

Registered no: 2766416

**Infor (United Kingdom) Limited
Directors' reports and financial statements
for the year ended 30 April 2017**

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Infor (United Kingdom) Limited

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Directors and advisers

Directors

J B Kasper
G Czasznicki
J Allsop

Registered Office

One Central Boulevard
Blythe Valley Park
Shirley
Solihull
B90 8BG

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Atrium
1 Harefield Road
Uxbridge
Middlesex
UB8 1EX

Strategic report for the year ended 30 April 2017

Our products and services

Infor is one of the largest providers of enterprise software and services in the world. We design, develop, market, sell, implement and support enterprise business software applications, primarily to large and medium-sized enterprises across a range of industries. Our software and services offerings help automate and integrate critical business processes, which enable our customers to better manage their suppliers, partners, customers and employees, as well as their business operations generally. We also offer a number of flexible deployment options for customers, allowing them to run our software on-premise, on a hosted basis or in the cloud.

Infor (United Kingdom) Limited design, develop, market, sell, implement and support enterprise business software applications, primarily to large and medium-sized enterprises across a range of industries.

Our strategy

Our industry-specific approach distinguishes us from larger competing enterprise software vendors. We believe our products and services provide a lower relative total cost of ownership for customers than the offerings of larger competing vendors.

Microvertical Software Suites. We develop enterprise software applications to meet the specific needs of customers in targeted industries and increasingly for the microvertical segments within these broader industries, generally enabling our customers to have functionality tailored to the unique needs of their businesses and markets.

Architecture of the Internet. Infor ION 10X technology is a lightweight middleware that uses the standards found in the Internet to connect both Infor and non-Infor applications used by our customers. This approach simplifies implementations, minimises the disruption and complexity of upgrades and helps increase the overall speed, agility and deployment flexibility of our customers. Infor 10X technology also includes other advancements in social collaboration, mobility, analytics and cloud deployment solutions.

Creating Experiences People Love. The Infor group of companies has invested in an internal design agency called Hook & Loop to bring top design talent and expertise to Infor and delivering business software that is beautifully designed, easy to use, and consistent with what business users find in their personal lives. All the major applications released in Infor 10X feature the new Infor SoHo Experience, a reinvented HTML5 consumer-inspired user interface that is consistent across the user's Infor experience.

Review of business

The company's loss for the financial year is £10,570,000 (2016: £22,555,000), which has been transferred from reserves. The comparative included the write-off of £13,679,000 of previously recognised deferred tax asset.

The company's average deal size has continued to grow and the increase in all the main revenue streams reflect this, with the most notable contract win of Travis Perkins to provide Infor CloudSuite™ as their Software as a Service (SaaS) ERP system. However, pivoting to the cloud impacts margins due to the revenue being spread over the contract period, rather than being recognised up-front as for perpetual licence revenue.

As licence, SaaS and support revenue has increased, there is a related increase in software support fees payable to the owner of the intellectual property of £2,445,000. Increased subcontractor costs and group recharges for consulting costs to resource these contracts of £4,711,000, increased SaaS fees of £2,853,000 and increased salary and related costs of £4,911,000 have also contributed to the loss for the year. The loss includes amortisation and on the intangibles from business combinations in previous financial periods of £9,470,000 (2016: £9,046,000).

In March, 2017 the company acquired the trade and assets of the Dubai operations of Accentia for £13,668,000. This will allow the company to expand its operations in that region.

Key performance indicators (KPIs)

The following KPIs have been prepared to assist with an understanding of the performance of the company.

	2017	2016
Revenue	£156,703,000	£137,502,000
Profit before interest, tax, depreciation/amortisation and foreign exchange	£583,000	£690,000
Current ratio (current assets/current liabilities)	1.1	1.6
Average quarterly days sales outstanding (DSO) for the UK	58	44
Infor Group R&D spend	USD455.8m	USD421.6m

Strategic report for the year ended 30 April 2017 (continued)

Key performance indicators (KPIs) (continued)

The profit measure has decreased and DSO increased due to the lower margins, as explained above. The current ratio has decreased due to the change in intercompany receivables and payables. Group R&D spend has continued to increase showing Infor's commitment to continually develop the products it owns.

Principal risks and uncertainties

The principal risks and uncertainties which are directly or indirectly common to the Group and the Company are:

Economic, political and market conditions can adversely affect our business, results of operations and financial condition, including our revenue growth and profitability.

Our business is influenced by a range of factors that are beyond our control and that we have no comparative advantage in forecasting. These include:

- general economic and business conditions;
- the overall demand for enterprise software, hardware systems and services;
- governmental budgetary constraints or shifts in government spending priorities;
- general political developments; and
- currency exchange rate fluctuations.

