Company Registration No. 03079792 (England and Wales)

MISYS AFRICA LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2021

MISYS AFRICA LIMITED

COMPANY INFORMATION

Directors	S Dowler T Schloesser N Blagden J Barker
Company number	03079792
Registered office	Four Kingdom Street Paddington London W2 6BD
Independent auditors	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH

MISYS AFRICA LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MAY 2021

On behalf of the Board of Directors, it is my pleasure to present the annual report and the audited financial statements of Misys Africa Limited ("the Company") for the year ended 31 May 2021.

Principal activities
The principal activity of the Company was that of acting as the head office for its Kenyan branch. The Company is a subsidiary of Finastra Limited and Tahoe Bidco Limited. Tahoe Bidco Limited, operating and known as Finastra, is the parent company of Finastra Limited and its subsidiaries ("the group" or "the Tahoe Bidco group"). The Kenyan branch of the Company undertakes sales support for the Tahoe Bidco group's customers in Middle East and Sub-Saharan Africa. Finastra is one of the leading global technology companies focusing on selling software and financial services to the banking and financial services sector globally.

Results and dividends
The results for the year are set out on page 9. The Company suffered a loss during the year mainly due to a decline in revenue. Revenue decreased as the Kenyan branch of the Company supported less projects across the Tahoe Bidco group and recharged less as a result. The decrease in administrative expenses was due to lower payroll costs following restructuring at the end of the prior year and lower travel costs due to travel restrictions and a move to remote deployment of resources.

No ordinary dividends were paid during the year (2020: £nil). The Directors do not recommend payment of a final dividend.

Directors
The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

S Dowler	
T Schloesser	
K Metzroth	(Resigned 31 May 2022)
S Pemble	(Resigned 29 January 2021)
N Blagden	(Appointed 1 July 2020)
T Kilroy	(Resigned 30 June 2020)
J Barker	(Appointed 29 January 2021)

Qualifying third party indemnity provisions
All Directors have been granted an indemnity by the intermediate parent company, Finastra Limited, 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 approval of this report.

Financial risk management

Liquidity risk
The Tahoe Bidco group of which the Company is part of manages the operations of the entire group including that of the Company. The Company, through the group, has access to a Revolving Credit Facility ('RCF') which has financial covenant compliance obligations. The Company along with the Tahoe Bidco group aims to achieve outstanding financial performance to maintain the availability of liquidity and to allow further investments and management of the group's debt and liquidity position. Further details of the policy are available within Note 25.5 of the group's annual report. The Tahoe Bidco Group has confirmed financial support to the Company, including, not seeking the repayment of amounts advanced to the Company by the parent and/or other members of the parent group unless adequate alternative financing has been secured by the Company; and advancing further amounts to the Company as required to allow them to meet their obligations as they fall due.

MISYS AFRICA LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MAY 2021

Foreign exchange currency risk

The Company operates internationally and is exposed to foreign currency fluctuations, primarily the US dollar and the euro. 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 managed through hedging arrangements and is illustrated by the sensitivity analysis in note 25.2 of the group's annual report.

Credit risk

The Company's principal financial assets are its intercompany receivables. The group regularly reviews intercompany balances for impairment and, where appropriate, adjustments are made to the carrying value at subsidiary level.

Donations

There were no political donations during the year (2020: £nil) and the Company did not incur any political expenditure (2020: £nil).

Going concern

Accounting standards require that Directors satisfy themselves that it is reasonable for them to conclude whether it is appropriate to prepare the financial statements on a going concern basis.

A letter of support has been received from Tahoe Bidco Limited, stating that it will provide continuing financial support as necessary to enable the Company to meet its obligations as and when they fall due for a period of at least 12 months from the date of approval of these financial statements.

The Directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis, placing reliance on the support letter, as from the perspective of the Company, its operations, risks and uncertainties are integrated with those of the group. The going concern assumption has, at a group level, been critically reassessed as at the date of signing these financial statements considering the challenges posed by the current business and operating environment. The group's forecasts and projections have been stress-tested considering historical performance against prior year forecasts and reduced cash flow conversion achievement. Applying these assumptions, the Company is expected to continue trading as going concern based on the Company's forecast for at least the next 12 months from the date of approval of these financial statements.

