

Company registration number 01941076

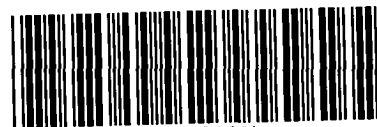
Misys Services Limited

Report and financial statements

for the year ended

31 May 2014

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Misys Services Limited

Strategic report for the year ended 31 May 2014

The Directors present their strategic report of Misys Services Limited ("the Company") for the year ended 31 May 2014.

Review of business

The Company acts as an intermediate holding company within the Misys Newco 2 S.à r.l. group of companies (the "Group").

The Company reported a loss for the year of £7,019,000 which was driven by interest payable to fellow group undertakings. This was slightly higher than the loss of £6,969,000 reported in the prior year, due to no intercompany turnover being reported in the current year compared to £971,000 in the prior year.

The Company had net assets at 31 May 2014 of £260,517,000 compared to £267,536,000 at the prior year end. The reduction was due to interest accruing on amounts owed to group undertakings.

The Directors consider that the results of the Company for the year were satisfactory.

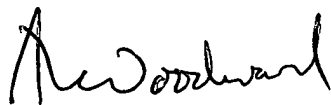
Key performance indicators

The executive management of Misys Newco 2 S.à r.l. manage the Misys Group operations on a group basis. For this reason, the Company's Directors believe that analysis using key performance indicators for the Company is not appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of Misys Newco 2 S.à r.l. group ('the Group'), which includes the Company, is discussed on pages 1 to 3 of the Group's Annual Report which does not form part of this report.

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 Newco 2 S.à r.l., which include those of the Company, are discussed on pages 4 to 8 of the Group's annual report which does not form part of this report.

On behalf of the Board



A Woodward

Director

18 December 2014

Misys Services Limited

Directors' report for the year ended 31 May 2014

The Directors present their report and audited financial statements of the Company for the year ended 31 May 2014.

Future developments

No significant change in the activities of the Company is envisaged in the forthcoming year.

Results and dividends

The results of the Company for the year are set out in detail on page 6. A loss of £7,019,000 (2013: £6,969,000) was deducted against reserves. No interim dividend (2013: £nil) was paid during the year. The Directors do not recommend payment of a final dividend (2013: £nil).

Financial risk management

The Company is exposed to a variety of financial risks including foreign exchange currency risk, credit risk and liquidity risk.

Foreign exchange currency risk

The Company is exposed to foreign currency movements, primarily the US Dollar. Foreign exchange risks arise when future commercial transactions and recognised assets and liabilities are denominated in currencies that are not the Company's functional currency.

The Group's net exposure to foreign currency risk is illustrated by the sensitivity analysis on page 55 of the Group's Annual Report.

Credit risk

The Company's principal financial assets are amounts owed by group undertakings. The Group regularly reviews intercompany balances for impairment and, where appropriate, adjustments to the carrying value are made at a subsidiary level.

Liquidity risk

The Company currently has no requirements for external debt finance; sufficient funds for operations are maintained at a group level.

Further details of the group's risk policies are available within the Annual Report of Misys Newco 2 S.à r.l.

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 2 December 2013)

T Homer

J Hawkes (resigned 1 October 2013)

E Collins (appointed 1 August 2013, resigned 31 July 2014)

S Patel (appointed 16 October 2013, resigned 28 August 2014)

J van Harken (appointed 31 July 2014)

A Woodward (appointed 5 September 2014)

Misys Services Limited

Directors' report for the year ended 31 May 2014

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, 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 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.

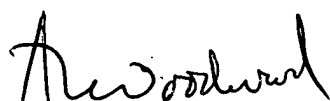
Directors' indemnities

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 this report.

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



A Woodward

Director

18 December 2014

Independent Auditors' Report to the members of Misys Services Limited

Report on the financial statements

Our opinion

In our opinion, the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 May 2014 and of its loss 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Misys Services Limited, comprise:

- the Balance sheet as at 31 May 2014;
- the Profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 Report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' Report to the members of Misys Services Limited

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' responsibilities set out on page 3, 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 ISAs (UK & 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.



Alex Hookway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
18 December 2014

Misys Services Limited

Profit and loss account for the year ended 31 May 2014

| | Note | 2014 £'000 | 2013 £'000 |
|---|------|---------------|---------------|
| Turnover | | - | 971 |
| Administrative expenses | | | |
| Excluding exceptional items | | (519) | (1,004) |
| Exceptional items | 2 | - | (436) |
| Administrative expenses including exceptional items | | (519) | (1,440) |
| Operating loss | 3 | (519) | (469) |
| Interest receivable and similar income | 4 | 9,212 | 9,326 |
| Interest payable and similar charges | 4 | (15,712) | (15,826) |
| Loss on ordinary activities before taxation | | (7,019) | (6,969) |
| Tax on loss on ordinary activities | 5 | - | - |
| Loss for the financial year | 11 | (7,019) | (6,969) |

The notes to the financial statements are on pages 8 to 13.

