# **Company Registration Number 1941076**

# MISYS SERVICES LIMITED

Report and financial statements

31 May 2007

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# MISYS SERVICES LIMITED DIRECTORS' REPORT

The Directors present their report and audited financial statements of the Company for the year ended 31 May 2007

#### Principal activities and review of the business

The Company acts as the provider of central services to companies within the Misys group and as an intermediate holding company. In the opinion of the Directors the Company operated satisfactorily during the year. No significant change in the activities of the Company is envisaged in the forthcoming year.

#### Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of Misys plc, which include those of the Company, are discussed on pages 32 – 34 of the group's annual report which does not form part of this report.

#### Key performance indicators

The Director's of Misys plc manage the group's operations on a divisional basis. For this reason, the Company's Directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of Misys Services Limited. The development, performance and position of the group is discussed on pages 28 – 35 of the group's annual report which does not form part of this report.

#### Results and dividends

The results of the Company for the year are set out in detail on page 4. A profit of £200,975,000 (2006) loss of £115,035,000) was transferred to reserves

An interim dividend of £175,000,000 was paid during the year (2006 £46,500,000)

### Directors

The Directors who served during the year were as follows

H Evans (resigned 1 June 2007)

J P McMahon (resigned 18 January 2007)

P R Copeland (appointed 26 January 2007)

H A D Marsh (appointed 1 June 2007)

J Cheesewright (appointed 7 September 2007)

J C Malone (appointed 7 September 2007)

Misys Corporate Director Limited

### Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report, including, as described below, the financial statements

Company law requires the Directors to prepare financial statements for each financial year which 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. The Directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 May 2007 and that applicable accounting standards have been followed

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

## **DIRECTORS' REPORT (continued)**

#### **Auditors**

So far as each Director is aware, there is no relevant audit information of which the Company's auditors were 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.

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the next Annual General Meeting

By order of the Board

E A Gray

Company Secretary
5 November 2007

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MISYS SERVICES LIMITED

We have audited the financial statements of Misys Services Limited for the year ended 31 May 2007 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein

#### Respective responsibilities of Directors and auditors

As described in the Statement of Directors' Responsibilities the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies. Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 May 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985,
   and
- the information given in the Directors' Report is consistent with the financial statements

PricewaterhouseCoopers LLP

Vicentohorelados LLP

Chartered Accountants and Registered Auditors

London

November 2007

# MISYS SERVICES LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2007

	Note	2007	2006
	-	£'000	£'000
Operating income		12,427	10,240
Operating charges		(14,974)	(10,025)
Operating exceptional items	3	(3,821)	
Operating (loss) profit	2	(6,368)	215
Income from fixed asset investments	5	211,900	98,250
Profit on ordinary activities before interest and taxation		205,532	98,465
Net interest receivable	6	-	634
Non operating exceptional items			
Provision for impairment of intercompany balances and	3	(2.057)	(208,854)
investments	3	(3,957)	(200,004)
Profit (loss) on ordinary activities before taxation	-	201,575	(109,755)
Profit (1055) off ordinary activities before taxation		201,373	(103,733)
Tax on profit (loss) on ordinary activities	7	(600)	(5,280)
Tax of profit (1000) of ordinary delivities	,	(000)	(3,200)
Profit (loss) on ordinary activities after taxation	13	200,975	(115,035)
r total (1000) of ordinary audit and another annual of			(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

The notes to the financial statements are on pages 6 to 15

The results for the year reflect continuing operations

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

There are no differences between the profit on ordinary activities before taxation and the retained profit (loss) for the financial years stated above and their historical cost equivalents

# MISYS SERVICES LIMITED BALANCE SHEET AS AT 31 MAY 2007

	Note	2007 £'000	2006 £'000
Fixed assets			
Tangible fixed assets	8	598	801
Investments	9	274,097	355,997
Amounts due from group undertakings	10	91,469	49,344
		366,164	406,142
Current assets			
Debtors	10	66	45
Cash		31,924	-
Creditors: amounts falling due within one year	11	(7,338)	(8,871)
Net current assets (liabilities)		24,652	(8,826)
Total assets less current liabilities		390,816	397,316
Creditors: amounts falling due after more than one year	44	(450.554)	(405.000)
Amounts due to group undertakings	11	(152,554)	(185,029)
Net assets		238,262	212,287
Capital and reserves			
Called up share capital	12	-	-
Profit and loss account	13	238,262	212,287
Equity shareholders' funds		238,262	212,287
Equity shareholders fullus		200,202	2,2,201

