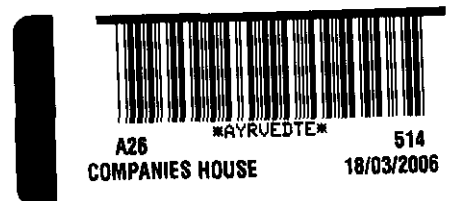


TIS Software (EBT) Limited

Report and Accounts

31 May 2005

Company Registration Number 1752098



TIS Software (EBT) Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 May 2005.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

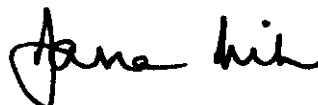
The principal activity of the company is to act as corporate trustee for the TIS Software Holdings Employee Share Trust. The Company had no transactions in the year. The expenses of the Company have been met by its holding company.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year and the interests of those serving at the end of the year in the shares of the ultimate holding company, TIS Software Holdings Limited, were as follows:

	31 May 2005	31 May 2004
	<i>Ordinary Shares of 1p each</i>	<i>Ordinary Shares of 1p each</i>
C R Bailey (resigned 30 June 2004)	60,000	172,000
M E Creswell	344,000	344,000
P Lusty	708,670	708,670
D J Mitchell	401,330	401,330
	<i>'A' Ordinary Shares of 1p each</i>	<i>'A' Ordinary Shares of 1p each</i>
GA Masom	186,900	186,900

Approved by the Board on 14 March 2006 and signed on its behalf by:



Secretary

TIS Software (EBT) Limited

BALANCE SHEET at 31 May 2005

	<i>Notes</i>	<i>2005</i>	<i>2004</i>
CURRENT ASSETS			
Debtors	2	2	2
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Share capital	3	2	2
		<u> </u>	<u> </u>

For the year ended 31 May 2005, the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- a) ensuring the company keeps accounting records which comply with section 221, and
- b) preparing accounts which give a true and fair view of the state of affairs of the company at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226 and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as these are applicable to the company.

Approved by the Board on 14 March 2006



Director

TIS Software (EBT) Limited

NOTES TO THE ACCOUNTS

Year ended 31 May 2005

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. DEBTORS

	2005 £	2004 £
Amounts owed by group undertakings	2	2
	<u>2</u>	<u>2</u>

3. SHARE CAPITAL

	2005 £	2004 £
Authorised, allotted and fully paid 100 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

4. PROFIT AND LOSS ACCOUNT

The company did not trade during the year and consequently, no profit and loss account is submitted.

5. ULTIMATE PARENT COMPANY

The company's ultimate parent company is TIS Software Holdings Limited, a company registered in England. Copies of the group accounts of that company may be obtained from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF4 3UZ.