The Group has a significant recurring revenue base of multiyear software solution contracts and provides software to leading financial institutions which underpins continuing financial resilience. Only an unrealistic immediate and permanent reduction in EBITDA and cash flow conversion would trigger a breach of our revolving credit facility. The group continues to strategically implement cash management initiatives to mitigate such risks. Actions aimed at ensuring improved cash flow conversion are continuously being taken and based on results achieved, the group is well positioned to be able to manage any uncertainty. Based on the above, the directors are confident that the group is capable of providing support to the company for at least 12 months from the date of approval of these financial statements. For this reason, they continue to adopt the going concern basis in preparing these financial statements.

Cautionary statement regarding forward-looking information

Where this document contains forward-looking statements, these are made by the Directors in good faith based on the information available to them at the time of their approval of this report. These statements should be treated with caution due to the inherent risks and uncertainties underlying any such forward-looking information. A number of factors, including those in this document, could cause actual results to differ materially from those contained in any forward-looking statement.

MISYS AFRICA LIMITED

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2021

COVID-19
Businesses including the Tahoe Bidco group are more alert to any changes that could impact the way we work, and more robust back-up planning has been undertaken to ensure business can continue even if unforeseen issues arise. Furthermore, the wider impact from COVID-19 has been the increased concern for the welfare of employees physical and mental health. From the perspective of the Company, its operations, risks and uncertainties are integrated with those of the Tahoe Bidco group and are not managed separately. Therefore, the Directors of the Company in coordination with Tahoe Bidco group continued to monitor the above areas and its impact on the Company's business endeavoring to mitigate any adverse effects it may have on the carrying value of the Company's assets, liabilities, and its operations. Though the UK government removed all restrictions in UK, this is not the case in other countries and Directors continue to monitor the impact of COVID-19 at a regional or country level, in compliance with local laws.

Overseas branches
The Company operates through an overseas branch in Kenya.

Post reporting date events
No subsequent events have occurred after 31 May 2021 until the date of signing these financial statements.

Future developments
The Tahoe Bidco group of which the Company is a part of plans to invest more in increasing its sales in the future as part of its three year "Reach Beyond" strategy. This strategy will see the group focus on development of Banking as a Service (BAAS) solutions including product development, customer migrations to new software versions, pushing customers to cloud, and accelerating our cloud development. The Tahoe Bidco group has continued to undertake considerable research and development efforts. Ongoing investment in new technology and functionality has, and will continue to, enable the group to maintain and strengthen its market leading position as it accompanies its clients to a cloud-based digital world. The Directors of the Company are actively working with the Tahoe Bidco group management to support them with their above strategy. The function of the Company as head office of its Kenya branch will remain unchanged.

Independent auditors
The auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

MISYS AFRICA LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MAY 2021

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 FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements 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 safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also 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.

Directors' confirmations
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.

Statement of disclosure to auditors
So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, each Director has taken all the necessary steps that they ought to have taken as a Director in order to make themselves aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

Small companies exemptions
In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

The Company has also taken the exemption not to prepare a strategic report.

Approved by the Board of Directors on 7th July 2022 and signed on behalf of the Board by:

DocuSigned by:
James Barker
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J Barker
Director

Independent auditors' report to the members of Misys Africa Limited

Report on the audit of the financial statements

Opinion

In our opinion, Misys Africa Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 May 2021; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Independent auditors' report to the members of Misys Africa Limited

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 May 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Independent auditors' report to the members of Misys Africa Limited

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to anti-corruption, data protection, health and safety, employment, tax and global economic sanctions and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the fraudulent posting of journals, significant or unusual transactions outside the normal course of business and management bias in making significant accounting judgements and estimates. Audit procedures performed by the engagement team included:

