**Pre-Approval Policies and Procedures**

Our Audit Committee has adopted policies and procedures for the pre-approval of audit and non-audit services rendered by our independent public accountants, Grant Thornton. The policy generally pre-approves certain specific services in the categories of audit services, audit-related services, and tax services up to specified amounts, and sets requirements for specific case-by-case pre-approval of discrete projects, those which may have a material effect on our operations or services over certain amounts.

Pre-approval may be given as part of the Audit Committee's approval of the scope of the engagement of our independent auditor or on an individual basis. The pre-approval of services may be delegated to one or more of the Audit Committee's members, but the decision must be presented to the full Audit Committee at its next scheduled meeting. The policy prohibits retention of the independent public accountants to perform the prohibited non-audit functions defined in Section 201 of the Sarbanes-Oxley Act or the rules of the SEC, and also considers whether proposed services are compatible with the independence of the public accountants.



**16D Exemptions from the Listing Requirements and Standards for Audit Committee**

Not applicable.

**16 E Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

On March 3, 2011 the Company announced its intention to commence a Share Buyback Program for the first time in the Company's history. Under the authority given by the passing of Resolution 4 at the 2011 AGM, the maximum number of shares that may yet be purchased by Trinity Biotech or on the Group's behalf at December 31, 2011 was 6,010,720 (1,502,680 ADS's) (2010: 8,301,453 (2,075,363 ADS's)). No shares were purchased by Trinity Biotech or on our behalf or by any affiliated purchaser in 2010. No shares were purchased as part of a publicly announced repurchase plan or program in 2010.

Period	Total Number of ADS's Purchased	Average Price Paid per ADS (US\$)	Total Number of ADS's Purchased as part of Publicly Announced Plans or Programs	Maximum Number of ADS's that May Yet Be Purchased.
March 1-31, 2011	112,337	9.53	112,337	1,963,026
July 1-31, 2011	86,500	10.62	86,500	1,912,886
August 1-31, 2011	127,800	10.46	127,800	1,785,086
September 1-30, 2011	90,721	9.65	90,721	1,694,365
October 1-31, 2011	66,000	9.42	66,000	1,628,365
November 1-30, 2011	67,648	9.80	67,648	1,560,717
December 1-31, 2011	58,037	10.40	58,037	1,502,680
<b>Total</b>	<b>609,043</b>	<b>10.00</b>	<b>609,043</b>	<b>1,502,680</b>

**16 F Change in Registrant's Certifying Accountant**

Not applicable.

**16 G Corporate Governance**

As Trinity Biotech is a foreign private issuer, it is not required to comply with all of the corporate governance requirements set forth in NASDAQ Rule 5600 as they apply to U.S. domestic companies. The Group's corporate governance measures differ in the following significant ways: (a) the Group has not appointed an independent nominations committee or adopted a board resolution addressing the nominations process. At present, the Board as a whole address the nominations process; and (b) the Audit Committee of the Group currently consists of two members (both of whom are independent non-executive directors) while U.S. domestic companies listed on NASDAQ are required to have three members on their audit committee.

**Part III**

**Item 17**

*Financial Statements*

The registrant has responded to Item 18 in lieu of responding to this item.

**Item 18**

*Financial Statements*

---

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders of Trinity Biotech plc

We have audited Trinity Biotech plc's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Trinity Biotech's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting, appearing under Item 15 in this Annual Report on Form 20-F. Our responsibility is to express an opinion on Trinity Biotech plc's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Trinity Biotech maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Trinity Biotech plc and subsidiaries, as of December 31, 2011 and 2010, and the related consolidated statements of operations and cash flows for each of the years in the three year period ended December 31, 2011 and our report dated April 6, 2012 expressed an unqualified opinion on those consolidated financial statements.

Grant Thornton

Dublin, Ireland

April 6, 2012

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders of Trinity Biotech plc

We have audited the accompanying consolidated balance sheets of Trinity Biotech plc and subsidiaries (the Company) as of December 31, 2011 and 2010 and the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the years in the three year period ended December 31, 2011. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Trinity Biotech plc and subsidiaries as of December 31, 2011 and 2010 and the results of their operations and cash flows for each of the years in the three year period ended December 31, 2011, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the European Union.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Trinity Biotech plc's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated April 6, 2012 expressed an unqualified opinion on the effective operation of internal control over financial reporting.

Grant Thornton

Dublin, Ireland

April 6, 2012

**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Notes	Year ended December, 31		
		2011 Total	2010 Total	2009 Total
		US\$ '000	US\$ '000	US\$ '000
<b>Revenues</b>	2	<b>77,948</b>	<b>89,635</b>	<b>125,907</b>
<b>Cost of sales</b>		<b>(37,820)</b>	<b>(45,690)</b>	<b>(68,891)</b>
<b>Gross profit</b>		<b>40,128</b>	<b>43,945</b>	<b>57,016</b>
<b>Other operating income</b>	5	<b>910</b>	<b>1,616</b>	<b>437</b>
<b>Research and development expenses</b>		<b>(3,206)</b>	<b>(4,603)</b>	<b>(7,341)</b>
<b>Selling, general and administrative expenses</b>		<b>(22,048)</b>	<b>(26,929)</b>	<b>(36,013)</b>
Net gain on divestment of business and restructuring expenses	3		46,474	
<b>Operating profit</b>		<b>15,784</b>	<b>60,503</b>	<b>14,099</b>
Financial income	2, 4	2,428	1,352	8
Financial expenses	2, 4	(12)	(495)	(1,192)
<b>Net financing income/(costs)</b>		<b>2,416</b>	<b>857</b>	<b>(1,184)</b>
<b>Profit before tax</b>	6	<b>18,200</b>	<b>61,360</b>	<b>12,915</b>
Total income tax expense	2, 9	(2,607)	(942)	(1,091)
<b>Profit for the year (all attributable to owners of the parent)</b>	2	<b>15,593</b>	<b>60,418</b>	<b>11,824</b>
Basic earnings per ADS (US Dollars)	10	0.73	2.85	0.57
Diluted earnings per ADS (US Dollars)	10	0.70	2.79	0.57
Basic earnings per A ordinary share (US Dollars)	10	0.18	0.71	0.14
Diluted earnings per A ordinary share (US Dollars)	10	0.18	0.70	0.14
Basic earnings per B ordinary share (US Dollars)	10	0.37	1.43	0.28
Diluted earnings per B ordinary share (US Dollars)	10	0.35	1.39	0.28



**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Notes	Year ended December 31,		
		2011	2010	2009
		US\$ 000	US\$ 000	US\$ 000
Profit for the year	2	15,593	60,418	11,824
<b>Other comprehensive income:</b>				
Foreign exchange translation differences			(750)	215
<i>Cash flow hedges:</i>				
Effective portion of changes in fair value		(6)	70	(31)
Deferred tax on income and expenses recognised directly in equity		(1)	6	3
<b>Other comprehensive income</b>		(7)	(674)	