The financial statements on pages 4 to 15 were approved by the Board of Directors on 5 November 2007 and signed on its behalf by

H A D Marsh **Director** 

#### NOTES TO THE FINANCIAL STATEMENTS

#### 1. ACCOUNTING POLICIES

#### Accounting convention

The financial statements are prepared on the going concern basis under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below

#### Changes in accounting policies

The Company has adopted FRS 20 'Share-based payment' in these financial statements

The adoption of this standard represents a change in accounting policy which has no impact on the prior year figures

#### Operating income

Operating income results from the recharge of central operating costs to other group companies

#### Dividend income

Dividend income is recognised in the profit and loss account on payment of the dividend by the subsidiary undertaking

#### **Fixed assets**

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation is calculated on a straight line basis so as to write off the cost less estimated residual value of each asset, over its expected useful life. Office furniture and other equipment is depreciated over 4 - 10 years

#### Investments

Investments held as fixed assets are stated at cost less provision considered necessary for any impairment

#### Impairment

The need for any impairment write down for investments or loans to fellow group companies is assessed by comparison of the carrying value of the asset against the higher of net realisable value or value in use. The value in use is determined from estimated discounted future cash flows. Discount rates used are based on the cost of capital of the ultimate parent company, Misys plc, adjusted to reflect the risk factors of the income generating unit.

#### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less tax in the future. Resultant deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### Leases

Rentals paid under operating leases are charged to 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.

### Cash flow and related party disclosures

The Company is a wholly owned subsidiary of Misys plc 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 FRS1 (revised 1996) 'Cash Flow Statements'.

The Company has also taken advantage of the exemption under FRS8 'Related Party Disclosures' not to disclose transactions with group undertakings since Misys plc is the beneficial owner of the entire equity share capital of the Company

2 OPERATING PROFIT		
Operating (loss) profit is stated after abarging		
Operating (loss) profit is stated after charging	2007	2006
	£'000	£'000
Depreciation of fixed assets	345	473
Loss on disposal of fixed assets	545 6	9
Operating lease charges		220
- land and buildings	<del></del>	
Remuneration of the auditors has been borne by a fellow subsidiary, as wa	s the case in the prio	or year
3. EXCEPTIONAL ITEMS		
	2007	2006
O	£'000	£'000
Operating exceptional items Redundancy cost	2,693	_
Turnaround programme	1,128	<u>-</u>
	3,821	-
previous executive team. A further charge of £1 1m has been recognised in incurred in the Group-wide turnaround programme, primarily relating to recommon operating exceptional items.  Provision for impairment of investments (note 9)  Provision for impairment of intercompany balances (note 10)		2006 £'000 - 208,854 208,854
4. EMPLOYEE REMUNERATION		
The average number of people employed by the Company during the year	was	
a.	was 2007	2006
	Number	Number
Administration	70	54
	2007	2006
	£'000	£'000
Wages and salaries	4,461	4,017
Social security costs	4,461 884	4,017 568
Other pension costs	517	319
Share-based payment benefits	1,890	1,728
	7,752	6,632

Remuneration of the Directors has been paid by the Company in consideration of services provided to companies within the Misys Group These costs are recharged to other group companies and there is no charge to the Company in respect of the Directors services

#### Pensions

Misys Services Limited is a member of a group defined pension contribution scheme. This scheme is operated by Misys plc and the relevant disclosures are shown in the financial statements of that company

