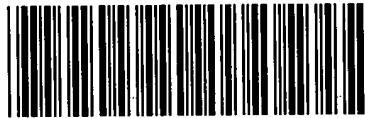


**Open GI London Limited**

**Directors' report and financial  
statements**

Registered number 3534865  
For the year ended 31 May 2015

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## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 May 2015.

### Principal activity

The principal activity of the company is the design and development of technology solutions to major insurers and brokers operating in the London insurance markets.

### Business review

The directors are pleased to report another successful set of results. The company continues to invest in its products and has delivered several key projects to its customer base during the year.

On 2 December 2014 the Group to which the Company belongs was purchased by OM Bidco Limited, a company ultimately controlled by funds administered by Montagu Private Equity LLP.

### Results and dividends

The results for the period are set out in the profit and loss account on page 5. The profit for the financial year of £378,000 (2014: £606,000) has been transferred to reserves.

The directors do not recommend the payment of a dividend (2014: £Nil).

### Directors

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

CCH Guillaume

DS Bailey

AC Homer (resigned 31 October 2014)

PG Cullum (resigned 2 December 2014)

### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will therefore continue in office.

By order of the board



CCH Guillaume  
Director

Buckholt Drive  
Warndon  
Worcester  
WR4 9SR

8 September 2015

## **Statement of directors' responsibilities in respect of the directors' 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 judgments 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.



KPMG LLP  
One Snowhill  
Snow Hill Queensway  
Birmingham  
B4 6GH

## **Independent auditor's report to the members of Open GI London Limited**

We have audited the financial statements of Open GI London Limited for the year ended 31 May 2015 set out on pages 5 to 13. 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 2, 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](http://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 May 2015 and of its profit 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.

## **Independent auditor's report to the members of Open GI London Limited***(continued)*

### **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.



**Xavier Timmermans (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*

8 September 2015

**Profit and loss account**  
*for the year ended 31 May 2015*

	<i>Note</i>	<b>2015</b> <b>£000</b>	<b>2014</b> <b>£000</b>
<b>Turnover</b>	<i>1,2</i>	<b>2,108</b>	2,139
Cost of sales		<b>(86)</b>	(140)
		<hr/>	<hr/>
<b>Gross profit</b>		<b>2,022</b>	1,999
Administrative expenses		<b>(1,551)</b>	(1,281)
		<hr/>	<hr/>
<b>Operating profit, being profit on ordinary activities before taxation</b>	<i>3</i>	<b>471</b>	718
Tax on profit on ordinary activities	<i>6</i>	<b>(93)</b>	(112)
		<hr/>	<hr/>
<b>Profit on ordinary activities after taxation and for the financial year</b>	<i>13</i>	<b>378</b>	606
		<hr/>	<hr/>

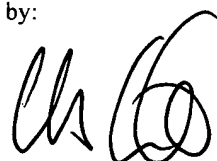
The results for the current year and prior period reflect trading from continuing operations. There are no gains and losses for the year other than the profit for the financial year above.

The notes on pages 7 to 13 form an integral part of the financial statements.

**Balance sheet**  
*at 31 May 2015*

	<i>Note</i>	<b>2015 £000</b>	<b>2014 £000</b>	<b>£000</b>
<b>Fixed assets</b>				
Tangible assets	7		8	21
<b>Current assets</b>				
Debtors	8	3,862	3,319	
Cash at bank and in hand		352	575	
		<u>4,214</u>	<u>3,894</u>	
<b>Creditors: Amounts falling due within one year</b>	9	<u>(1,026)</u>	<u>(900)</u>	
<b>Net current assets</b>			<u>3,188</u>	<u>2,994</u>
<b>Total assets less current liabilities</b>			<u>3,196</u>	<u>3,015</u>
<b>Deferred income</b>	10		<u>(534)</u>	<u>(731)</u>
<b>Net assets</b>			<u>2,662</u>	<u>2,284</u>
<b>Capital and reserves</b>				
Called up share capital	12	751	751	
Profit and loss account	13	1,911	1,533	
<b>Equity shareholders' funds</b>	14	<u>2,662</u>	<u>2,284</u>	

These financial statements were approved by the board of directors on 8 September 2015 and were signed on its behalf by:



**CCH Guillaume**  
*Director*

Company registered number: 3534865

The notes on pages 7 to 13 form an integral part of the financial statements.



## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

#### *Basis of preparation*

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

The Company has taken advantage of the exemption contained in FRS 8 and has, therefore, not disclosed transactions of balances with wholly-owned subsidiaries which form part of the OM Topco Limited group.