Macroeconomic developments like the recent recessions in the U.S. and Europe and the debt crisis in certain countries in the European Union could negatively affect our business, operating results or financial condition. A general weakening of, and related declining corporate confidence in, the global economy or the curtailment in government or corporate spending could cause current or potential customers to reduce their information technology (IT) budgets or be unable to fund software and services purchases, which could cause customers to delay, decrease or cancel purchases of our products and services or cause customers not to pay us or to delay paying us for previously purchased products and services. In addition the recent vote by the United Kingdom to exit from the European Union adds additional uncertainty in the United Kingdom.

We face large, established competitors, specialised competitors and substantial price competition.

We compete with Oracle Corporation, SAP AG and other larger software companies that have advantages over us due to their larger customer bases; greater name recognition, long operating and product development history, greater international presence and substantially greater financial, technical and marketing resources. If customers or prospects want to reduce the number of their software vendors, they may elect to purchase competing products from Oracle or SAP since those larger vendors offer a wider range of products. Furthermore, Oracle is capable of bundling its software with its database applications, which underlie a significant portion of our installed applications. We also compete with a variety of more specialised software and services vendors.

Our revenue is largely dependent on renewal of maintenance agreements by our customers.

We generate substantial recurring revenue from our customer support program and other software maintenance services, most of which renew annually at the customer's option. The level of our maintenance revenue is directly related to the number of our software products that are in active use by customers. If our customers stop using our products, if we are unable to maintain the rate of addition of new customers, or if our customers determine that they cannot afford maintenance, our maintenance revenue can be expected to decline.

We may not retain or attract customers if we do not develop new products and enhance our current products in response to technological changes and competing products.

The enterprise software market is faced with rapid technological change, evolving standards in computer hardware, software development, communications and security infrastructure, and changing needs and expectations of customers. Building new products and service offerings requires significant investment in development. A substantial portion of our research and development resources are devoted to regulatory and maintenance requirements and product upgrades that address new technology support. These demands put significant constraints on our resources available for new product development. We also face uncertainty when we develop or acquire new products because there is no assurance that a sufficient market will develop for those products.

Strategic report for the year ended 30 April 2017 (continued)

Principal risks and uncertainties (continued)

We may not receive significant revenues from our current research and development efforts for several years, if at all.

Developing software products is expensive, and the investment in product development often involves a long return on investment cycle. We have made and expect to continue to make significant investments in research and development and related product opportunities. Accelerated product introductions and short product life cycles require high levels of expenditures for research and development that could adversely affect our operating results if not offset by revenue increases. We believe that we must continue to dedicate a significant amount of resources to our research and development efforts to maintain our competitive position. However, we do not expect to receive significant revenues from these investments for several years, if at all.

If we are unable to attract appropriate qualified personnel, we will be unable to develop new products and increase our revenue and profitability.

In the software industry, there is substantial and continuous competition for account executives, product development, technical, financial and other personnel. The failure to attract and retain account executives will negatively impact our revenue growth and increases costs to attract new employees. We also rely on the continued service of our senior management, software developers, services consultants, finance and accounting specialists, and other key employees. The failure to attract, train, retain and effectively manage employees could negatively impact our development and efforts and cause a degradation of our customer service.

On behalf of the Board



G Czarnecki
Director, 7 March 2018

Directors' report for the year ended 30 April 2017

The directors present their report and the audited financial statements of the company for the year ended 30 April 2017.

Directors

The directors who held office during the period and up until the date of signing these financial statements are given below:

J B Kasper
G Czasznicki
J Allsop

For the full period and up to the date of signing of the financial statements the company has provided an indemnity for its directors and the secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Recommended dividend

The directors do not recommend the payment of a dividend for the financial year (2016: £nil).

Future developments

Although the company incurred a statutory loss for the period, this is primarily caused by amortisation of the intangibles created on internal business combinations. The directors believe that the company's trading position is satisfactory and that the prospects for the future are good.

Financial risk management

The company is exposed to foreign exchange rate risk, interest rate risk, liquidity and cash flow risk, which are managed centrally by the Group's overall Treasury department although undertakes no hedging activities itself.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102) 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;
- state whether applicable UK Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgments and accounting estimates that are reasonable and prudent; 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.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director 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' report for the year ended 30 April 2017 (continued)

Going Concern

The directors have considered the group's strategy and, based on the responses to their enquiries, the directors, at the time of approving the financial statements, have determined that there is reasonable expectation that the company has adequate resources to continue operating for the foreseeable future. The directors have received a letter confirming financial support from Infor (US), Inc., which will enable the company to meet its liabilities as they fall due for the next 12 months from the date of signing these financial statements. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Employees

The company offers a range of methods to engage employees and maintain open communications. The group issues a monthly employee newsletter, weekly product update emails, periodic HR newsletters and customer success stories as well as social media feeds and an internal intranet. All employees are part of the employee appraisal scheme and have the opportunity to become involved in a number of employee engagement programmes including Infor's Professional Development Programme, Women's Infor Network and Infor University. All employees are aware of the financial and economic performance of the Group as a whole through the provision of quarterly results presentations.