# NOTES TO THE FINANCIAL STATEMENTS (continued)

Dividends receivable from subsidiary undertakings         211,900         98,250           6. INTEREST RECEIVABLE         2007	5. INCOME FRO	M FIXED ASSET INVESTMENTS		
6. INTEREST RECEIVABLE           2007 £'000         2006 £'000           £'000         £'000           Interest receivable from subsidiary undertakings         -         634           7. TAXATION ON PROFIT (LOSS) ON ORDINARY ACTIVITIES           2007 £'000         £'000         £'000           Current tax           UK corporation tax on profit (loss) for the period         600         5.280           The tax assessed for the current year is lower (2006 higher) than the standard rate of corporation tax based on profit (loss) before tax for the following reasons         2007 £'000         £'000           Profit (loss) on ordinary activities before taxation         201,575         (109,755)           Tax on profit (loss) on ordinary activities at the standard rate of UK tax of 30%         60,472         (32,926)           Effects of Non provided timing differences         783         5           Tax adjustment on intercompany transactions         928         4,395           Non Laxable UK dividend income         (83,570)         (29,475)           Non deductible expenditure         1,987         33,281           Current tax charge for the period         600         5,280           The following deferred tax assets have not been recognised as their use is uncertain or is not currently antic				
Number   N	Dividends receivable fi	rom subsidiary undertakings	211,900	98,250
Number   Property	6. INTEREST RE	ECEIVABLE		
TAXATION ON PROFIT (LOSS) ON ORDINARY ACTIVITIES           2007         2006           £'000         £'000           Current tax         600         5,280           The tax assessed for the current year is lower (2006 higher) than the standard rate of corporation tax based on profit (loss) before tax for the following reasons           Profit (loss) before tax for the following reasons         2007         2006         2000         £'000         £'000         £'000           Profit (loss) on ordinary activities before taxation         201,575         (109,755)         (109,755)           Tax on profit (loss) on ordinary activities at the standard rate of UK tax of 30%         60,472         (32,926)         (32,926)           Effects of Non provided timing differences         783         5         5           Tax adjustment on intercompany transactions         928         4,395           Non taxable UK dividend income         (63,570)         (29,475)           Non deductible expenditure         1,987         63,281           Current tax charge for the period         600         5,280           The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group           Accelerated capital allowances         378         340           Other timing				
Current tax         2007 £'000         2006 £'000           Current tax         600         5,280           The tax assessed for the current year is lower (2006 higher) than the standard rate of corporation tax based on profit (loss) before tax for the following reasons           2007 £'000           2007 £'000           Profit (loss) on ordinary activities before taxation         201,575 (109,755)           Tax on profit (loss) on ordinary activities at the standard rate of UK tax of 30%         60,472 (32,926)           Effects of           Non provided timing differences         783 5           Tax adjustment on intercompany transactions         928 4,395           Non taxable UK dividend income         (83,570) (29,475)           Non deductible expenditure         1,987 63,281           Current tax charge for the period         600 5,280           The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group           Accelerated capital allowances         378 340           Other timing differences         378 340           Other timing differences         2,207 493	Interest receivable from	n subsidiary undertakings	-	634
Current tax         £'000         £'000           UK corporation tax on profit (loss) for the period         600         5,280           The tax assessed for the current year is lower (2006 higher) than the standard rate of corporation tax based on profit (loss) before tax for the following reasons         2007         2006           £'000         £'000         £'000           Profit (loss) on ordinary activities before taxation         201,575         (109,755)           Tax on profit (loss) on ordinary activities at the standard rate of UK tax of 30%         60,472         (32,926)           Effects of Non provided timing differences         783         5           Tax adjustment on intercompany transactions         928         4,395           Non taxable UK dividend income         (63,570)         (29,475)           Non deductible expenditure         1,987         63,281           Current tax charge for the period         600         5,280           The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group         2007         2006           Accelerated capital allowances         378         340           Other timing differences         2,207         493	7. TAXATION O	N PROFIT (LOSS) ON ORDINARY ACTIVIT	IES	
UK corporation tax on profit (loss) for the period         600         5,280           The tax assessed for the current year is lower (2006 higher) than the standard rate of corporation tax based on profit (loss) before tax for the following reasons         2007         2006         £'000           Profit (loss) on ordinary activities before taxation         201,575         (109,755)           Tax on profit (loss) on ordinary activities at the standard rate of UK tax of 30%         60,472         (32,926)           Effects of Non provided timing differences         783         5           Tax adjustment on intercompany transactions         928         4,335           Non taxable UK dividend income         (63,570)         (29,475)           Non deductible expenditure         1,987         63,281           Current tax charge for the period         600         5,280           The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group         2007         2006           Accelerated capital allowances         378         340           Other timing differences         2,207         493	0			
2007   2006   £'000   £'000		profit (loss) for the period	600	5,280
Frofit (loss) on ordinary activities before taxation         £'000         £'000           Tax on profit (loss) on ordinary activities at the standard rate of UK tax of 30%         60,472         (32,926)           Effects of Non provided timing differences         783         5           Tax adjustment on intercompany transactions         928         4,395           Non taxable UK dividend income         (63,570)         (29,475)           Non deductible expenditure         1,987         63,281           Current tax charge for the period         600         5,280           The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group         2007         2006           Accelerated capital allowances         378         340           Other timing differences         2,207         493			he standard rate of corpora	ition tax based
Tax on profit (loss) on ordinary activities at the standard rate of UK tax of 30% 60,472 (32,926)  Effects of Non provided timing differences 783 5  Tax adjustment on intercompany transactions 928 4,395  Non taxable UK dividend income (63,570) (29,475)  Non deductible expenditure 1,987 63,281  Current tax charge for the period 600 5,280  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  Accelerated capital allowances 378 340  Other timing differences 2,207 493				
UK tax of 30%       60,472       (32,926)         Effects of       783       5         Non provided timing differences       783       5         Tax adjustment on intercompany transactions       928       4,395         Non taxable UK dividend income       (63,570)       (29,475)         Non deductible expenditure       1,987       63,281         Current tax charge for the period       600       5,280         The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group       2007       2006         £'000       £'000       £'000         Accelerated capital allowances       378       340         Other timing differences       2,207       493	Profit (loss) on ordinary	y activities before taxation	201,575	(109,755)
Non provided timing differences 783 5 Tax adjustment on intercompany transactions 928 4,395 Non taxable UK dividend income (63,570) (29,475) Non deductible expenditure 1,987 63,281 Current tax charge for the period 600 5,280  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  2007 2006 £'000 £'000  Accelerated capital allowances 378 340 Other timing differences 2,207 493		ordinary activities at the standard rate of		(22.022)
Tax adjustment on intercompany transactions  Non taxable UK dividend income  (63,570)  Non deductible expenditure  Current tax charge for the period  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  The following deferred tax assets have not been recognised as their use is uncertain or is not currently ant			60,472	(32,926)
Non taxable UK dividend income         (63,570)         (29,475)           Non deductible expenditure         1,987         63,281           Current tax charge for the period         600         5,280           The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group         2007         2006           £'000         £'000         £'000           Accelerated capital allowances         378         340           Other timing differences         2,207         493	•			
Non deductible expenditure Current tax charge for the period  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  2007 £'000 £'000  Accelerated capital allowances Other timing differences  378 340 2,207 493	<del>-</del>	, ·		
Current tax charge for the period 600 5,280  The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  2007 2006 £'000  £'000  Accelerated capital allowances 378 340 Other timing differences 2,207 493				· · · · · · · · · · · · · · · · · · ·
The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to losses within the Group  2007 2006 £'000 £'000  Accelerated capital allowances 378 340 Other timing differences 2,207 493	•			
£'000         £'000           Accelerated capital allowances         378         340           Other timing differences         2,207         493	The following deferred	d tax assets have not been recognised as		
£'000         £'000           Accelerated capital allowances         378         340           Other timing differences         2,207         493			222	2222
Other timing differences 2,207 493				
Other timing differences 2,207 493	Accelerated capital allo	owances	378	340
<b>2,585</b> 833			2,207	493_
			2,585	833

