

Company registration number 00844354

Misys B&S Division Limited

Report and financial statements

for the year ended

31 May 2013



Misys B&S Division Limited
Company registration number 00844354

Directors' report for the year ended 31 May 2013

The Directors present their report and audited financial statements of the Company for the year ended 31 May 2013

This report has been prepared in accordance with the special provisions of section 415A of the Companies Act 2006 relating to small companies exemption

Principal activities

The Company is a non-trading subsidiary within the Misys Newco 2 S à r l Group. The Directors have decided to liquidate the Company by 30 November 2014. It is therefore not deemed appropriate to prepare the financial statements on a going concern basis.

Results and dividends

The results of the Company for the year are set out on page 5. An interim dividend of £292,000 (2012 £152,780,000) was paid during the year. The Directors do not recommend the payment of a final dividend (2012 £nil). Profits of £36,000 (2012 £44,498,000) have been transferred to reserves.

Directors

The Directors who served during the year and up to the date of signing the financial statements were as follows:

Misys Corporate Director Limited (resigned 20 November 2013)
B Patel (appointed 6 September 2012, resigned 31 May 2013)
J Hawkes (appointed 31 May 2013, resigned 1 October 2013)
T Homer (appointed 31 May 2013)
S Patel (appointed 16 October 2013)
E Collins (appointed 20 November 2013)

Misys B&S Division Limited

Directors' report for the year ended 31 May 2013

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware. The Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Directors' indemnities

All Directors have been granted an indemnity by the intermediate parent company, Misys Newco 2 S à r l, to the extent permitted by law in respect of certain liabilities incurred as a result of their office in associated companies. They are indemnified against liability to third parties, excluding criminal liability and regulatory penalties and certain other liabilities. This is a qualifying third party indemnity provision for the purposes of the Companies Act 2006 which was made during the financial year and remains in force at the date of signing of these financial statements.

Independent auditors

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditors and are deemed automatically re-appointed.

On behalf of the Board



E Collins

Director

10 December 2013

Independent Auditors' Report to the members of

Misys B&S Division Limited

We have audited the financial statements of Misys B&S Division Limited for the year ended 31 May 2013 which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

Opinion on financial statements

In our opinion, the financial statements

- give a true and fair view of the state of the company's affairs as at 31 May 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the going concern basis of accounting. Following the year-end, the directors have decided to liquidate the company before 30 November 2014 through a member's voluntary liquidation. Accordingly, the going concern basis of accounting is no longer appropriate. No adjustments were required in these financial statements to reduce assets to their realisable values, to provide for liabilities arising from the decision and to reclassify fixed assets and long term liabilities as current assets and liabilities.

Misys B&S Division Limited

Profit and loss account for the year ended 31 May 2013

	Note	2013 £'000	2012 £'000
Administrative expenses		36	(147)
Release of property provision		-	160
Release of provision against amounts owed by group undertakings		-	4,612
Operating profit	2	36	4,625
Income from shares in group undertakings	3	-	40,000
Profit on ordinary activities before taxation		36	44,625
Tax on profit on ordinary activities	4	-	(127)
Profit for the financial year	9	36	44,498

The notes to the financial statements are on pages 7 to 10

Results for the years reflect continuing operations

There were no recognised gains or losses for the years other than the profit for the financial years stated above. Accordingly, no statement of total recognised gains and losses is given.

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents.

Independent Auditors' Report to the members of

Misys B&S Division Limited

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the Directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report



Alex Hookway (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
10 December 2013

Misys B&S Division Limited
Balance sheet as at 31 May 2013

	Note	2013 £'000	2012 £'000
Current assets			
Debtors			
- amounts falling due within one year	6	-	139
- amounts falling due after more than one year	6	-	291
		<u>-</u>	<u>430</u>
Creditors: amounts falling due within one year	7	<u>-</u>	<u>(174)</u>
Net current assets		<u>-</u>	<u>256</u>
Total assets less current liabilities		<u>-</u>	<u>256</u>
Net assets		<u><u>-</u></u>	<u><u>256</u></u>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	-	256
Total shareholders' funds	10	<u><u>-</u></u>	<u><u>256</u></u>

The financial statements on pages 5 to 10 were approved by the Board of Directors on 10 December 2013 and signed on its behalf by



T Homer
Director

Misys B&S Division Limited

Notes to the financial statements for the year ended 31 May 2013

1. Accounting policies

Accounting convention

These financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom

The directors have decided to liquidate the Company by 30 November 2014 and therefore the directors no longer consider it appropriate to prepare the financial statements on the going concern basis and have prepared them on a basis other than going concern, which requires

- i) assets are stated at their realisable values,
- ii) any long term assets and liabilities are reclassified as current assets and liabilities,
- iii) provision is made for closure costs and future trading losses, unless such costs are more than offset by expected future trading profits

No adjustments were required in the attached financial statements as assets relate to intercompany transactions and their carrying value is equivalent to net realisable value. The cost of the winding up is not provided in the financial statements as this cost will be borne by its immediate parent company

The principal accounting policies which have been applied consistently throughout the year are set out below

Taxation

Current tax for the current and prior periods is provided at the amount expected to be paid (or recovered) using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or the right to pay less tax, at a future date, at tax rates expected to apply when the timing differences reverse based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted

Leases

Rentals paid under operating leases are recognised in the profit and loss account on a straight line basis over the lease term. Any premium or discount on the acquisition of a lease is spread over the lease term