The Company's aim is to recruit, train and promote the best person for the job, to make full use of the talents and resources of all our employees and to create a working environment free from unlawful discrimination, victimisation and harassment in which all employees are treated with dignity and respect, regardless of colour, race, nationality, ethnic origin, caste, sex, marital status, disability, part-time or fixed term status, parental responsibilities, age, religion/belief, gender reassignment, pregnancy and maternity or sexual orientation. Any employee who becomes disabled whilst in employment will be given the full support of line managers and the Human Resources Department to continue in their own job where practicable (and having put in place any reasonable adjustments), or to move to an alternative job appropriate to his/her experience and abilities, if available.

Branches outside the UK

The Company has a branch office in Dubai.

Independent auditors

PricewaterhouseCoopers LLP have expressed their willingness to continue in office and are deemed to be reappointed under Section 487(2) of the Companies Act 2006.

On behalf of the Board



G Gzaznicki,
Director,
7 March 2018

Independent auditors' report to the members of Infor (United Kingdom) Limited Report on the financial statements

Our opinion

In our opinion, Infor (United Kingdom) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 April 2017 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.

What we have audited

The financial statements, included within the Directors' reports and financial statements (the "Annual Report"), comprise:

- the balance sheet as at 30 April 2017;
- the profit and loss account and statement of comprehensive income for the year then ended;
- the statement of changes in equity 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 United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

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.

Independent auditors' report to the members of Infor (United Kingdom) Limited (continued)

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 5, 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) ("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.

What an audit of financial statements involves

We conducted our audit in accordance with 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Directors' 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. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Gareth Murfitt (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge, 7 March 2018

Profit and loss account for the year ended 30 April 2017

	Note	2017 Total £'000	2016 Total £'000
Turnover	5	156,703	137,502
Cost of sales		(117,327)	(103,650)
Gross profit		39,376	33,852
Distribution costs		(26,418)	(20,625)
Total administrative expenses		(22,588)	(21,062)
Administrative expenses		(13,118)	(12,016)
Amortisation and impairment of goodwill		(9,470)	(9,046)
Operating loss	6	(9,630)	(7,835)
Interest receivable and similar income	9	4,794	5,161
Interest payable and similar expenses	10	(6,190)	(6,617)
Loss before taxation		(11,026)	(9,291)
Tax on loss	11	456	(13,264)
Loss for the financial year		(10,570)	(22,555)

All activities are derived from continuing operations.

Statement of comprehensive income for the year ended 30 April 2017

	2017 Total £'000	2016 Total £'000
Loss for the financial year being total comprehensive expense for the year	(10,570)	(22,555)

Balance sheet as at 30 April 2017

	Note	30 April 2017 £'000	Restated 30 April 2016 £'000
Intangible assets	12	34,082	29,911
Tangible assets	13	3,550	3,445
Investments	14	12	12
Fixed assets		37,644	33,368
Debtors – amounts falling due after more than one year	15	39,244	42,315
Debtors – amounts falling due within one year	15	125,002	111,510
Cash at bank and in hand		16,195	10,109
Current assets		180,441	163,934
Creditors – Amounts falling due within one year	16	(124,973)	(77,451)
Net current assets		55,468	86,483
Total assets less current liabilities		93,112	119,851
Creditors – Amounts falling due after more than one year	17	(120,625)	(135,691)
Provisions for liabilities	18	(2,349)	(3,452)
Net liabilities		(29,862)	(19,292)
Capital and reserves			
Called up share capital	20	2	2
Profit and loss account		(29,864)	(19,294)
Total equity		(29,862)	(19,292)

The notes on pages 12 to 25 are an integral part of these financial statements.

The financial statements on pages 9 to 25 were approved by the board of directors on 7 March 2018 and were signed on its behalf by:


G Ciasznicki
Director

Statement of changes in equity for the year ended 30 April 2017

	Called up share capital £'000	Profit and loss account £'000	Total equity £'000
Balance as at 1 May 2015	2	1,853	1,855
Loss for the financial year	-	(22,555)	(22,555)
Total comprehensive expense for the year	-	(22,555)	(22,555)
Capital contribution*	-	1,408	1,408
Total transactions with owners recognised directly in equity	-	1,408	1,408
Balance as at 30 April 2016	2	(19,294)	(19,292)
Loss for the financial year	-	(10,570)	(10,570)
Total comprehensive expense for the year	-	(10,570)	(10,570)
Balance as at 30 April 2017	2	(29,864)	(29,862)

* During the year ended 30 April 2016 the group forgave certain intercompany creditor balances as part of an entity re-organisation totalling £1,408,000.