## 7 TAXATION ON PROFIT (LOSS) ON ORDINARY ACTIVITIES (continued)

A number of changes to the UK Corporation tax system were announced in the March 2007 Budget Statement and are expected to be enacted in the 2007 and 2008 Finance Acts. The changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The only effect of the changes to be enacted in the Finance Act 2007 would be to reduce the unprovided deferred tax asset at 31 May 2007 by £172,000. This decrease in deferred tax is due to the reduction in the corporation tax rate from 30% to 28% with effect from 1 April 2008. The other changes to be enacted would have no further effect on the unprovided deferred tax asset at 31 May 2007.

8. TANGIBLE FIXED ASSETS	011 1	. 9
		e & equipment
	2007	2006
	£'000	£'000
Cost		
At 1 June	2,153	1,993
Additions	148	304
Disposals	(470)	(144)
At 31 May	1,831	2,153
7 to timay		
Depreciation		
	1,352	1,014
At 1 June	345	473
Charge for the year	340	413
Transfers from Group companies	- (404)	(405)
Disposals	(464)	(135)
At 31 May	1,233	1,352
Net book value		
At 31 May	598	801
9 INVESTMENTS Shares in subsidiary undertakings		
	2007 £'000	2006 £'000
Cost	<del></del>	<del>-</del>
At 1 June	355,997	19,799
Additions	-	336,198
	355,997	355,997
At 31 May	333,331	
D		
Provision for impairment.		
At 1 June	(04.000)	-
Charge for the year	(81,900)	-
At 31 May	(81,900)	
Net book value		
At 31 May	274,097	355,997