The results for both years reflect continuing operations.

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

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

Misys Services Limited

Balance sheet as at 31 May 2014

| | Note | 2014 £'000 | 2013 £'000 |
|--|------|-----------------------|-----------------------|
| Fixed assets | | | |
| Tangible assets | 6 | - | 505 |
| Investments | 7 | <u>379,679</u> | <u>379,679</u> |
| | | 379,679 | 380,184 |
| Current assets | | | |
| Debtors | | | |
| - amounts falling due within one year | 8 | 47 | 75 |
| - amounts falling due after more than one year | 8 | <u>321,413</u> | <u>312,181</u> |
| | | 321,460 | 312,256 |
| Creditors: amounts falling due within one year | 9 | <u>(3)</u> | <u>(35)</u> |
| Net current assets | | 321,457 | 312,221 |
| Total assets less current liabilities | | 701,136 | 692,405 |
| Creditors: amounts falling due after more than one year | 9 | <u>(440,619)</u> | <u>(424,869)</u> |
| Net assets | | <u>260,517</u> | <u>267,536</u> |
| Capital and reserves | | | |
| Called up share capital | 10 | - | - |
| Profit and loss account | 11 | <u>260,517</u> | <u>267,536</u> |
| Total shareholders' funds | 12 | <u>260,517</u> | <u>267,536</u> |

The financial statements on pages 6 to 13 were approved by the Board of Directors on 18 December 2014 and signed on its behalf by:



A Woodward
Director

Misys Services Limited

Notes to the financial statements for the year ended 31 May 2014

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 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies which have been applied consistently throughout the year are set out below.

Turnover

Turnover results from the recharge of central operating costs to other group companies. Turnover is recognised on an accruals basis as the costs are incurred. All turnover arises in the United Kingdom.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at historical purchase cost less accumulated depreciation. Cost includes the original purchase price of the assets and the cost attributed to bringing the asset to its working condition for its intended use. 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 are depreciated over 4 – 10 years.

Fixed assets investments

Investments held as fixed assets are stated at cost less provision considered necessary for any 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 recoverable amount. Any impairment losses are immediately charged to profit and loss account.

Taxation

Current tax for the current and prior years 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 years 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.

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 transactions' 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 Services Limited

Notes to the financial statements for the year ended 31 May 2014

2. Exceptional items

The exceptional charge of £436,000 incurred during the prior year related to the write off of capitalised finance systems which were no longer required after the acquisition of the Misys Group by Vista Equity Partners and the subsequent integration with the Turaz Group.

3. Operating loss

| | 2014 £'000 | 2013 £'000 |
|--|---------------|---------------|
| Operating loss is stated after charging: | | |
| Depreciation of fixed assets (note 6) | 505 | 961 |
| Auditors' remuneration for the statutory audit | <u>6</u> | <u>6</u> |

Remuneration of the Directors has been borne by other group companies, as was the case in the prior year. Their services to this Company and to a number of fellow subsidiaries are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to other group companies. Accordingly, no emoluments details are disclosed in these financial statements. There were no employees in the year (2013: nil).

4. Net interest payable

| | 2014 £'000 | 2013 £'000 |
|---|-----------------|-----------------|
| Foreign exchange differences on intra-group loans | - | 1 |
| Interest receivable from group undertakings | <u>9,212</u> | <u>9,325</u> |
| | 9,212 | 9,326 |
| Interest payable to group undertakings | <u>(15,712)</u> | <u>(15,826)</u> |
| Net interest payable | <u>(6,500)</u> | <u>(6,500)</u> |

5. Tax on loss on ordinary activities

| | 2014 £'000 | 2013 £'000 |
|---|---------------|---------------|
| Current tax | | |
| UK Corporation tax on profit for the year | <u>-</u> | <u>-</u> |

Misys Services Limited

Notes to the financial statements for the year ended 31 May 2014

The tax credit assessed for the current year is lower (2013: lower) than the standard rate of corporation tax in the UK of 22.67% (2013: 23.83%). The differences are explained below:

| | 2014 | 2013 |
|--|----------------|---------|
| | £'000 | £'000 |
| Loss on ordinary activities before taxation | (7,019) | (6,969) |
| Tax on loss on ordinary activities at the standard rate of UK tax of 22.67% (2013: 23.83%) | 1,591 | 1,661 |
| Accelerated capital allowances | (115) | (227) |
| Tax adjustment on intercompany transactions | (32) | 29 |
| Group relief surrendered for nil consideration | (1,444) | (1,463) |
| Current tax charge for the year | - | - |

The unrecognised deferred tax asset consists of accelerated capital allowances of £1,896,000 and tax losses of £1,189,000 (2013: accelerated capital allowances of £2,065,000 and tax losses of £1,535,000). These deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to insufficient suitable profits within the Group.