Notes to the financial statements for the year ended 30 April 2017**1) General information**

Infor (United Kingdom) Limited design, develop, market, sell, implement and support enterprise business software applications, primarily to large and medium-sized enterprises across a range of industries.

The company is a private company limited by shares and is incorporated and domiciled in England and Wales under registered number 2766416. The address of its registered office is One Central Boulevard, Blythe Valley Park, Shirley, Solihull, West Midlands, B90 8BG.

2) Statement of compliance

The individual financial statements of Infor (United Kingdom) Limited have been prepared in compliance with United Kingdom Generally Accepted Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006, under the provision of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410).

3) Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

Going concern

The directors have considered the group's strategy and, based on the responses to their enquiries, the directors, at the time of approving the financial statements, have determined that there is reasonable expectation that the company has adequate resources to continue operating for the foreseeable future. The directors have received a letter confirming financial support from Infor (US), Inc., which will enable the company to meet its liabilities as they fall due for the next 12 months from the date of signing these financial statements. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Exemptions for qualifying entities under FRS102

FRS 102 allows a qualifying entity certain disclosure exemptions. The company has taken advantage of the following exemptions:

- (i) a reconciliation of the number of shares outstanding at the beginning and end of the period. [FRS 102 para 4.12(a)(iv)];
- (ii) the requirement to prepare a statement of cash flows. [Section 7 of FRS 102 and para 3.17(d)];
- (iii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated. [FRS 102 paras 11.39 – 11.48A, 12.26 – 12.29]; and
- (iv) the non-disclosure of key management personnel compensation in total. [FRS102 para 33.7].

These exemptions are taken on the basis equivalent disclosures have been made in the group financial statements of Infor, Inc., in which the company's results and cash flows have been consolidated. The consolidated financials can be obtained from the Group Headquarters detailed in note 21.

3) Summary of significant accounting policies (continued)

Related party transactions

The company is a wholly owned subsidiary of Infor, Inc., and is included in the consolidated financial statements of Infor, Inc., which is incorporated in the United States of America and these financial statements are publicly available. Consequently, the company has taken advantage of the exemption from disclosing related party transactions with entities that are part of the Infor, Inc., group and there are no other related party transactions.

Consolidated financial statements

The company is a wholly owned subsidiary of its ultimate parent Infor, Inc., a company incorporated in the United States of America. It is included by full consolidation in the consolidated financial statements of Infor, Inc., which are publically available. Therefore the company is exempt by virtue of Section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the company's separate financial statements.

Foreign currencies

The company's functional and presentational currency is the pound sterling.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Turnover

We generate revenues primarily by licensing software, providing product updates and support and providing consulting services to our customers. Revenue is recorded net of applicable taxes.

Software license fees and subscriptions

Software license fees are primarily from sales of perpetual software licenses granting customers use of our software products and subscription revenues are generated through providing access to software products through our SaaS subscription offerings. License fees are recognised when the following criteria are met: 1) there is persuasive evidence of an arrangement, 2) the software product has been delivered, 3) the fees can be measured reliably, and 4) collectability is reasonably assured. SaaS revenue is recognised over the contract term once the software is made available through our SaaS offering.

We do not generally offer rights of return or acceptance clauses. If a software license contains rights of return or customer acceptance criteria, recognition of the software revenue is deferred until the earlier of customer acceptance or the expiration of the acceptance period or cancellation of the right of return.

We enter into multiple element arrangements for software and software related products and services, which may include software license, product updates and support and/or implementation and consulting services agreements. Revenue is allocated to undelivered elements based upon their fair value when the undelivered element is sold separately.

Certain software products are offered as term based license arrangements where the customer has the right to use the software for a specified period of time. Under these arrangements, license fees for multi-year term licenses can either be recognised up front when product updates and support obligations are charged separately and the product updates and support renewal rate and term are considered substantive, or are recognised rateably over the term of the underlying arrangement if the product updates and support renewal rate and term are not considered to be substantive.

3 Summary of significant accounting policies (continued)

Turnover (continued)

For customer arrangements that include license fees, implementation and/or other consulting services, the portion of the fees related to software licenses is generally recognised when delivered, as the implementation and consulting services typically qualify for separate recognition. The significant factors considered in determining whether the elements constitute multiple units of accounting for revenue recognition purposes include: 1) the nature of the services and consideration of whether the services are essential to the functionality of the licensed product, 2) degree of risk related to delivering the services, 3) availability of comparable services from other vendors, 4) timing of payments and 5) impact of milestones or acceptance criteria on the recognition of the software license fee. The portion of the fees related to implementation and other consulting services is recognised as such services are performed. If there is a significant uncertainty about the project completion or receipt of payment for the services, revenues are deferred until the uncertainty is sufficiently resolved. If it is determined that the services are not separable from the arrangement for revenue recognition purposes, the license fees and services are recognised using contract accounting either on a percentage of completion basis, measured by the percentage of labour hours incurred to date to estimated total labour hours for each contract, or on a completed contract basis when dependable estimates are not available.