#### *Going concern*

The directors have prepared the financial statements of the company on the going concern basis as the directors are satisfied that the company and, as the company is party to a cross guarantee, the group, have sufficient funds to continue trading for the foreseeable future. Funding arrangements between the group's sponsoring bank and OM Midco Limited, an intermediate holding company, came into force on 2 December 2014, and will remain in force until 1 December 2020.

#### *Tangible fixed assets and depreciation*

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets on a straight line basis over their estimated useful economic lives as follows:

Computer equipment	-	2 years
Furniture, fittings and equipment	-	4 years

#### *Revenue recognition*

Turnover represents amounts invoiced to customers (net of value added tax) for goods and services from the company's principle activity. Revenue from systems is recognised upon delivery to a customer where there are no significant vendor obligations remaining and the collection of the resulting receivable is considered probable. In circumstances where a considerable vendor obligation exists, revenue is recognised on a percentage of completion basis over the period from delivery of the product to customer acceptance. The degree of completion of a contract is measured using milestones reached or actual effort against expected effort, depending upon the nature of the individual contract and the most appropriate measure of the percentage of completion.

Service revenue comprises revenues for maintenance, transaction processing and professional services. Maintenance and support contracts are recognised rateably over the period of the contract. Professional services, such as implementation, training and consultancy, are recognised when the services are performed.

#### *Deferred income*

Deferred income represents amounts invoiced in advance in respect of contracts for the provision of maintenance and support services, together with amounts invoiced in respect of system sales for which the revenue recognition criteria have yet to be satisfied.

#### *Taxation*

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

## Notes (continued)

### 1 Accounting policies (continued)

#### Leasing

Rentals paid/received under operating leases are charged/credited to the profit and loss account on a straight line basis over the lease term.

#### Research and development

Research and development expenditure, including the cost of software products developed in-house, is expensed in the year in which it is incurred.

#### Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

### 2 Turnover

All turnover is attributable to customers within the United Kingdom and is attributable to the principal activity of the company.

### 3 Profit on ordinary activities before taxation

	2015 £000	2014 £000
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Depreciation of owned assets	18	21
Operating leases:		
Land and buildings	47	68
Research and development	1,279	941
	<hr/>	<hr/>
<i>Fees payable to the company's auditor:</i>		
Audit of these financial statements	11	12
Taxation compliance services	2	2
	<hr/>	<hr/>

### 4 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2015	2014
Programming and engineering staff	21	14
Administrative and management staff	5	6
	<hr/>	<hr/>
	26	20
	<hr/>	<hr/>

## Notes (continued)

### 4 Staff numbers and costs (continued)

The aggregate payroll costs of these persons were as follows:

	2015 £000	2014 £000
Wages and salaries	1,089	857
Social security costs	125	103
Other pension costs	19	8
	<u>1,233</u>	<u>968</u>

### 5 Remuneration of directors

The remuneration of the directors of the company up to 1 December 2014 has been borne by Open GI Limited and Broomco (4099) Limited, and by Open GI Limited and OM Bidco Limited between 2 December 2014 and 31 May 2015.

### 6 Taxation

#### Analysis of charge in the period

	2015 £000	2014 £000
<i>UK corporation tax</i>		
Current tax on income for the year	93	139
Adjustment in respect of prior years	-	(29)
Total current tax	<u>93</u>	<u>110</u>
<i>Deferred tax (see note 11)</i>		
Effect of tax rate change on opening balance	-	2
Tax on profit on ordinary activities	<u>93</u>	<u>112</u>

#### Factors affecting the tax charge for the current period

The current tax charge for the year is lower (2014: lower) than the standard rate of corporation tax in the UK of 20.83% (2014: 22.67%). The differences are explained below:

	2015 £000	2014 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	471	718
Current tax at 20.83% (2013: 22.67%)	<u>98</u>	<u>163</u>
<i>Effects of:</i>		
Additional tax credit for research and development	(7)	(28)
Non-deductible expenditure	2	-
Transfer pricing adjustments	-	4
Adjustment to tax charge in respect of prior years	-	(29)
Total current tax charge (see above)	<u>93</u>	<u>110</u>

## Notes (continued)

### 6 Taxation (continued)

#### Factors that may affect future current and total tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. In the Budget on 8 July 2015, the Chancellor announced additional planned reductions to 18% by 2020. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31 May 2015 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

### 7 Tangible fixed assets

	Computer equipment	Furniture, fittings and equipment	Total
	£000	£000	£000
<b>Cost</b>			
At beginning of year	216	28	244
Additions	5	-	5
	<hr/>	<hr/>	<hr/>
At end of year	221	28	249
	<hr/>	<hr/>	<hr/>
<b>Depreciation</b>			
At beginning of year	201	22	223
Charge for year	16	2	18
	<hr/>	<hr/>	<hr/>
At end of year	217	24	241
	<hr/>	<hr/>	<hr/>
<b>Net book value</b>			
At 31 May 2015	4	4	8
	<hr/>	<hr/>	<hr/>
At 31 May 2014	15	6	21
	<hr/>	<hr/>	<hr/>