#### 9. INVESTMENTS (continued)

Following an impairment review as a result of the impending disposal of the Sesame business, a provision of £81,900,000 was made against the investment in Sesame Group Limited and Sesame Services Limited

Additions during the prior year relate to the transfer of investments from fellow group companies of Misys Holdings Limited, Sesame Group Limited and Sesame Services Limited

Sesame Group Limited and Sesame Services Limited were disposed of, after the year end, on 8 June 2007

Investments comprise the following subsidiaries incorporated in England and Wales

Company name	Nature of business	Percentage holding
Misys Group Holdings Limited	Intermediate holding company	100%
Misys Overseas Limited	Intermediate holding company	100%
Misys Holdings Limited	Intermediate holding company	100%
Sesame Group Limited	Intermediate holding company	99 76%
Sesame Services Limited	Provides central services to the Sesame group of companies	100%

All holdings, with the exception of Sesame Services Limited, are of the issued ordinary share capital of the subsidiary undertaking. The holding in Sesame Services Limited is 100% of the A ordinary shares.

In the opinion of the Directors the value of the Company's investments is not greater than the underlying net asset value of that investment

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

#### 10. DEBTORS

Amounts falling due in more than one year Amounts due from group undertakings	91,469	49,344
Amounts falling due in more than one year	£'000	£'000
	2007	2006
	66	45_
Other debtors		2
Other taxation	23	-
Amounts falling due within one year  Amounts due from group undertakings	43	43
Amounto falling due within one year	£'000	£'000
	2007	2006

Amounts due from group undertakings are unsecured, interest free and are repayable on demand

During the year, following an impairment review as a result of the impending disposal of the Sesame business, a reversal of a provision of £77,943,250 (2006) provision of £208,854,000) was made against the amount due from Sesame Group Limited, a fellow group company

11 CREDITORS		
	2007 £'000	2006 £'000
Amounts falling due within one year Corporation tax Accruals	600 6,738	5,280 3,591
	7,338	8,871
	2007 £'000	2006 £'000
Amounts falling due in more than one year Amounts due to group undertakings	152,554	185,029
Amounts due to group undertakings are unsecured, interest free and repa	yable on demand	
12 CALLED UP SHARE CAPITAL		
	2007 £	2006 £
Authorised 100 Ordinary shares of £1 each	100	100
Allotted, issued and fully paid		
2 Ordinary shares of £1 each	2	2
13. RESERVES AND RECONCILIATION OF MOVEMENT IN SHAR	EHOLDERS' FUNDS	3
	2007 £'000	2006 £'000
Profit and loss account As at 1 June	212,287	373,822
Profit (loss) for the year Dividends paid	200,975 (175,000)	(115,035) (46,500)
As at 31 May	238,262	212,287
14. OPERATING LEASE COMMITMENTS		
Annual commitments under non cancellable operating leases in respect o	f land and buildings t	hat
	2007	2006
	£'000	£'000
Expire within one year Expire after five years	-	32 220
Enpire and five years		252

#### 15. SHARE-BASED PAYMENTS

Further details of the terms and conditions of the share-based payment arrangements and details of the fair value of the options are included in the Misys pic Report and Accounts

In the sections below similar share-based payment arrangements have been aggregated together, for further details of this refer to Misys pic Report and Accounts

### **Share Option Schemes – Nil Cost**

The following nil cost share options have been granted with a zero exercise price and were outstanding at 31 May 2007

Year of Grant	Latest Exercise Date	No shares 2007	No shares 2006
		<b>'000</b>	,000
2002	09/10/08	•	31
2003	24/07/10	-	118
2004	29/07/11	•	580
2005	28/07/15	899	1,100
2006	10/02/16	610	680
2007	10/08/12	2,543	<u> </u>
At 31 May		4,052	2,509

A reconciliation of nil cost option movements over the year to 31 May 2007 is shown below

	No shares 2007	Weighted Fair	No shares 2006	Weighted
		Value		Fair Value
		£	,000	£
Outstanding at 1 June	2,509		2,307	
Granted	2,665	0 86	1,045	1 74
Exercised	(430)		(242)	
Lapsed/expired	(692)		(724)	
Transfers in (out) 1			123	
Outstanding at 31 May	4,052		2,509	
Exercisable at 31 May			102	

