

Company Registration No. 3290446

**ATOS LIMITED**

**Report and Financial Statements**

**For the year ended 31 December 2003**



Grant Thornton UK LLP  
London

**ATOS LIMITED**

**REPORT AND FINANCIAL STATEMENTS 2003**

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# **ATOS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2003**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

B Connolly  
S Curl  
J Loughrey  
S Smith

#### **SECRETARY**

I Farrington

#### **REGISTERED OFFICE**

4 Triton Square  
Regent's Place  
London  
NW1 3HG

#### **COMPANY REGISTRATION No:**

2479329

#### **BANKERS**

Barclays Bank PLC  
1 Capability Green  
Luton  
Beds  
LU1 3US

#### **AUDITORS**

Grant Thornton UK LLP  
Chartered Accountants  
Grant Thornton House  
Melton Street  
Euston Square  
London  
NW1 2EP

## **ATOS LIMITED**

### **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 December 2003.

#### **PRINCIPAL ACTIVITY**

The company has not traded in either the current or prior year. Before then the principle activities of the company included one major IT outsource contract and the servicing of transaction processing contracts on behalf of the parent company.

#### **REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS**

The directors are in the process of acting to realise all remaining assets and liabilities prior to the company being liquidated.

#### **RESULTS AND DIVIDENDS**

The profit for the year was £ nil (2002: £535,000).

The directors do not recommend the payment of a dividend (2002: £ nil).

#### **DIRECTORS AND THEIR INTERESTS**

The directors who held office throughout the year were as follows:

P B Bingham	(resigned 20 August 2003)
S W Smith	
J B Campbell	(resigned 29 January 2004)
B Connolly	(appointed 29 January 2004)
S Curl	(appointed 29 January 2004)
J Loughrey	(appointed 29 January 2004)

None of the directors had a disclosable interest in the shares of the company or any other group company during the year.

#### **AUDITORS**

On 1 July 2004, the Grant Thornton partnership converted to a limited liability partnership called Grant Thornton UK LLP. Under section 26(5) of the Companies Act 1989, the directors consented to extend the audit appointment to Grant Thornton UK LLP from 1 July 2004.

Grant Thornton offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985 and a resolution to reappoint them will be proposed at the Annual General Meeting.

On behalf of the Board



Director

1<sup>st</sup> October 2004

## **ATOS LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom company law requires the directors to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; 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 proper accounting records which 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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ATOS LIMITED**

We have audited the financial statements of Atos Limited for the year ended 31 December 2003, which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

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

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. This other information comprises only the directors' report. We consider implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

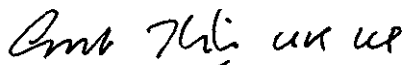
### **Basis of opinion**

We conducted our audit in accordance with United Kingdom 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 the company's affairs as at 31 December 2003 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**Grant Thornton UK LLP**

Registered Auditors  
Chartered Accountants  
London

2004

14 October

# ATOS LIMITED

## PROFIT AND LOSS ACCOUNT Year ended 31 December 2003

	Note	2003 £'000	2002 £'000
<b>TURNOVER</b>	2	-	97
Changes in stock of raw materials and consumables		-	(13)
Other external charges		-	(123)
<b>(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	(39)
Tax credit on loss on ordinary activities	6	-	574
<b>RETAINED PROFIT FOR THE FINANCIAL YEAR</b>	10	-	535

There are no recognised gains or losses in either the current or the previous financial years, other than as stated above.

All transactions are derived from discontinued operations.

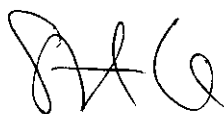
# ATOS LIMITED

## BALANCE SHEET 31 December 2003

	Note	2003 £'000	2002 £'000
<b>CURRENT ASSETS</b>			
Debtors	7	3,174	3,174
<b>CREDITORS: amounts falling due Within one year</b>	8	(2,539)	(2,539)
<b>NET ASSETS</b>		<u>635</u>	<u>635</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	100	100
Profit and loss account	10	535	535
<b>EQUITY SHAREHOLDERS' FUNDS</b>	10	<u>635</u>	<u>635</u>

These financial statements were approved by the Board of Directors on 1<sup>st</sup> October 2004.