### 8 Debtors

	2015 £000	2014 £000
Trade debtors	214	434
Amounts owed by group undertakings	3,451	2,760
Deferred tax asset (note 11)	9	9
Prepayments and accrued income	188	113
Other debtors	-	3
	<hr/>	<hr/>
	3,862	3,319
	<hr/>	<hr/>

## Notes (continued)

### 9 Creditors: Amounts falling due within one year

	2015 £000	2014 £000
Trade creditors	140	60
Amounts owing to group undertakings	778	681
Other taxation and social security	55	68
Accruals	45	91
Other creditors	8	-
	<u>1,026</u>	<u>900</u>

Amounts owing to group undertakings are unsecured, repayable on demand and interest free.

### 10 Deferred income

	2015 £000	2014 £000
To be recognised within one year	<u>534</u>	<u>731</u>

### 11 Deferred taxation

The movements in deferred tax assets during the year are as follows:

	Deferred tax asset £000
At beginning and end of year	<u>9</u>

The elements of deferred tax are as follows:

	2015 £000	2014 £000
Accelerated capital allowances	<u>9</u>	<u>9</u>

At 31 May 2015 and 31 May 2014 there was no unprovided deferred tax.

### 12 Called up share capital

	2015 £000	2014 £000
<i>Authorised, allotted and fully paid:</i>		
751,000 ordinary shares of £1 each	<u>751</u>	<u>751</u>

## Notes (continued)

### 13 Reserves

	Profit and loss account £000
At beginning of year	1,533
Profit for the financial year	378
	<hr/>
At end of year	1,911
	<hr/>

### 14 Reconciliation of shareholders' funds

	2015 £000	2014 £000
Profit for the financial year	378	606
Opening shareholders' funds	2,284	1,678
	<hr/>	<hr/>
Closing shareholders' funds	2,662	2,284
	<hr/>	<hr/>

### 15 Financial commitments

The annual commitments under non-cancellable operating leases are as follows:

	Land and buildings	
	2015 £000	2014 £000
Operating leases which expire:		
Between one and two years	87	-
Between two and five years	-	87
	<hr/>	<hr/>
	87	87
	<hr/>	<hr/>

### 16 Pensions

The company provided its own stakeholder pension scheme during the year. The pension charge for the year was £19,000 (2014: £8,000). The amount accrued at the year end and included in creditors is £Nil (2014: £Nil).

### 17 Guarantees

The company is a cross guarantor under a funding agreement between the sponsoring bank and OM Midco Limited, an intermediate holding company, which, at 31 May 2015, amounted to £173 million.

Up to 2 December 2014, the company was a cross guarantor under a funding agreement between the sponsoring bank and Broomco (4099) Limited, the company's ultimate parent undertaking, which at 31 May 2014 amounted to £262 million.

## Notes (continued)

### 18 Related party disclosures

During the year, the company participated in the following related party transactions:

The company conducted business totalling £51,312 (2014 full year: £627,853) on an arm's length basis with the Towergate PartnershipCo Limited and its subsidiary companies from 1 June 2014 to 1 December 2014, for which Mr PG Cullum also acted as a statutory director. As at 31 May 2014 the balance owing to Open GI London was £48,609. On 2 December 2014, Towergate PartnershipCo Limited ceased to be classed as a related party of the Company and as such, the balance at 31 May 2015 is not presented.

The company received rental income of £56,404 (2014 full year: £nil) on an arm's length basis from Global Risk Partners Limited, for which Mr PG Cullum also acted as a statutory director. On 2 December 2014 Global Risk Partners Limited ceased to be classed as a related party of the Company and as such, the balance at 31 May 2015 is not presented.

### 19 Ultimate parent company and controlling party

Following the acquisition of the company's previous ultimate parent undertaking, Broomco (4099) Limited by OM Bidco Limited on 2 December 2014, the ultimate parent company is OM Topco Limited, a company incorporated in Guernsey.

The results of the company are consolidated within the group headed by OM Topco Limited. Copies of the group financial statements, incorporating those of the company, are available from the company's registered address at OM Topco Limited, 1 Le Marchant Street, St. Peter Port, Guernsey GY1 2JJ.

The company's ultimate controlling party to 1 December 2014 was Mr PG Cullum. From 2 December 2014, the controlling party is Montagu Private Equity LLP.