- Enquiry of management regarding actual and potential litigations and claims;
- Review of board meeting minutes for any instances of non-compliance with laws, regulations and fraud and to identify any unusual transactions outside the normal course of business;
- Challenging assumptions and judgements made by management in determining significant accounting estimates and independently reviewed and tested assumptions in relation to such judgements and estimates along with the related disclosures in the financial statements; and
- Identifying and testing a sample of journal entries throughout the whole year, which met our pre-defined fraud risk criteria.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of Misys Africa Limited

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

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

7 July 2022

MISYS AFRICA LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MAY 2021

	Note	2021 £000	2020 £000
Revenue	**5**	482	830
Administrative expenses		(572)	(784)
Operating (loss)/profit	**7**	(90)	46
Interest receivable and similar income	**9**	6	1
Interest payable and similar expenses	**10**	(51)	(64)
Loss before taxation		(135)	(17)
Tax on loss	**11**	-	27
(Loss)/profit for the financial year		(135)	10
Other comprehensive expense:			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		(6)	(6)
Total items that may be reclassified to profit or loss		(6)	(6)
Total other comprehensive expense for the year		(6)	(6)
Total comprehensive (expense)/income for the year		(141)	4

Company Registration No. 03079792

MISYS AFRICA LIMITED

STATEMENT OF FINANCIAL POSITION
AS AT 31 MAY 2021

	Note	2021 £000	2020 £000
Non-current assets			
Property, plant and equipment	12	-	1
Trade and other receivables	14	1,525	977
		1,525	978
Current assets			
Trade and other receivables	14	464	1,404
Current tax receivable		29	29
		493	1,433
Current liabilities			
Trade and other payables	15	(452)	(1,776)
Taxation and social security		-	(2)
		(452)	(1,778)
Net current assets/(liabilities)		41	(345)
Total assets less current liabilities		1,566	633
Non-current liabilities			
Trade and other payables	15	(2,522)	(1,448)
Net liabilities		(956)	(815)
Equity			
Called up share capital	17	1	1
Translation reserve	18	(5)	1
Accumulated losses	18	(952)	(817)
Total shareholders' deficit		(956)	(815)

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements on pages 9 to 23 were approved by the Board of Directors on 7/7/2022 and signed on behalf of the Board by:

DocuSigned by:

James Barker

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J Barker

Director

MISYS AFRICA LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MAY 2021

	Called up share capital £000	Translation reserve £000	Accumulated losses £000	Total £000
Balance at 1 June 2019	1	7	(827)	(819)
Year ended 31 May 2020:				
Profit for the year	-	-	10	10
Other comprehensive expense:				
Exchange differences on translation of foreign operations	-	(6)	-	(6)
Total comprehensive income for the year	-	(6)	10	4
Balance at 31 May 2020	1	1	(817)	(815)
Year ended 31 May 2021:				
Loss for the year	-	-	(135)	(135)
Other comprehensive expense:				
Exchange differences on translation of foreign operations	-	(6)	-	(6)
Total comprehensive expense for the year	-	(6)	(135)	(141)
Balance at 31 May 2021	1	(5)	(952)	(956)

MISYS AFRICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2021

1 General information

Misys Africa Limited is a private company limited by shares incorporated and domiciled in England and Wales whose registered office is Four Kingdom Street, Paddington, London, W2 6BD.

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

2 Accounting policies

Accounting convention

The financial statements have been prepared in accordance with Financial Reporting Standard 101: Reduced Disclosure Framework ("FRS 101").