Signed on behalf of the Board of Directors



Director

# ATOS LIMITED

## NOTES TO THE ACCOUNTS Year ended 31 December 2003

### 1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention. The principle accounting policies of the group are set out below. The policies have remained unchanged from the previous year

#### Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers

#### Deferred Tax

Deferred tax is recognised on all timing differences where the transactions or events that give the group an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax on defined benefit pension scheme surpluses or deficits is adjusted against these surpluses. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

### 2. TURNOVER

The turnover and pre-tax result, all of which arises in the United Kingdom, are attributable to one activity, the provision of IT outsourcing services.

	2003 £'000	2002 £'000
With third parties	-	97

### 3. OPERATING PROFIT

The audit fee has been included in the charge to the parent company, Atos Origin UK Limited in both the current and prior years.

### 4. DIRECTORS' EMOLUMENTS

No directors' emoluments were paid by the company during the years ended 31 December 2003 and 31 December 2002.

### 5. STAFF COSTS

There were no staff employed by the company during the years ended 31 December 2003 and 31 December 2002.

### 6. TAX CREDIT ON LOSS ON ORDINARY ACTIVITIES

	2003 £'000	2002 £'000
United Kingdom corporation tax credit in respect of prior years	-	574

There is no deferred tax charge for the year (2002: £nil).

There is no deferred tax liability at 31 December 2003 (2002: £nil).

# ATOS LIMITED

## NOTES TO THE ACCOUNTS

Year ended 31 December 2003

### 6. TAX CREDIT ON loss ON ORDINARY ACTIVITIES (continued)

*Factors affecting the tax charge for the current year*

The tax assessed for the year is lower than that resulting from applying the standard rate of corporation tax in the UK (30%) (2002:30%). The differences are explained below.

	2003 £'000	2002 £'000
<i>Current tax reconciliation</i>		
(Loss) on ordinary activities before tax	-	(39)
Tax at 30% thereon:	-	(12)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	12
Prior year adjustments	-	(574)
Total current tax charge (see above)	-	(574)

### 7. DEBTORS

	2003 £'000	2002 £'000
Amounts owed by group undertakings	3,174	3,174

### 8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2003 £'000	2002 £'000
Amounts owed to group undertakings	2,539	2,539

### 9. CALLED UP SHARE CAPITAL

	2003 £'000	2002 £'000
Authorised, called up, allotted and fully paid: 100,000 ordinary shares of £1 each	100	100

# ATOS LIMITED

## NOTES TO THE ACCOUNTS

Year ended 31 December 2003

### 10. COMBINED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENT ON RESERVES

	Called up share capital £'000	Profit and loss account £'000	2003 Total £'000	2002 Total £'000
At 1 January	100	535	635	100
Profit for the year	-	-	-	535
At 31 December	100	535	635	635

### 11. ULTIMATE PARENT COMPANY AND CONTROLLING ENTITY

The ultimate parent and controlling company is Atos Origin S.A., a company incorporated in France. It also heads the largest group of undertakings for which group accounts are drawn up and of which the company is a member. Copies of these accounts are available to the public and may be obtained from Atos Origin S.A., 3 Place de la Pyramide, 92067 Paris La Defense, Cedex, France.

The smallest group in which the results of the company are consolidated is that headed by Atos Origin UK Holdings Limited. The consolidated accounts of this group are available to the public and may be obtained from the Company Secretary, Atos Origin UK Holdings Limited, 4 Triton Square, Regent's Park, London NW1 3HG. The company's immediate parent company is Atos Origin UK Limited, a company incorporated in England and Wales.

### 12. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS 8, which exempts wholly owned subsidiaries from disclosing related party transactions with other wholly owned subsidiaries within the same group.

These transactions are all eliminated on consolidation in the accounts of Atos Origin S.A.