

Company Registration Number 3870708

MISYS INTERACTIVE TRADING (PFS) LIMITED

Report and Financial Statements

31-May-01



MISYS INTERACTIVE TRADING (PFS) LIMITED

DIRECTORS' REPORT

The Directors present their annual report and audited financial statements for the year ended 31 May 2001.

PRINCIPAL ACTIVITY

The principal activity of the Company was the sale of financial services on the internet.

REVIEW OF THE BUSINESS

Following a strategic review, the company has announced its intention to close the business and withdraw from the internet consumer financial services market. The decision to withdraw from the consumer market comes after an extensive range of discussions failed to find a suitable partner to share the ongoing development and marketing costs of its activities in this area.

RESULTS AND DIVIDENDS

The results and dividends of the Company for the year are set out in detail on page 5. The Directors do not recommend the payment of a dividend (2000 : £nil). Losses of £1,633,000 (2000 : £nil) 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 1p each	
	2001	2000 or date of appointment
R B Fear (resigned 1 March 2001)	n/a	n/a
M Lanham (appointed 1 March 2001)	0	0
J P McMahon	3,517	3,517
J G Sussens	*	*

* J G Sussens is a director of the ultimate parent company, Misys plc, and his interest in shares, share option schemes and share plans are shown in the financial statements of that company.

The options held by Directors over shares of the ultimate parent company, Misys plc, were as follows:

	Performance related options	Non-performance related options	Savings-related options	2001 Total	2000 or date of appointment Total
J P McMahon	140,517	13,710	-	154,227	154,227
M Lanham	0	0	-	0	0

MISYS INTERACTIVE TRADING (PFS) LIMITED

DIRECTORS' REPORT

The number of rights held by Directors to acquire shares of the ultimate parent company, Misys plc, in relation to annual and matching awards in the Misys Share Incentive Plan were as follows:

	Annual Award		2000	Matching Award		2000
	2001	Exercised		2001	Exercised	
J P McMahon	25,345	-	25,345	25,345	-	25,345

The following Directors were granted share awards under the Misys Annual Award Plan on 2 August 1999:

	Annual Award	Matching Award	Deferred Award
J P McMahon	3,517	5,863	5,863

The Annual Award Shares are included in the Interests in Shares on page 1.

Details of all the Share Option Schemes and the share incentive plans together with performance criteria, where applicable, are disclosed in the Report and Financial Statements of the ultimate parent company, Misys plc.

No Director, apart from J P McMahon, had any interest in shares of the company or any other group undertaking except as disclosed above. J P McMahon was granted 875,000 options in Misys PFS Portal Holdings Limited at an exercise price of 100p on 29 March 2000. This was revised on 12 February 2001 to 1,750,000 options at an exercise price of 50p.

AUDITORS

PricewaterhouseCoopers 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 31 July 2001 and signed on its behalf by:



J P McMAHON
Director

MISYS INTERACTIVE TRADING (PFS) 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 year and of the profit or loss of the Company for the year 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
MISYS INTERACTIVE TRADING (PFS) LIMITED**

We have audited the financial statements on pages 5 to 9.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Report and Financial Statements. As described on page 3, this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

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 United Kingdom Companies Act. 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 is not disclosed.

We read the other information contained in the Report and Financial Statements and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

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 the company's affairs at 31 May 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
London
31 July 2001

MISYS INTERACTIVE TRADING (PFS) LIMITED
PROFIT AND LOSS ACCOUNT

Year ended 31 May 2001

	Note	2001 £'000	2000 £'000
TURNOVER		767	-
Cost of sales		(1,400)	-
Operating costs			
Administrative expenses		<u>(1,475)</u>	<u>-</u>
OPERATING LOSS		(2,108)	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(2,108)</u>	<u>-</u>
Tax on loss on ordinary activities	3	<u>475</u>	<u>-</u>
LOSS FOR THE YEAR	7	<u><u>(1,633)</u></u>	<u><u>-</u></u>

The loss for the year reflects trading from discontinued operations.

