

Metastorm UK Limited

Directors' Report and Financial Statements

For the year ended 31 December 2014

Company registration number 3435016

WEDNESDAY



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Company information

Company registration number: 3435016

Board of directors

Christian Waida

Gordon Davies

Paul McFeeters (resigned 30 September 2014)

Independent auditors

KPMG LLP

Arlington Business Park, Theale

Theale

Berkshire

RG7 4SD

Registered office

c/o Open Text UK Ltd

420 Thames Valley Park Drive

Reading

Berkshire

United Kingdom

RG6 1PT

Directors' report

The directors present their annual report and audited financial statements for the year ended 31 December 2014.

Principal activities

The company's principal activity during the year was that of a holding company.

Business review

The company had no business activity during the year (2013 - £0).

The results for the year are set out on page 6. During the year the company made a loss on ordinary activities before tax of £2,506 (2013: loss of £1,964).

Based on its size, the company has met the requirements in Section S414B Companies Act 2006 to obtain the exemption from preparing a strategic report.

Proposed dividend

The directors do not recommend the payment of a dividend (2013 - £1).

Principal risks and uncertainties

The company makes little use of financial instruments so its exposure to price risk, credit risk and cash flow risk is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

Post balance sheet event

On 11 June 2015, the company received dividend in specie of £5,710,502 from its subsidiary Metastorm Limited. On 12 June 2015, the company paid dividend in specie of £5,710,502 to its sole member, Open Text Coöperatief U.A.

Directors

The directors who served the company during the year were as follows:

Gordon Davies

Paul McFeeters (resigned 30 September 2014)

Christian Waida

Small company provisions

This report has been prepared in accordance with the special provision for small companies under Chapter 1 of Part 15 of the Companies Act 2006.

Independent auditor

Prior year's auditors, PricewaterhouseCoopers LLP resigned during the year and KPMG LLP were appointed. Pursuant to Section 487 of the Companies Act, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Statement of directors' responsibilities in respect of the director's report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the board



Gordon Davies, Director

17 September 2015

Independent auditors' report to the members of Metastorm UK Limited

We have audited the financial statements of Metastorm UK Limited for the year ended 31 December 2014 set out on pages 6 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

Metastorm UK Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Simon Baxter (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Arlington Business Park
Theale
Berkshire
RG7 4SD

23 September 2015

METASTORM UK LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2014

		2014	2013
	Note	£	£
Administrative expenses	2	<u>(2,506)</u>	<u>(1,964)</u>
Operating loss	2	(2,506)	(1,964)
Loss on ordinary activities before taxation		(2,506)	(1,964)
Tax on ordinary activities	3	<u>-</u>	<u>-</u>
Loss for the financial year	9	<u><u>(2,506)</u></u>	<u><u>(1,964)</u></u>

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

The Company has no recognised gains and losses other than the loss as presented above and therefore no separate statement of total recognised gains and losses has been presented.

The accompanying notes on pages 8 to 11 form an integral part of these financial statements.

METASTORM UK LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2014

	Note	2014 £	2013 £
Non current assets			
Investments	4	<u>1</u>	<u>1</u>
Current assets			
Debtors	5	<u>18,259</u>	<u>18,259</u>
Creditors			
Amounts falling due within one year	6	<u>(5,079)</u>	<u>(2,573)</u>
Net assets		<u><u>13,181</u></u>	<u><u>15,687</u></u>
Capital and reserves			
Called up share capital	8	1,000	1,000
Profit and loss account	9	<u>12,181</u>	<u>14,687</u>
Total shareholders' funds		<u><u>13,181</u></u>	<u><u>15,687</u></u>

These financial statements on page 6 to 11 were approved by a director on 17 September 2015:

The accompanying notes on pages 8 to 11 form an integral part of these financial statements.



Gordon Davies
Director

Company registration number: 3435016

Notes to the financial statements at 31 December 2014

1 Principal accounting policies

Accounting convention

The financial statements are prepared on a going concern basis under the historical cost convention and in accordance with applicable United Kingdom accounting standards and provisions of the Companies Act 2006.

The principal accounting policies have remained unchanged from the previous year and have been consistently applied. The directors have reviewed the principal accounting policies adopted by the company and consider them to be the most appropriate.