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1,000, unless otherwise indicated.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

In preparing these financial statements, the company applies the recognition and measurement requirements of adopted International Financial Reporting Standards ("IFRS"), amended where necessary in order to comply with Companies Act 2006.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements and, where relevant, equivalent disclosures have been made in the Group financial statements of the ultimate controlling party, in accordance with FRS 101:

- Presentation of a Statement of Cash Flows and related notes;
- Disclosure of the future impact of new International Financial Reporting Standards in issue but not yet effective at the reporting date;
- Revenue disclosures, including:-
  - Disaggregated and total revenue from contracts with customers;
  - Explanation of significant changes in contract assets, contract liabilities and contract costs;
  - Description of when performance obligations are satisfied, significant payment terms, and the nature of goods and services to be transferred;
  - Aggregate transaction price allocated to unsatisfied performance obligations and when revenue is expected to be recognised;
  - Significant judgements in determining the amount and timing of revenue recognition and the amount of capitalised costs to obtain or fulfil a contract;
  - Methods used to recognise revenue over time, determine transaction price and amounts allocated to performance obligations and determine amortisation of capitalised cost to obtain or fulfil a contract;
- Financial instrument disclosures, including:-
  - Carrying amounts and fair values of financial instruments by category and information about the nature and extent of risks arising on financial instruments;
  - *Income, expenses, gains and losses on financial instruments*;
  - Details of credit losses, collateral, loan defaults or breaches;
- Valuation technique(s) and assumptions used to measure recoverable amounts for impairment tests in respect of:-
  - assets or CGUs for which impairment losses are recognised or reversed in the period where recoverable amount is based on fair value less costs of disposal;
- Comparative narrative information that continues to be relevant to the current period;

2 Accounting policies (Continued)

- Comparative period reconciliations for the carrying amounts of property, plant and equipment and intangible assets, if any;
- Disclosure of key management personnel compensation, and amounts incurred for the provision of key management personnel services by a separate management entity;
- Related party disclosures for transactions with the parent or wholly owned members of the group; and
- Disclosure of the objectives, policies and processes for managing capital.

Misys Africa Limited is a wholly owned subsidiary of Tahoe Bidco Limited, a company incorporated in the Cayman Islands. The results of Misys Africa Limited are included in the consolidated financial statements of Tahoe Bidco Limited which can be obtained as set out in note 20.

Going concern

Accounting standards require that directors satisfy themselves that it is reasonable for them to conclude whether it is appropriate to prepare the financial statements on a going concern basis.

A letter of support has been received from Tahoe Bidco Limited, stating that it will provide continuing financial support as necessary to enable the company to meet its obligations as and when they fall due for a period of at least 12 months from the date of approval of these financial statements.

The directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis, placing reliance on the support letter, as from the perspective of the company, its operations, risks and uncertainties are integrated with those of the group. The going concern assumption has, at a group level, been critically reassessed as at the date of issuing these financial statements considering the challenges posed by the current business and operating environment. The group's forecasts and projections have been stress-tested considering historical performance against prior year forecasts and reduced cash flow conversion achievement. Applying these assumptions, the company is expected to continue trading as going concern based on company's forecast for at least the next 12 months from the date of approval of these financial statements.

The Group has a significant recurring revenue base of multiyear software solution contracts and provides software to leading financial institutions which underpins continuing financial resilience. Only an unrealistic immediate and permanent reduction in EBITDA and cash flow conversion would trigger a breach of our revolving credit facility. The group continues to strategically implement cash management initiatives to mitigate such risks. Actions aimed at ensuring improved cash flow conversion are continuously being taken and based on results achieved, the group is well positioned to be able to manage any uncertainty. Based on the above, the directors are confident that the group is capable of providing support to the company for at least 12 months from the date of approval of these financial statements. For this reason, they continue to adopt the going concern basis in preparing these financial statements.

Related party revenue

The company recognises revenue from sales of services and operational support provided to other group entities who have operations in the Middle East & Sub-Saharan African region at the point in time when it satisfies a performance obligation by transferring control of a service to them. The amount of revenue recognised comprises of reimbursement of costs incurred, which is calculated based on the underlying value of the expense incurred in providing the support services plus a mark-up based on the service agreement and excludes amounts collected on behalf of third parties, if any, such as Value Added Tax.

2 Accounting policies (Continued)

Property, plant and equipment
Property, plant and equipment are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Fixtures and fittings	4 - 10 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of comprehensive income.