Onerous property contracts

Provision for onerous lease commitments is made based on the Directors' best estimate of the net unavoidable lease payments on these properties, being the difference between the rental due and any income expected to be derived from the properties being sublet. The provisions are discounted at an appropriate rate to take into account the time value of money. Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation

Cash flow and related party disclosures

The Company is a wholly owned subsidiary of Misys Newco 2 S à r l and is included in the consolidated financial statements of that company, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996) 'Cash Flow Statements'

The Company has also taken advantage of the exemption under FRS 8 'Related party disclosures' not to disclose transactions with group undertakings since Misys Newco 2 S à r l is the owner of the entire equity share capital of the Company

Misys B&S Division Limited

Notes to the financial statements for the year ended 31 May 2013

Dividends

Dividend income is recognised when the right to receive payment is established

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividend is approved by the Company's shareholders

2. Operating profit

	2013 £'000	2012 £'000
Operating profit is arrived at after charging		
Operating leases – land and buildings	-	110
Auditors' remuneration for the audit of statutory financial statements	-	11

Auditors remuneration in the current year has been borne by a fellow subsidiary. Remuneration of the Directors has been borne by a fellow subsidiary as was the case in the prior year. The Directors' services to this Company are of non-executive nature and as such their emoluments are deemed to be wholly attributable to their services to other group companies. There were no employees in the year (2012 nil)

A credit of £36,000 was reported in the year relating to the write back of several creditor balances. The Directors reviewed these balances during the year and, as they relate to a property which the Company exited in September 2011, and there are no longer any legal obligations outstanding in relation to that property, it was decided to write the balances back to the profit and loss account.

3. Income from shares in group undertakings

The Company received dividends from Misys International Banking Systems Limited, IDOM Consulting Limited and Summit Systems International Limited during the prior year which were settled through netting-off intercompany obligations.

4. Tax on profit on ordinary activities

	2013 £'000	2012 £'000
Current tax		
UK corporation tax on profit for the year	-	-
Adjustments in respect of prior years	-	-
Total current tax credit	-	-
Deferred tax		
Deferred charge	-	(127)
Tax charge on profit on ordinary activities	-	(127)

The tax assessed for the current year is lower (2012 lower) than the standard rate of corporation tax in the UK of 23.83% (2012 25.7%). The differences are explained below

	2013 £'000	2012 £'000
Profit on ordinary activities before taxation	36	44,625
Tax on profit at the standard rate of UK tax of 23.83% (2012 25.7%)	(9)	(11,469)
Non taxable income	9	11,465
Tax adjustment on intercompany transactions	-	20
Group relief (surrendered) claimed for nil consideration	-	(16)
Current tax credit for the year	-	-

Misys B&S Division Limited

Notes to the financial statements for the year ended 31 May 2013

Changes to the UK corporation tax rate were announced in the March 2012 Budget, including a reduction to the UK main corporation tax rate from 26% to 24% which became effective on 1 April 2012 and was substantively enacted on 26 March 2012. A further reduction to 23% is effective from 1 April 2013 and was substantively enacted on 3 July 2012. The March 2013 Budget announced further changes which are expected to be enacted separately each year and propose to reduce the UK corporation tax rate to 20% by 1 April 2015 with the reduction to 21% effective from 1 April 2014.

5. Dividends

	2013 £'000	2012 £'000
Equity - ordinary		
Interim paid – £14,600 (2012 £7,639,000) per 10p share	<u>292</u>	<u>152,780</u>

6. Debtors

	2013 £'000	2012 £'000
Amounts falling due within one year		
Other debtors	<u>-</u>	<u>139</u>
Amounts falling due after more than one year		
Amounts owed by group undertakings	<u>-</u>	<u>291</u>

7. Creditors

	2013 £'000	2012 £'000
Amounts falling due within one year		
Other creditors	<u>-</u>	<u>174</u>

8. Called up share capital

	2013 £'000	2012 £'000
Authorised		
1,000,000,000 (2012 1,000,000,000) ordinary shares of 10p each	<u>100,000</u>	<u>100,000</u>
Allotted and fully paid		
20 (2012 20) ordinary Shares of 10p each	<u>-</u>	<u>-</u>

9. Reserves

	Profit and Loss Account £'000
At 1 June 2012	256
Profit for the financial year	36
Dividends paid	(292)
At 31 May 2013	<u>-</u>

Misys B&S Division Limited

Notes to the financial statements for the year ended 31 May 2013

10. Reconciliation of movements in shareholders' (deficit) funds

	2013 £'000	2012 £'000
Profit for the financial year	36	44,498
Dividends paid	(292)	(152,780)
	<u>(256)</u>	<u>(108,282)</u>
Opening shareholders' funds	256	108,538
Closing shareholders' (deficit) funds	<u>-</u>	<u>256</u>

11. Ultimate parent company

The Company's immediate parent company is Misys Holdings Limited

The parent company of the smallest group in which the Company is included in consolidated financial statements is that of Misys Newco 2 S à r l. The parent company of the largest group in which the Company is included in consolidated financial statements is that of Misys Newco S à r l.

Copies of the group financial statements of Misys Newco 2 S à r l and Misys Newco S à r l may be obtained from the Misys Group Secretariat, One Kingdom Street, Paddington, London W2 6BL.

The ultimate parent undertaking and controlling party is VEPF IV AIV II L P, a limited partnership incorporated in the Cayman Islands.