Product updates and support fees

Product updates and support fees entitle the customer to receive, for an agreed upon period, unspecified product upgrades (when and if available), as well as support services including access to technical information and technical support staff. The maintenance period is typically twelve months and fees are recognised ratably over the term of the agreement.

Consulting Services

We also provide software-related services, including systems implementation and integration services, consulting, training, custom modification and application managed services. Consulting services are usually separately priced and are generally not essential to the functionality of our software products. Consulting services are generally provided under time and materials contracts and revenues are recognised as the services are provided. However, when we enter into arrangements with a fixed-fee or a maximum-fee basis or where services are considered essential to the functionality of the software, revenue is recognised based upon a percentage of completion method. Under this method, revenue is recognised based upon labour hours incurred as a percentage of total estimated labour hours to complete the project. Provisions for estimated losses on incomplete contracts are made in the period in which such losses are determined.

Deferred Revenues

Deferred revenues represent amounts billed or payments received from customers for software licenses, services and/or product updates and support in advance of recognising revenue or performing services. We defer revenues for any undelivered elements, and recognise revenues when the product is delivered or over the period in which the service is performed, in accordance with its revenue recognition policy for such elements.

Employee benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

Employees belong to the Infor Group Personal Pension Plan, a defined contribution scheme, under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the scheme are held separately from those of the company in an independently administered fund.

The company operates an annual bonus plan for certain employees. An expense is recognised in the profit and loss account when the company has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

3 Summary of significant accounting policies (continued)

Leases and lease incentives

The company has no finance leases. Rental income/(charges) receivable/(payable) under operating leases are taken to the profit and loss account on a straight line basis over the term of the lease.

Incentives received to enter into a finance lease reduce the fair value of the asset and are included in the calculation of present value of minimum lease payments. Incentives received to enter into an operating lease are credited to the profit and loss account, to reduce the lease expense, on a straight-line basis over the period of the lease.

The company has taken advantage of the exemption in respect of lease incentives on leases in existence on the date of transition to FRS 102 (1 June 2014) and continues to credit such lease incentives to the profit and loss account over the period to the first review date on which the rent is adjusted to market rates.

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Current or deferred taxation assets and liabilities are not discounted.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is recognised in respect of all timing differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or future taxable profits.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Intangible fixed assets

Intangible assets acquired separately from a business are capitalised at cost. Intangible assets acquired as part of an acquisition of a business are capitalised separately from goodwill if the fair value can be measured reliably on initial recognition. Intangible assets acquired as part of an acquisition are not recognised where they arise from legal or other contractual rights, and where there is no history of exchange transactions.

Intangible assets created within the business are not capitalised and expenditure is charged against profits in the year in which it is incurred.

Subsequent to initial recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment. Intangible assets are amortised on a straight line basis over their estimated useful economic life. The carrying value of intangible assets is reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

The useful economic lives of intangible assets are as follows:

Customer relationships	8 years
Goodwill	5 years

If there are indicators that the residual value or useful life of an intangible asset has changed since the most recent annual reporting period previous estimates shall be reviewed and, if current expectations differ the residual value, amortisation method or useful life shall be amended. Changes in the expected useful life or the expected pattern of consumption of benefit shall be accounted for as a change in accounting estimate.

3 Summary of significant accounting policies (continued)

Intangible fixed assets (continued)

The company has taken advantage of the exemption to not restate business combinations entered into before the transition to FRS102 (1 June 2014) and therefore any goodwill created on those business combinations will continue to be amortised over the useful economic life, without accounting for any associated intangibles.

Tangible fixed assets and depreciation

Fixed assets are included in the balance sheet at historical purchase cost less provision for impairment and accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided on all property, plant and equipment, at rates calculated to write-off the cost, less their estimated residual values, of each asset on a systematic basis over their expected useful lives as follows:

Land & buildings	40 years
Leasehold improvements	period of the lease
Office equipment	3 to 5 years
No depreciation is provided on freehold land	

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Impairment of non-financial assets

The company assesses at each reporting date whether an asset may be impaired. If any such indication exists the Group estimates recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through an impairment in profit and loss unless the asset is carried at a revalued amount where the impairment loss of a revalued asset is a revaluation decrease.

An impairment loss recognised for all assets, including goodwill, is reversed in a subsequent period if, and only if, the reasons for the impairment loss have ceased to apply.

Investments

Investments in subsidiary companies and associates are held at historic purchase cost less accumulated impairment losses.

The directors decide each year whether there is an indicator of impairment. If there is, the company evaluates the carrying value of investments. When it is determined that the carrying value exceeds the recoverable amount, the impaired amount is written off to the profit and loss account.