Impairment of non-financial assets
At each reporting end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Financial assets
Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

Financial assets held at amortised cost
Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (e.g. trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

2 Accounting policies (Continued)

Impairment of financial assets
The company recognises an allowance for expected credit losses (ECLs), for all debt instruments not held at fair value through the income statement. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the company expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Intercompany receivables and payables
Intercompany receivable and payable balances are recognised at fair value being the invoiced amount. All Intercompany receivables and payables are unsecured and repayable on demand. The Intercompany receivable balances are deemed to have a near zero expected credit loss. In making this determination the Company has placed reliance on a letter of support received from Tahoe Bidco Limited (the group parent Company) whereby they have confirmed and will ensure that in relation to amounts owed by fellow subsidiaries that such subsidiaries have sufficient financial and other resources to satisfy any financial obligations created by such intercompany payables they hold, as and when such obligations fall due and are called upon.

Derecognition of financial assets
Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Financial liabilities
The company recognises financial debt when the company becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

Other financial liabilities
Trade payables
Trade payables are recognised initially at fair value, which is usually the original invoice value, and subsequently measured at amortised cost using the effective interest method. If payment is due within one year or less, payables are classified as current liabilities, if not, they are presented as non-current liabilities.

Derecognition of financial liabilities
Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

Equity instruments
Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation
The tax expense represents the sum of the tax currently payable and deferred tax.

2 Accounting policies (Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The company recognises termination benefits at the earlier of the following dates: (a) when the company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for restructuring that is within IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' and involves the payment of termination benefits.

MISYS AFRICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2021

2 Accounting policies (Continued)

Foreign exchange
Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

The balances at year end have been converted to sterling at year end closing rate and transactions during the year have been converted to sterling at average rate during the year, with the difference then going through foreign exchange translation reserve.

3 Adoption of new and revised standards and changes in accounting policies

There are no new and revised Standards and Interpretations that have been adopted by the company that have an effect on the current period or a prior period or may have an effect on future periods.

4 Critical accounting estimates and judgements

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Key sources of estimation uncertainty

Expected credit loss
The Company has placed reliance on a letter of support received from Tahoe Bidco Limited (the group parent Company) whereby they have confirmed and will ensure that in relation to amounts owed by fellow subsidiaries that such subsidiaries have sufficient financial and other resources to satisfy any financial obligations created by such intercompany payables they hold, as and when such obligations fall due and are called upon. Due to the group financing structure of the Group the Company has assessed Tahoe Bidco Limited's ability to provide this support if required and assumed the default risk on the receivables is therefore nil, based on the ability of the group as a whole to settle the loans to the various counterparties. If the group was not able to support these payments this would result in the full amount being impaired with an impact of £1,796,000 (2020: £2,226,000) on the financial statements.

5 Revenue

	2021 £000	2020 £000
Revenue analysed by class of business		
Related party revenues	482	830

	2021 £000	2020 £000
Timing of revenue recognition		
Revenues recognised at a point in time	482	830

	2021 £000	2020 £000
Revenue analysed by geographical market		
United Kingdom	476	770
Africa	3	24
Rest of the world	3	36
	482	830

The above related party revenues are primarily derived out of the sales support services agreement which the Kenyan branch of the company has with Finastra International Limited.

6 Employees

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

	2021 Number	2020 Number
Sales staff	4	4
Global services	2	2
	6	6

Their aggregate remuneration comprised:

	2021 £000	2020 £000
Wages and salaries	369	495
Other pension costs	23	33
	392	528

MISYS AFRICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2021

7 *Operating (loss)/profit*

	2021 £000	2020 £000
Operating (loss)/profit for the year is stated after charging:		
Exchange losses	30	51
Depreciation of property, plant and equipment	1	-

8 Auditor's remuneration

Fees payable to the company's auditors and their associates:	2021 £000	2020 £000
For audit services		
Auditor's remuneration	21	20

9 Interest receivable and similar income

	2021 £000	2020 £000
Interest receivable from group companies	6	1

10 Interest payable and similar expenses

	2021 £000	2020 £000
Interest on financial liabilities measured at amortised cost:		
Interest payable to group undertakings	51	64