6. Tangible fixed assets

| | Office furniture & equipment £'000 |
|---------------------------------|---|
| Cost | |
| At 1 June 2013 | 6,439 |
| Disposals | (1,485) |
| At 31 May 2014 | 4,954 |
| Accumulated depreciation | |
| At 1 June 2013 | 5,934 |
| Disposals | (1,485) |
| Charge for the year | 505 |
| At 31 May 2014 | 4,954 |
| Net book value | |
| At 31 May 2014 | - |
| At 31 May 2013 | 505 |

Misys Services Limited

Notes to the financial statements for the year ended 31 May 2014

7. Fixed asset investments

| | Shares in subsidiary undertakings £'000 |
|---------------------------------|--|
| Cost | |
| At 1 June 2013 and 31 May 2014 | <u>489,377</u> |
| Provision for impairment | |
| At 1 June 2013 and 31 May 2014 | <u>(109,698)</u> |
| Net book value | |
| At 31 May 2013 and 31 May 2014 | <u><u>379,679</u></u> |

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 Holdings Limited | Intermediate holding company | 100% |

All holdings are of the issued ordinary share capital of the subsidiary undertaking. In the opinion of the Directors, the carrying value of the Company's investments is not greater than the underlying net asset value of that investment.

The Company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of Misys Newco 2 S.à r.l., a company incorporated in Luxembourg.

8. Debtors

| | 2014 £'000 | 2013 £'000 |
|---|-----------------------|-----------------------|
| Amounts falling due within one year | | |
| Amounts owed by group undertakings | <u>47</u> | <u>75</u> |
| Amounts falling due after more than one year | | |
| Amounts owed by group undertakings | <u><u>321,413</u></u> | <u><u>312,181</u></u> |

Amounts owed by group undertakings are unsecured and are repayable on demand. The Company has no immediate intention to recall £321,413,000 (2013: £312,181,000) in the short term and so these amounts are classified as non-current assets.

Of the non-current amounts due from group undertakings above, £315,209,000 (2013: £305,999,000) is interest bearing. The make-up of this amount has attracted interest at a floating rate ranging from 3.23% to 3.24% (2013: 3.24% to 3.42%) during the year.

Misys Services Limited

Notes to the financial statements for the year ended 31 May 2014

9. Creditors

| | 2014 £'000 | 2013 £'000 |
|---|----------------|----------------|
| Amounts falling due within one year | | |
| Amounts owed to group undertakings | 3 | 30 |
| Accruals | - | 5 |
| | <u>3</u> | <u>35</u> |
| Amounts falling due after more than one year | | |
| Amounts owed to group undertakings | <u>440,619</u> | <u>424,869</u> |

Amounts owed to group undertakings are unsecured and are repayable on demand. However payment of £440,619,000 (2013: £424,869,000) is not expected within the short term and so these amounts are classified as non-current liabilities.

Of the amounts due to group undertakings above, £436,548,000 (2013: £420,835,000) is interest bearing. £100,000,000 (2013: £100,000,000) of this amount has attracted interest at a fixed rate of 6.5%. £336,548,000 (2013: £320,835,000) of this amount has attracted interest at a floating rate ranging from 3.23% to 3.24% (2013: 3.24% to 3.42%) during the year.

10. Called up share capital

| | 2014 £ | 2013 £ |
|--|------------|------------|
| Authorised | | |
| 100 (2013: 100) Ordinary shares of £1 each | <u>100</u> | <u>100</u> |
| Allotted, issued and fully paid | | |
| 2 (2013: 2) Ordinary shares of £1 each | <u>2</u> | <u>2</u> |

11. Reserves

| | Profit and loss account £'000 |
|-----------------------------|--|
| At 1 June 2013 | 267,536 |
| Loss for the financial year | (7,019) |
| At 31 May 2014 | <u>260,517</u> |

12. Reconciliation of movements in shareholders' funds

| | 2014 £'000 | 2013 £'000 |
|-----------------------------|-----------------------|----------------|
| Loss for the financial year | <u>(7,019)</u> | <u>(6,969)</u> |
| | (7,019) | (6,969) |
| Opening shareholders' funds | <u>267,536</u> | <u>274,505</u> |
| Closing shareholders' funds | <u>260,517</u> | <u>267,536</u> |

Misys Services Limited

Notes to the financial statements for the year ended 31 May 2014

13. Contingent liabilities

The Company, together with several other wholly owned subsidiaries of Misys Newco 2 S.à r.l. guarantees the credit facilities of the group. These facilities comprise secured credit agreements for US\$1,308m for first lien loans and US\$625m for second lien loans, which mature between four and six years. Under the credit facilities of the group, there is a fixed and floating charge over all of the assets of the Company.

14. Ultimate parent company

The Company's immediate parent company is Misys Portfolio Holdings Limited which is incorporated in the United Kingdom.

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., a company incorporated in Luxembourg. 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., a company incorporated in Luxembourg.

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 party which controls the Company is Vista Equity Partners based in USA.