Provisions

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.

Research and development expenditure

Research and development expenditure is recharged to other group companies in the period in which it is incurred.

4) Critical accounting judgments and estimation uncertainty

Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However the nature of estimation means that the actual outcomes could differ from those estimates.

Goodwill and intangible assets

The company establishes a reliable estimate of the useful life of goodwill and intangible assets arising on business combinations. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected usual life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

4 Critical accounting judgments and estimation uncertainty (continued)

Contracts using percentage of completion

The company establishes the estimated costs to complete for the fixed price consulting contracts accounted for by the percentage of completion method. This estimate is based on a variety of factors, including management expertise and experience on similar contracts and will impact upon the value of turnover recognised for those contracts.

Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 15 for the net carrying amount of the debtors and associated impairment provision.

5) Turnover

Analysis of turnover by geography:

	2017 £'000	2016 £'000
UK	93,403	79,991
Rest of Europe	45,784	43,590
The rest of the world	17,516	13,921
Turnover	156,703	137,502

Analysis of turnover by category:

	2017 £'000	2016 £'000
Licence	19,831	19,756
SaaS	10,328	6,689
Product updates and support fees	78,448	68,950
Consulting services	47,249	38,221
Other	847	3,886
Turnover	156,703	137,502

6) Operating loss

	Note	2017 £'000	2016 £'000
Operating loss is stated after charging/(crediting):			
Depreciation of tangible fixed assets – owned	13	767	763
Amortisation of intangible assets	12	8,670	9,046
Impairment of intangible assets	12	800	-
Impairment of trade receivables		-	4
Foreign exchange gains		(23)	(1,284)
Operating lease charges		1,787	1,632
Services provided by the company's auditors			
- fees payable for the audit		147	149

7) Employee costs and numbers

	2017	2016
	£'000	£'000
Wages and salaries	49,376	44,503
Social security costs	5,124	5,134
Other pension costs	1,515	1,467
Staff costs	56,015	51,104

The company makes payments to a personal defined contribution pension scheme. The pension cost charge represents the contributions payable by the company. At 30 April 2017 contributions of £nil (30 April 2016: £nil) were outstanding.

The average monthly number of persons employed by the company during the year split by activity was:

By activity	2017	2016
	No.	No.
Administration	66	73
Computer consultants	414	439
Developers	2	1
Sales and marketing	165	147
	647	660

8) Directors' emoluments

No (2016: none) directors have been remunerated by this company. For the full year and comparative period, all other directors are remunerated by fellow group companies since these directors are either officers or directors of other group companies. The services of these directors to the company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the company for either period.

9) Interest receivable and similar income

	2017	2016
	£'000	£'000
Bank interest	24	16
Interest from fellow group undertakings	4,770	5,145
Interest receivable and similar income	4,794	5,161

10) Interest payable and similar expenses

	2017	2016
	£'000	£'000
Intercompany loan interest	6,190	6,617
Interest payable and similar expenses	6,190	6,617

11) Tax on loss

Tax on loss

Current tax

There were no current tax charges in the current or prior year.

Deferred tax

	2017	2016
	£'000	£'000
Deferred tax current year	(415)	(415)
Change in tax rate	(41)	-
Adjustment in respect of prior years	-	13,679
Total deferred tax (credit)/charge	(456)	13,264
Total tax (credit)/charge	(456)	13,264

Reconciliation of tax charge

The tax for the period is higher (2016: higher) than the standard rate of corporation tax in the UK. The differences are explained below:

11) Tax on loss (continued)

	2017	2016
	%	%
Standard (nominal) tax rate	19.9	20.0
	2017	2016
	£'000	£'000
Loss before taxation	(11,026)	(9,291)
Tax on loss at the standard rate	(2,196)	(1,858)
Effects of:		
Expenses not deductible for tax purposes	1,981	1,464
Capital allowances lower than depreciation	132	141
Other timing differences	(4)	(7)
Ineligible depreciation	17	7
Imputed interest	254	53
Group relief received for nil consideration	231	(215)
Adjustment in respect of prior year deferred tax	-	13,679
Re-measurement of deferred tax due to change in tax rate	41	-
Total tax (credit)/charge for the year	456	13,264

Deferred tax liability

	Deferred tax liability recognised		Full potential deferred tax asset	
	30 April 2017	30 April 2016	30 April 2017	30 April 2016
	£'000	£'000	£'000	£'000
Accelerated depreciation over capital allowances	-	-	2,670	2,722
Other timing differences	-	-	-	5
Tax losses carried forward	-	-	13,183	13,877
Deferred tax liability on business combination	(1,886)	(2,342)	(1,886)	(2,342)
	(1,886)	(2,342)	13,967	14,262
Recognised at start of year	(2,342)	10,922		
Prior year movement	-	(13,679)		
Deferred tax (charge)/credit in profit and loss	415	415		
Change in tax rate	41	-		
Liability recognised at end of year (note 18)	(1,886)	(2,342)		

In accordance with company accounting policy, the directors have recognised deferred tax assets to the extent that it is more likely than not that there will be sufficient taxable profits after available group relief in the foreseeable future, from which the reversal of the underlying timing differences can be deducted.