11 Tax on loss

	2021 £000	2020 £000
Current tax		
Foreign tax on loss for the year	-	(41)
	-	(41)
Deferred tax		
Origination and reversal of temporary differences	-	14
Total tax (credit)	-	(27)

MISYS AFRICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2021

11 Tax on loss (Continued)

The tax on loss for the year included in the statement of comprehensive income can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	2021 £000	2020 £000
Loss before taxation	(135)	(17)
Expected tax credit based on a corporation tax rate of 19.00% (2020: 19.00%)	(26)	(3)
Change in unrecognised deferred tax assets	-	1
Group relief	26	2
Foreign tax	-	(41)
Reversal of deferred tax	-	14
Taxation charge/(credit) for the year	-	(27)

On the 3 March 2021, the UK Government announced an increase in the main UK corporation tax rate from 19% to 25% with effect from 1 April 2023. The change in rate was substantively enacted on 24 May 2021. Deferred tax assets and liabilities at 31 May 2021 have been measured using these newly enacted tax rates.

As at 31 May 2021, there is an unrecognised deferred tax asset of nil (2020: nil) which has not been recognised as it is uncertain whether the company will have sufficient future profits to utilise the tax losses. The movement in the unrecognised deferred tax asset reflects the grossed-up increase in tax loss carried forward within this entity.

12 Property, plant and equipment

	Fixtures and fittings £000
Cost	
At 1 June 2020 and 31 May 2021	2
Accumulated depreciation	
At 1 June 2020	1
Charge for the year	1
At 31 May 2021	2
Carrying amount	
At 31 May 2021	-
At 31 May 2020	1

12 Property, plant and equipment (Continued)

Rounding's on presentation to the nearest £1,000 in the table above have resulted in a depreciation charge for the year of £1,000 (2020: £nil). The accumulated depreciation brought forward totalled £1,248 (2020: £927) and the depreciation charge for the year was £253 (2020: £282) which is included in administrative expenses within the statement of comprehensive income.

13 Contract costs

The following table provides information about contract costs by category of asset, included in trade and other receivables as contract costs recoverable:

	2021 £000	2020 £000
Commission fees	187	140
	187	140

Management expects that incremental commission fees paid to employees as a result of obtaining contracts, are recoverable. The company has therefore capitalised these fees as contract costs in the amount of £187,000 at 31 May 2021 (2020: £140,000). Capitalised fees are amortised when the related revenues are recognised.

As permitted by IFRS 15, the company recognises the incremental costs of obtaining contracts as an expense when incurred if the amortisation period of the assets that the company otherwise would have recognised is one year or less.

14 Trade and other receivables

	Current		Non-current	
	2021 £000	2020 £000	2021 £000	2020 £000
Contract costs recoverable	48	40	139	100
Other receivables	6	14	-	-
Amounts owed by fellow group undertakings	410	1,349	1,386	877
Prepayments	-	1	-	-
	464	1,404	1,525	977

The amounts owed to the company by fellow group undertakings are unsecured and repayable on demand. However, payment of £1,386,000 (2020: £877,000) is not expected to be recalled within 12 months from the reporting date and so these amounts are classified as non-current assets.

Of the non-current amounts due from fellow group undertakings, £1,297,000 (2020: £775,000) is interest bearing and they attracted interest in the range of 1.17% to 1.33% (2020: 1.54%).

MISYS AFRICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2021

15 *Trade and other payables*

	Current		Non-current	
	2021	**2020**	**2021**	**2020**
	£000	**£000**	**£000**	**£000**
Trade payables	1	-	-	-
Amounts owed to fellow group undertakings	287	1,588	2,522	1,448
Accruals	164	188	-	-
	452	1,776	2,522	1,448

Amounts owed to group undertakings are unsecured and repayable on demand. However, Tahoe Bidco group have confirmed in writing on behalf of the counterparties that payment of £2,522,000 (2020: £1,448,000) will not be recalled within 12 months from the reporting date and so these amounts are classified as non-current liabilities.