There are no gains and losses for the years other than the loss for the financial years above. Accordingly, no statement of total recognised gains and losses is given.

MISYS INTERACTIVE TRADING (PFS) LIMITED
BALANCE SHEET

31 May 2001

	Note	2001		2000	
		£'000	£'000	£'000	£'000
FIXED ASSETS					
Tangible fixed assets			-		-
CURRENT ASSETS					
Debtors	4	10,475		10	
Cash at bank and in hand		<u>10</u>		<u>-</u>	
		10,485		10	
CREDITORS: amounts falling due within one year					
	5	<u>(2,108)</u>		<u>-</u>	
NET CURRENT LIABILITIES			<u>8,377</u>		<u>10</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			8,377		10
CREDITORS: amounts falling due after more than one year					
	5	(10,000)		-	
		<u>(1,623)</u>		<u>10</u>	
CAPITAL AND RESERVES (DEFICIENCY)					
Share capital	6	10		10	
Profit and loss account	7	<u>(1,633)</u>		<u>-</u>	
EQUITY SHAREHOLDER'S DEFICIT	8	<u>(1,623)</u>		<u>10</u>	

Approved by the Board of Directors on 31 July 2001 and signed on its behalf by



J P McMAHON, Director

MISYS INTERACTIVE TRADING (PFS) LIMITED
NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 May 2001

1. ACCOUNTING POLICIES

Accounting Convention

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

Turnover

Turnover represents amounts (net of value added tax) invoiced to customers on an accruals basis.

Recurring licence fees are recognised rateably over the period of the contract. Electronic data interchange and remote processing services (transaction processing) are recognised as the work is performed.

2. DIRECTORS' EMOLUMENTS

Directors' emoluments are borne by other Group companies.

MISYS INTERACTIVE TRADING (PFS) LIMITED
NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 May 2001

3. TAX ON LOSS ON ORDINARY ACTIVITIES

	2001 £'000	2000 £'000
Corporation tax credit at 30% (2000 : 30%) - recoverable from group companies	<u>475</u>	<u>-</u>

4. DEBTORS

	2001 £'000	2000 £'000
Amounts owed by group undertakings	10,000	10
Corporation tax recoverable from group companies	<u>475</u>	<u>-</u>
	<u>10,475</u>	<u>10</u>

5. CREDITORS

	2001 £'000	2000 £'000
Amounts falling due within one year		
Amounts due to group undertakings	2,094	-
Accruals	<u>14</u>	<u>-</u>
	<u>2,108</u>	<u>-</u>
Amounts falling due after one year		
Amounts due to group undertakings	10,000	-
Total creditors	<u>12,108</u>	<u>-</u>

The amounts due to group undertakings falling due after more than one year of £10,000,000 (2000 : £nil), is a sub-ordinated loan due to the immediate parent company, Misys PFS Portal Holdings Limited. Interest is charged at 1% over base rate and the loan is not repayable before 2 November 2002.

6. SHARE CAPITAL

	2001 £'000	2000 £'000
Authorised, allotted and fully paid 10,000 Ordinary shares of £1 each	<u>10</u>	<u>10</u>

7. PROFIT AND LOSS ACCOUNT

	£'000
At 1 June 2000	-
Loss for the year	<u>(1,633)</u>
At 31 May 2001	<u>(1,633)</u>

MISYS INTERACTIVE TRADING (PFS) LIMITED
NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 May 2001

8. RECONCILIATION OF SHAREHOLDER'S FUNDS (DEFICIT)

	2001 £'000	2000 £'000
Loss for the financial year	(1,633)	-
Share capital issued in the period	-	10
Opening shareholder's funds	10	-
Closing shareholder's funds (deficit)	<u>(1,623)</u>	<u>10</u>

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's immediate parent company is Misys PFS Portal Holdings Ltd, which is a wholly owned undertaking of the ultimate parent company Misys plc.

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.