Tax rate changes

A number of changes to the UK Corporation tax system were announced in previous Budget Statements. The current rate reduction was substantively enacted in October 2015 and reduced the main rate of corporation tax from 20% to 19% from 1 April 2017. Further reductions have been enacted in September 2016 to reduce the corporation tax rate to 17% from 1 April 2020. The deferred tax assets and liabilities reflect these rates.

12) Intangible assets

	Customer relationships £'000	Goodwill £'000	Total £'000
Cost at 1 May 2016	17,307	35,073	52,380
Additions	764	12,877	13,641
Cost at 30 April 2017	18,071	47,950	66,021
Accumulated amortisation at 1 May 2016	(4,123)	(18,346)	(22,469)
Charge for the year	(2,218)	(6,452)	(8,670)
Impairment	-	(800)	(800)
Accumulated amortisation at 30 April 2017	(6,341)	(25,598)	(31,139)
Net book value at 30 April 2017	11,730	22,352	34,082
Net book value at 30 April 2016	13,184	16,727	29,911

The intangibles have been created through the following business combinations:

	Customer relationships £'000	Goodwill £'000
External acquisition of the trades of MIS UK Ltd, Lasata Software Ltd and RSL Business Solutions Ltd in December 2004	-	833
Internal re-organisation and acquisition of trades on 29 February 2012	-	8,609
Internal re-organisation and acquisition of trades on 1 June 2014	16,584	24,848
Acquisition of Saleslogix operations in September 2014	723	783
Acquisition of Accentia Dubai operations in March 2017	764	12,877
Total cost	18,071	47,950

Acquisitions and impairment

On 14 March 2017 the company acquired the Dubai operations of Accentia Middle East Ltd for consideration of £13,668,000, which included £764,000 and £12,877,000 of customer relationships and goodwill, with an expected life of 8 and 5 years, respectively. As the underlying trade is denoted in USD the company has recognised an impairment to the goodwill acquired due to the movement in the GBP:USD exchange rate meaning those cashflows are worth less, and the company has sold the underlying trade after the year end (note 22). The book value of the assets acquired is shown below with the fair value adjustments:

	Book value £'000	Fair value Adjustments £'000	Fair value £'000
Customer relationships	-	764	764
Current assets	1,229	(13)	1,216
Current liabilities	(1,647)	458	(1,189)
Net assets/(liabilities) after fair value adjustments			791
Consideration			13,668
Goodwill			12,877

As the acquisition occurred close to the end of the financial year the impact on the profit and loss account is not material.

13) Tangible assets

	Land & buildings £'000	Leasehold improvements £'000	Office equipment £'000	Total £'000
Cost at 1 May 2016	2,066	2,047	3,512	7,625
Additions	173	315	384	872
Disposals	-	-	(299)	(299)
Cost at 30 April 2017	2,239	2,362	3,597	8,198
Accumulated depreciation at 1 May 2016	47	1,662	2,471	4,180
Charge for the period	60	265	442	767
On disposals	-	-	(299)	(299)
Accumulated depreciation at 30 April 2017	107	1,927	2,614	4,648
Net book value at 30 April 2017	2,132	435	983	3,550
Net book value at 30 April 2016	2,019	385	1,041	3,445

14) Investments

	£'000
Cost at 1 May 2016 and 30 April 2017	78
Provisions as at 1 May 2016 and at 30 April 2017	66
Net book value at 30 April 2017 and 30 April 2016	12

Interests in group undertakings at 30 April 2017

Name of undertaking	Country of incorporation and principal area of operation	Proportion of ordinary equity share capital owned	Principal activity
Infor Global Solutions (Europe) Ltd	Ireland	100	Dormant
Infor (Saudi Arabia) Ltd	Kingdom of Saudi Arabia	10	Consultancy

The above companies operate principally in their country of incorporation. Their registered addresses are as follows:

Ireland – 8A Sandymount Business Centre, Sandymount, Dublin 18, Ireland.

Saudi - C/O Norton Rose, Mawhiba – Olaya Main Street, P.O. Box 52681, Riyadh 11573, Kingdom of Saudi Arabia.

In the opinion of the directors, the value of the above investments at 30 April 2017 was at least equal to the net book value.

