

MISYS HOLDINGS LIMITED

Report and Financial Statements

31 May 1995



MISYS HOLDINGS LIMITED

DIRECTORS' REPORT

The Directors present their annual report and audited financial statements for the year ended 31 May 1995.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company acts as an intermediate holding company within the Misys Group. No significant change in the activities of the company is envisaged in the forthcoming year.

RESULTS AND DIVIDENDS

The results and dividends of the Company for the year are set out in detail on page 4. An interim dividend of £10,603,506 (1994 – £3,723,590) was paid during the year. The Directors do not recommend the payment of a final dividend for the year. After dividends, profits of £5,382,440 (1994 – £9,659,554) have been transferred to reserves.

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 parent company, Misys plc, were as follows:

	Misys Plc	
	Ordinary shares of 5p each	
	1995	1994
J K Lomax	*	*
R K Graham	*	*
D Taylor	15,288	—

No Director had any interest in shares of the Company and other group undertakings.

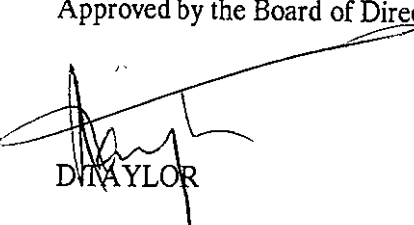
* J K Lomax and R K Graham are also directors of the ultimate parent company, Misys plc, and their interest in shares are shown in the financial statements of that company.

D Taylor exercised 15,288 options over the ordinary shares of 5p each of Misys plc during the year.

AUDITORS

Touche Ross & Co. have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board.



D TAYLOR

Secretary
10 August 1995

MISYS HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required to prepare financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for the period to that date. The requirements are specified in the Companies Act 1985 and in applicable accounting standards. It is also the Directors' responsibility to:

- * maintain adequate accounting records;
- * safeguard the assets of the Company;
- * prevent and detect fraud and other irregularities;
- * prepare financial statements on the going concern basis, unless it is inappropriate;

The Directors confirm that suitable accounting policies consistently applied and supported by reasonable and prudent judgements and estimates have been used in the preparation of the financial statements and that applicable accounting standards have been followed.

AUDITORS' REPORT TO THE MEMBERS OF MISYS HOLDINGS LIMITED

We have audited the financial statements on pages 4 to 8 which have been prepared under the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 May 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Touche Ross & Co
Chartered Accountants and Registered Auditors
Colmore Gate
2 Colmore Row
Birmingham
B3 2BN

8 November 1995.

MISYS HOLDINGS LIMITED
PROFIT AND LOSS ACCOUNT
Year ended 31 May 1995

	Note	1995 £	1994 £
OPERATING PROFIT		—	—
Amounts written back on investments		5,768,034	5,245,437
Investment income – dividends received from subsidiary undertakings		10,217,912	8,137,707
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		15,985,946	13,383,144
Tax on profit on ordinary activities	2	—	—
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		15,985,946	13,383,144
Dividends		(10,603,506)	(3,723,590)
PROFIT FOR THE YEAR	6	5,382,440	9,659,554

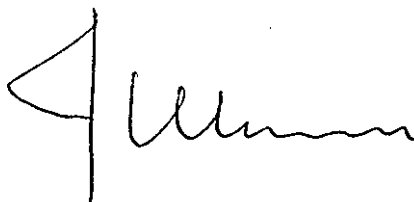
The results for the year reflect trading from continuing operations. There are no gains and losses for the years other than the profit for the financial years above. Accordingly, no statement of total recognised gains and losses is given.