<sup>&</sup>lt;sup>1</sup> Transfers in (out) represent share options held by employees who have transferred to or from other Group companies during the period and therefore their accounting charge, and number of options has been transferred accordingly Weighted average exercise information is excluded for nil cost schemes

### Share Option Schemes - Market Value

The following market value share options have been granted with exercise prices ranging from £2 05 to £6 94 and were outstanding at 31 May 2007

Year of	Latest	No shares	Weighted	No shares	Weighted average
Grant	Exercise	2007	average	2006	exercise price
	Date		exercise price		
		'000	£	,000	£
1997	29/01/07	102	2 19	102	2 19
1998	12/02/08	100	4 50	100	4 50
1999	27/11/08	48	4 34	79	4 34
2000	15/11/09	43	5 59	31	5 69
2001	09/10/10	226	6 57	171	6 57
2002	23/11/11	155	3 13	155	3 13
2003	25/07/09	90	2 05	323	1 94
2004	09/03/11	250	2 27	1,358	2 59
2005	16/03/15	928	1 78	1,056	1 78
2006	28/07/15	562	2 38	615	2 37
2007	11/04/17	2,394	2 22	-	<u> </u>
At 31 May		4,898	2 48	3,990	2 58

A reconciliation of market value option movements over the year to 31 May 2007 is shown below

	No shares 2007	Weighted average exercise price	Weighted fair value	No shares 2006	Weighted average exercise price	Weighted fair value
	<b>'000</b>	£	٤	,000	£	£
Outstanding at 1 June	3,990	2 58		4,970	2 34	
Granted	2,515	2 21	0 57	634	2 37	0 46
Exercised	(373)	1 86		-	-	
Lapsed/expired	(1,345)	2 66		(2,177)	2 11	
Transfers in (out) 1	111	5 12		563	3 09	
Outstanding at 31 May	4,898	2 48		3,990	2 58	
Exercisable at 31 May	1,197	3 53		1,233	3 41	

<sup>&</sup>lt;sup>1</sup> Transfers in (out) represent share options held by employees who have transferred to or from other Group companies during the period and therefore their accounting charge, and number of options has been transferred accordingly

### **Savings-Related Share Option Schemes**

The following savings related share option schemes have been granted with exercise prices ranging from £1 40 to £2 75 and were outstanding at 31 May 2007

Year of	Latest	No	Weighted	No shares	Weighted average exercise
Grant	Exercise Date	shares 2007	average	2006	рпсе
			exercise		
			price		
		'000	£	'000	£
2000		•	-	-	-
2001		-	-	-	-
2002	01/10/08	21	2 75	15	2 75
2003		-	-	-	-
2004	01/10/06	7	2 11	7	2 11
2005	01/10/07	65	1 40	66	1 40
2006	01/10/08	19	1 89	21	1 89
2007	01/10/09	18	1 93		-
At 31 May		130	1 80	109	1 72

A reconciliation of savings-related share option movements over the year to 31 May 2007 is shown below

	No shares 2007	Weighted average exercise price	Weighted fair value	No shares 2006	Weighted average exercise price	Weighted fair value
	,000	£	£	,000	£	£
Outstanding at 1 June	109	1 72		125	1 60	
Granted	17	1 93	0 86	20	1 89	0 80
Exercised	-	-		(9)	1 61	
Lapsed/expired	(3)	1 68		(32)	1 82	
Transfers in (out) 1	7	2 64		5	4 34	
Outstanding at 31 May	130	1 80		109	1 72	
Exercisable at 31 May	21	2 53		-	-	

<sup>&</sup>lt;sup>1</sup> Transfers in (out) represent share options held by employees who have transferred to or from other Group companies during the period and therefore their accounting charge, and number of options has been transferred accordingly

### 16 POST BALANCE SHEET EVENTS

On 8 June 2007 the disposal of the Sesame business was completed on receipt of FSA approval

On 29 August 2007 £94,432,000 of unlawful dividends received from Misys Holdings Limited in the year were repaid as it was subsequently identified that Misys Holdings Limited did not have sufficient distributable reserves

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 17. ULTIMATE PARENT COMPANY

The parent company of both the largest and smallest group in which Misys Services Limited is included in consolidated accounts is that of Misys plc

The Company's immediate and ultimate parent company and controlling party is Misys plc, a company registered in England and Wales Copies of the group financial statements of Misys plc may be obtained from The Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