Of the non-current amounts owed to the group undertakings above, £2,036,000 (2020: £975,000) was interest bearing and interest was charged on these amounts ranging from 5.02% to 5.337% (2020: 5.54% to 7.48%).

16 Other pension costs

Defined contribution schemes
The Company participates in the Kenya Government operated National Social security Fund and as required by the fund rules, employer and employee contributions are deposited with the fund on a monthly basis.

The charge to profit or loss in respect of contributions to the above fund and cash pension benefit was £23,000 (2020: £33,000). At the reporting date an amount of £nil (2020: £nil) remained outstanding.

17 Called up share capital

	2021	**2020**
	£000	**£000**
Ordinary share capital		
Issued and fully paid		
1,000 (2020: 1,000) Ordinary shares of £1 each	1	1
	1	1

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

18 Reserves

Translation reserve
The translation reserve represents amounts arising as a result of translating the Kenyan branch's financial statement items from their functional currency into the company's presentation currency.

Accumulated losses
Accumulated losses represent cumulative profit and loss net of distributions to, and contributions from, the owners.

MISYS AFRICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MAY 2021

19 Contingent liabilities

On 13 June 2017 as part of the combination with D+H, Vista Equity Partners, the Tahoe Bidco Group's ultimate controlling party arranged for new external debt finance to refinance its existing debt and provide funding for the acquisition of D+H.

At the year-end, the company, together with several other wholly owned subsidiaries of the group also guaranteed the main credit facilities of the group. The credit facilities consist of a $3,582m (2020: $3,582m) and €940m (2020: €940m) First Lien Term Loans, a $1,245m (2020: $1,245m) Second Lien Term Loan, and a Multi-Currency Revolving Credit Facility ("new RCF") totaling $400m (2020: $400m). The First Lien Term loans mature on 13 June 2024, the Second Lien Term loan matures on June 13, 2025, and the RCF has been renewed until 2024 at $375m. Under the credit facilities, there is a fixed and floating charge over all the assets of the company, as well as a negative pledge over the assets.

Net Group finance costs were $531.1m (May 2020: $532.6m), predominantly reflecting interest costs on term loans related to $3,582.0m and €940.0m First Lien Term Loans, $1,245.0m Second Lien Term Loan and $875.0m of Series A Preference Shares. The associated interest on the facilities was $475.4m (May 2020: $496.1m) of total finance costs with the cost of financing decreasing as the year progressed and interest rates being lower compared to the prior year, for US-Dollar-denominated debt. The Group has entered into cross-currency and interest rate swaps to mitigate the risk of fluctuations in the interest rate and foreign exchange. Further details on derivative financial instruments are available in the Tahoe Bidco Group accounts.

Contingent liabilities that are quantifiable generally arise from guarantees, letters of credit and bonds that have been issued in support of tenders submitted to prospective customers. There were no such commitments for the company as at the reporting date.

The company and its subsidiaries may be parties to legal actions and claims arising in the ordinary course of business. Whilst the outcome of current outstanding actions and claims remains uncertain, it is expected that they will be resolved without a material impact to the company's financial position.

The company considers that it is remote that any material liabilities will arise from any other contingent liabilities which are not identified above.

20 Controlling party

The company's immediate parent company is Finastra Holdings Limited, whose registered office address is Four Kingdom Street, Paddington, London, W2 6BD.

The parent company of the smallest group in which the company is included in consolidated financial statement is that of Finastra Limited, a company incorporated in the Cayman Islands. The parent company of the largest group in which the company is included in consolidated financial statements is that of Tahoe Bidco Limited, a company incorporated in Cayman Islands. Copies of the consolidated financial statements of Finastra Limited and Tahoe Bidco Limited may be obtained from Finastra Group Secretariat, Four Kingdom Street, Paddington, London, W2 6BD.

The ultimate parent company and ultimate controlling party is Vista Equity Partners, incorporated in the United States of America.