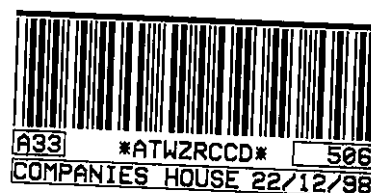


Company Registration Number 3258993

JOANNA MISYS LIMITED

Report and Financial Statements

31 May 1998



JOANNA MISYS LIMITED

DIRECTORS' REPORT

The Directors present their annual report and audited financial statements for the year ended 31 May 1998.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

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

RESULTS AND DIVIDENDS

The results of the Company for the year are set out in detail on page 4. The directors do not recommend the payment of a dividend for the year (1997 -£nil). Losses of £104,972 (1997 - £52,486) have been transferred to the accumulated deficit.

DIRECTORS AND THEIR INTERESTS

The Directors who served during the year and the interests of those serving at the end of the year in the shares of the ultimate parent company, Misys plc, were as follows:

		Misys plc	
		Ordinary shares of 5p each	
		1998	1997
			or date of appointment
R K Graham		*	*
D Taylor	(resigned 30 January 1998)	n/a	#
R O Evans	(appointed 30 January 1998)	#	#

* R K Graham is a Director of the ultimate parent company, Misys plc, and his interest in shares, share option schemes and share incentive plan of Misys plc are shown in the financial statements of that company.

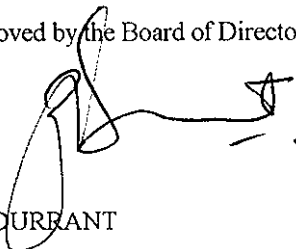
D Taylor was a Director and R O Evans is a Director of the immediate parent company, Kapiti Limited, and their interest in shares, share option schemes and the share incentive plan of Misys plc, are shown in the financial statements of that company.

No director had any interest in shares of the Company or any other group undertakings except for the disclosed above.

AUDITORS

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

Approved by the Board of Directors on 29 July 1998 and signed on its behalf by



Z V DURRANT
Secretary

JOANNA MISYS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Maintain adequate accounting records;

Safeguard the assets of the Company;

Prevent and detect fraud and other irregularities;

Prepare financial statements on the going concern basis, unless it is inappropriate;

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

**AUDITORS' REPORT TO THE MEMBERS OF
JOANNA MISYS LIMITED**

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

Respective responsibilities of directors and auditors

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

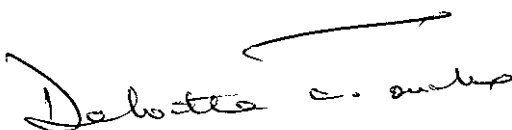
Basis of opinion

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

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

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company as at 31 May 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



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

17 November 1998

JOANNA MISYS LIMITED
PROFIT AND LOSS ACCOUNT
Year ended 31 May 1998

	Note	1998 £	1997 £
Interest	3	(104,972)	(52,486)
LOSS FOR THE YEAR	7	<u>(104,972)</u>	<u>(52,486)</u>

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

JOANNA MISYS LIMITED

BALANCE SHEET

31 May 1998

	Note	1998 £	1997 £
FIXED ASSETS			
Investments	4	7,609,540	7,763,634
CREDITORS: amounts falling due within one year	5	(5,964,124)	(5,716,662)
CREDITORS: amounts falling due after more than one year	5	(1,802,872)	(2,099,456)
		<u>(157,456)</u>	<u>(52,484)</u>
CAPITAL AND DEFICIENCY			
Called up share capital	6	2	2
Profit and loss account	7	(157,458)	(52,486)
EQUITY SHAREHOLDER'S DEFICIT	8	<u>(157,456)</u>	<u>(52,484)</u>

Approved by the Board of Directors on 29 July 1998 and signed on its behalf by



R O EVANS
Director

JOANNA MISYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 May 1998

1. ACCOUNTING POLICIES

Accounting convention

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

Investments

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

2. EMPLOYEES AND DIRECTORS

The company does not have any employees (1997 - Nil). The directors are not remunerated by the company (1997 - £nil)

3. INTEREST

	1998	1997
	£	£
Interest payable on deferred acquisition consideration	104,972	52,486

4. INVESTMENTS

	Shares in subsidiary undertaking £
Cost and net book value	
At 1 June 1997	7,763,635
Additional investment	308,740
Transfer to group undertakings	(462,835)
At 31 May 1998	7,609,540

The Company is a wholly owned subsidiary of Misys plc and has consequently taken advantage of S228 Companies Act 1985 not to prepare group financial statements. In the opinion of the Directors, the aggregate value of the Company's investment is not less than the underlying net assets of the subsidiary undertaking.

Investments comprise a holding in Finance Information et Technologie S.A., a company incorporated in France.

JOANNA MISYS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 May 1998

5. CREDITORS

	1998 £	1997 £
Amounts falling due within one year:		
Amounts due to group undertakings	5,807,173	5,664,176
Accruals	138,939	52,486
Corporation tax	18,012	-
	<u>5,964,124</u>	<u>5,716,662</u>
Amounts falling due after more than one year:		
Other creditors	<u>1,802,872</u>	<u>2,099,456</u>
Total creditors	<u><u>7,766,996</u></u>	<u><u>7,816,118</u></u>

Other creditors comprises deferred acquisition consideration which is interest bearing, payable between two and five years and conditional upon certain performance criteria being achieved.

6. CALLED UP SHARE CAPITAL

	1998 £	1997 £
Authorised		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

7. PROFIT AND LOSS ACCOUNT

	£
At 1 June 1997	(52,486)
Loss for the year	<u>(104,972)</u>
At 31 May 1998	<u><u>(157,458)</u></u>

JOANNA MISYS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 May 1998

8. RECONCILIATION OF SHAREHOLDER'S DEFICIT

	1998	1997
	£	£
Initial share capital	-	2
Loss for the financial year	(104,972)	(52,486)
Opening shareholder's deficit	(52,484)	-
	<hr/>	<hr/>
Closing shareholder's deficit	(157,456)	(52,484)
	<hr/>	<hr/>

9. ULTIMATE PARENT COMPANY AND GROUP TRANSACTIONS

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

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