15) Debtors

	2017 £'000	2016 £'000
Amounts owed by group undertakings due after more than one year	39,244	42,315
Debtors – amounts falling due after more than one year	39,244	42,315
Trade debtors	26,375	18,135
Amounts owed by group undertakings due within one year	90,394	87,928
Prepayments and accrued income	8,233	5,447
Debtors – amounts falling due within one year	125,002	111,510

Amounts owed by group undertakings includes £39,244,000 (2016: £42,315,000) receivable after more than one year, the remainder repayable on demand. Amounts owed by group undertakings are unsecured, with £103,757,000 (2016: £85,335,000) earning interest at rates between LIBOR + 3.5% and LIBOR + 4.75% (2016: LIBOR + 3.5% and LIBOR + 4.75%).

Trade debtors are stated after provision for impairment of £119,000 (2016: £310,000).

16) Creditors – Amounts falling due within one year

	2017 £'000	Restated 2016 £'000
Trade creditors	3,891	3,588
Amounts owed to group undertakings	52,343	16,016
Taxation and social security	4,743	4,638
Accruals and deferred income	63,996	53,209
Creditors due within one year	124,973	77,451

Amounts owed to group undertakings are unsecured and are repayable on demand. Interest is charged at a rate of LIBOR plus 4.75% on an amount of £17,687,000 (2016: £nil), the remainder being interest free.

The deferred tax liability was reclassified to provisions for liabilities in note 18.

17) Creditors – Amounts falling due after more than one year

	2017 £'000	2016 £'000
Amounts owed to group undertakings	120,170	134,780
Accruals and deferred income	455	911
Creditors due after more than one year	120,625	135,691

Amounts owed to group undertakings are unsecured and are repayable on dates to 30 April 2020. Interest is charged at rates of between LIBOR + 3.65% and LIBOR + 4% (2016: LIBOR + 3.65% and LIBOR + 4%).

18) Provisions for liabilities

	Premises £'000	Deferred tax provision £'000	Total £'000
At 1 May 2016 as restated	1,110	2,342	3,452
Charged/(credited) to the profit and loss account	-	(456)	(456)
Utilised in the year	(647)	-	(647)
At 30 April 2017	463	1,886	2,349

Premises

The premises provision relates to dilapidations on four properties. It has been calculated using an estimated cost per square foot. The provision will be utilised in meeting obligations prior to the lease expiry dates which fall due between September 2017 and May 2026.

Deferred tax

The provision for deferred tax was created on a business combination (note 11). The deferred tax liability expected to reverse in the year to 30 April 2018 is £394,000, in line with the amortisation on the related intangible asset.

19) Commitments under operating leases

At 30 April 2017 the company had the following future minimum lease payments under non-cancellable operating leases as set out below.

	2017 £'000	2016 £'000
Operating leases which expire:		
Within one year	1,487	1,933
Between one and five years	3,292	625
More than 5 years	168	-
Operating lease commitments	4,947	2,558

The cost of the commitment of the lease of two (2016: two) properties amounting to £814,000 (2016: £163,000) per annum are borne by fellow group companies.

20) Called up share capital

	2017 £'000	2016 £'000
Authorised		
1,000 (2016: 1,000) ordinary shares of £1 (2016: £1) each	1	1
1,000 (2016: 1,000) "A" ordinary shares of £1 (2016: £1) each	1	1
Authorised share capital	2	2
1,000 (2016: 1,000) ordinary shares of £1 (2016: £1) each	1	1
1,000 (2016: 1,000) "A" ordinary shares of £1 (2016: £1) each	1	1
Allotted and fully paid	2	2

Class 'A' ordinary shares have no voting rights. In all other respects they rank pari passu with the ordinary shares and neither class of share is subject to any restrictions on the distribution of dividends or repayment of capital.

21) Controlling parties

The immediate parent undertaking is Systems Union Group Limited, a company incorporated in England and Wales.

Until 16 February, 2017 the ultimate parent undertaking and ultimate controlling party was Golden Gate Capital, a private equity firm registered in the United States of America.

On 17 February, 2017 an affiliate of Koch Equity Development LLC (KED), the investment and acquisition subsidiary of Koch Industries, Inc., invested more than \$2 billion in Infor, Inc.

Subsequently the ultimate parent became IGS Holding, LP, a limited partnership registered in the United States of America. There is no ultimate controlling party as both Golden Gate Capital, a private equity firm registered in the United States of America, and Koch Industries, Inc., a Corporation registered in the United States of America, each having a significant influence.

Infor, Inc., a company incorporated in the United States of America, is the parent undertaking of the largest and smallest group to consolidate these financial statements. Those financial statements can be obtained from our Corporate Headquarters, 641 Avenue of the Americas, 4th Floor, New York, NY 10011, United States of America.

22) Post balance sheet event

On 1 August 2017, the company sold the Middle East distribution rights for the Infor M3 product, acquired as part of the Accentia acquisition in the financial year, for USD15,494,000 to Infor (Sweden) AB, the fellow group company that owns the intellectual property of the Infor M3 product.