MISYS HOLDINGS LIMITED
BALANCE SHEET
31 May 1995

	Note	1995 £	1994 £
FIXED ASSETS			
Investments	3	40,833,746	30,715,552
CREDITORS: amounts falling due within one year			
	4	(25,788,464)	(21,052,710)
		<u>15,045,282</u>	<u>9,662,842</u>
CAPITAL AND RESERVES			
Called up share capital	5	100	100
Profit and loss account	6	15,045,182	9,662,742
EQUITY SHAREHOLDER'S FUNDS	7	<u>15,045,282</u>	<u>9,662,842</u>

Approved by the Board of Directors on 10 August 1995 and signed on its behalf by

JK LOMAX, Director



MISYS HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 May 1995

1. ACCOUNTING POLICIES

Accounting convention

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

Investments

Investments held as fixed assets are stated at cost less provision for permanent diminution in value.

2. TAX ON PROFIT ON ORDINARY ACTIVITIES

No tax charge arises during the year due to the incidence of income which is not taxable.

3. INVESTMENTS

	Shares in subsidiary undertakings £
Cost	
At 1 June 1994	40,849,903
Transferred from the parent company	16,333,197
Transferred from fellow group undertakings	175
Additions	1,600,000
At 31 May 1995	<u>58,783,275</u>
Provision	
At 1 June 1994	10,134,351
Transferred from parent company	12,289,649
Transferred from fellow group undertakings	1,293,563
Released during the year (net of provisions made)	<u>(5,768,034)</u>
At 31 May 1995	<u>17,949,529</u>
Net book value	
At 31 May 1995	<u>40,833,746</u>
At 31 May 1994	<u>30,715,552</u>

MISYS HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 May 1995

3. INVESTMENTS (continued)

Details of principal operating subsidiary undertakings are as follows:

All holdings represent 100% of the issued ordinary and preference share capital of the subsidiary undertakings except Countrywide Assistance Limited which is 85% owned. All are registered and operating in England except for CHA Computer Solutions Pty Limited which is registered and operating in Australia.

Company	Nature of Business
CHA Computer Solutions Pty Limited	Computer services
CHA Computer Solutions plc	Computer services
Countrywide Assistance Limited	Insurance services
Countrywide Independent Advisers Limited	Insurance services
Countrywide Insurance Marketing Limited	Insurance services
CP Business Solutions Limited	Computer services
FCG Computer Systems Limited	Computer services
Enterprise Business Systems Limited	Computer services
Independent Computer Company Limited	Computer services
Innsite Hotel Services Limited	Computer services
Kapiti Limited	Computer services
Mentor Systems plc	Computer services
Misys Integrated Solutions Limited	Computer services
Misys Computer Services Limited	Computer services
Misys Financial Systems Limited	Computer services
Misys Insurance Services Limited	Computer services
Specialist Computer Peripherals & Maintenance Limited	Computer services
Specialist Computer Systems & Software Limited	Computer services
Supreme Computer Services Limited	Computer services
TIS Software Limited	Computer services

In the opinion of the directors the value of the company's investments is not less than the net book value of those investments.

The company is a wholly owned subsidiary of Misys plc and has consequently taken advantage of S.228 Companies Act 1985 not to prepare group financial statements.

4. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1995	1994
	£	£
Amounts due to parent company	25,788,464	21,052,710

MISYS HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 May 1995

5. CALLED UP SHARE CAPITAL

	1995	1994
	£	£
Authorised, allotted and fully paid 100 Ordinary shares of £1 each	100	100

6. PROFIT AND LOSS ACCOUNT

	£
At 1 June 1994	
Profit for the year	9,662,742
	5,382,440
At 31 May 1995	15,045,182

7. RECONCILIATION OF SHAREHOLDER'S FUNDS

	1995	1994
	£	£
Profit for the financial year	15,985,946	13,383,144
Dividends	(10,603,506)	(3,723,590)
Net addition to shareholder's funds	5,382,440	9,659,554
Opening shareholder's funds	9,662,842	3,288
Closing shareholder's funds	15,045,282	9,662,842

8. ULTIMATE PARENT COMPANY

The company's ultimate parent company is Misys plc, a company registered in England. Copies of the group financial statements of Misys plc may be obtained from The Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF4 3UZ.