Consolidation

The company was, at the end of the year, a part of a group of companies that are wholly-owned subsidiaries of another company incorporated outside the EEA and in accordance with Section 401 of the Companies Act 2006, is not required to produce, and has not published, consolidated financial statements. Therefore, the information within these financial statements contains information about the company as an individual undertaking and not its group.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred or advanced because of timing differences between the treatment of certain items for taxation and accounting purposes. Except where otherwise required by accounting standards, full provision for deferred taxation without discounting is made for all timing differences which have arisen and not reversed at the balance sheet date.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more tax, with the following exception:

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet

Cash flow statement

The company has taken advantage of the exemption available under Financial Reporting Standard 1 'Cash Flow Statements' not to prepare a statement of cash flows as it is a wholly owned subsidiary of another undertaking whose consolidated financial statements, in which the company is included, are publicly available.

Related parties transactions

As all of the company's voting rights are controlled within the group headed by Open Text Corporation, the company has taken advantage of the exemption conferred by Financial Reporting Standard No. 8 "Related party transactions" and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Open Text Corporation, within which this group is included, can be obtained at www.opentext.com.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences on exchange are taken to the profit and loss account.

Investments

Investments are stated at cost less any provision for impairment.

Notes to the financial statements at 31 December 2014

2 Operating profit/(loss) is stated after charging the following:

	2014	2013
	£	£
Auditor remuneration - audit fees	3,854	1,847

The directors did not receive any emoluments in respect of their services to the company. The directors are remunerated by other group companies. No amounts have been recharged to the company. There are no employees in the company during the financial year (2013: none).

3 Tax on loss on ordinary activities

	2014	2013
	£	£
(a) Analysis of charge in the year		
Current tax		
UK corporation tax	-	-
(Over)/under provision in prior year	-	-
Deferred taxation:		
Origination and reversal of timing differences	-	-
Tax on profit/(loss) on ordinary activities	-	-

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher (2013: higher) than the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%).

The standard rate of corporation tax in the UK changed from 23% to 21% with effect from 1 April 2014. Accordingly, the company's profits for this accounting period are taxed at an effective rate of 21.50%.

Reconciliation of current tax charge

Loss on ordinary activities before taxation	(2,506)	(1,964)
Current tax at 21.50% (2013 - 23.25%)	(539)	(457)
Effects of:		
Tax losses group relieved	539	457
Current tax for the year (note 3a)	-	-

4 Investments

	2014	2013
	£	£
Investments held in subsidiaries	1	1

<i>Subsidiary undertakings</i>	<i>Percentage of ordinary shares held</i>	<i>Nature of business</i>
Metastorm Limited	100%	Non-trading

Metastorm Limited is incorporated in the United Kingdom.

The directors believe that the carrying value of the investment is supported by the underlying net assets.

Notes to the financial statements at 31 December 2014

5 Debtors

	2014	2013
	£	£
Amounts owed by group undertakings	18,259	18,259
	<u>18,259</u>	<u>18,259</u>

The intercompany balance receivable is unsecured, interest free and due on demand.

6 Creditors: amounts falling due within one year

	2014	2013
	£	£
Accruals	-	1,847
Amounts due to group undertakings	5,079	726
	<u>5,079</u>	<u>2,573</u>

The intercompany balance payable is unsecured, interest free and due on demand.

7 Dividends

	2014	2013
	£	£
Dividends paid	-	-
Interim dividends paid at 0.001p per share	-	1
	<u>-</u>	<u>1</u>

8 Called up share capital

	Authorised		Allotted, called up and fully paid	
	2014	2013	2014	2013
	£	£	£	£
Ordinary shares of £1 each	1,000	1,000	1,000	1,000
	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

9 Reconciliation of movements in shareholders' funds and movements on reserves

	Called up share capital	Profit and loss account	Total
	£	£	£
At 31 December 2012	1,000	16,652	17,652
Result for the year	-	(1,964)	(1,964)
Dividend	-	(1)	(1)
At 31 December 2013	<u>1,000</u>	<u>14,687</u>	<u>15,687</u>
Result for the year	-	(2,506)	(2,506)
At 31 December 2014	<u>1,000</u>	<u>12,181</u>	<u>13,181</u>

Notes to the financial statements at 31 December 2014

10 Ultimate parent company and controlling party

The company is a wholly-owned subsidiary of Open Text Corporation, a company incorporated in Ontario, Canada. For the year ended 31 December 2014 the largest and smallest group for which publically available consolidated financial statements is available is that headed by Open Text Corporation. Consolidated financial statements can be obtained at www.opentext.com.

11 Post balance sheet event

On 11 June 2015, the company received dividend income of £5,710,502 from its investment in Metastorm Limited. On 12 June 2015, the company paid dividend of £5,710,502 to its parent company Open Text Coöperatief U.A.