

Company Registration Number 3987686

**ASSURESOF 2 PLC
(Formerly AssureWeb plc)**

Report and Financial Statements

Year ended 31 May 2002



ASSURESOF 2 PLC
(Formerly AssureWeb plc)

DIRECTORS' REPORT

The Directors present their annual report and audited financial statements of the Company for the 14 month period ended 31 May 2002.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company acts as an intermediate company within the Misys Group. It has not traded in the period, with the exception of a sale of a subsidiary undertaking to a fellow company within the Group. No significant change in the activities of the Company is envisaged in the forthcoming year. The comparative period is for the period of incorporation of 4 May 2000 to 31 March 2001.

The Company changed its name on 3 April 2002 to AssureSoft 2 plc.

RESULTS AND DIVIDENDS

The results of the company are set out in detail on page 5. The Directors do not recommend the payment of a dividend (2001 : £nil). Profits of £7,800,000 (2001 : £nil) were transferred to reserves.

DIRECTORS AND THEIR INTERESTS

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

	Misys plc	
	Ordinary shares of 1p each	
	2002	2001
I Martin (appointed 15 October 2001)	*	*
M Wadelin (appointed 23 April 2002)	*	*
D Stewart (resigned 15 October 2001)		
K Davy (resigned 23 April 2002)		
C R Chapman (appointed 25 April 2001, resigned 23 April 2002)		

* I Martin and M Wadelin are Directors of an intermediate parent Company, DBS Management plc, and their interests in shares, share options and share plans are shown in the financial statements of that company.

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DIRECTORS' REPORT

No Director had any interest in shares of the Company or any other group undertakings except as disclosed on previous page.


PAYMENT TO SUPPLIERS

It is the Company's policy to aim to pay suppliers within agreed terms of trading. The Company has no (2001: nil) trade creditors as at 31 May 2002.

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 12 July 2002 and signed on its behalf by



M Wadelin
Director

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STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently, with the exception of the changes arising on the adoption of new accounting standards in the year as explained on page 7 under note 1 'Accounting Policies'. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the period ended 31 May 2002 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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
ASSURESOFT 2 PLC
(Formerly AssureWeb plc)**

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

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board.

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 the information specified by law regarding directors' remuneration and transactions is not disclosed.


Basis of audit 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 statement. 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 2002 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

Chartered Accountants and Registered Auditors
London

12 July 2002

ASSURESOF 2 PLC
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PROFIT AND LOSS ACCOUNT

14 Month Period Ended 31 May 2002

	Note	14 months to 31 May 2002 £'000	10 months to 31 March 2001 £'000
Profit on disposal of investments		7,800	-
PROFIT ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION AND RESULT FOR THE FINANCIAL PERIOD	3	<u>7,800</u>	<u>-</u>

All gains and losses are derived from continuing operations. There are no gains or losses for the period other than the profit for the period above. Accordingly, no statement of total recognised gains and losses is given.

There is no difference between the profit on ordinary activities before taxation and the profit for the periods stated above and their historical cost equivalents.

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BALANCE SHEET

31 May 2002

	Note	31 May 2002 £'000	31 May 2001 £'000
FIXED ASSETS			
Investments	5	-	10,000
CURRENT ASSETS AND NET CURRENT ASSETS			
Debtors	6	18,295	495
TOTAL ASSETS LESS CURRENT LIABILITIES AND NET ASSETS		<u>18,295</u>	<u>10,495</u>
CAPITAL AND RESERVES			
Called up share capital	7	10,495	10,495
Profit and Loss account	8	7,800	-
EQUITY SHAREHOLDERS' FUNDS	9	<u>18,295</u>	<u>10,495</u>

The Financial Statements on pages 5 to 9 were approved by the Board of Directors on 12 July 2002 and signed on its behalf by



M Wadelin
Director

ASSURESOF 2 PLC
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NOTES TO THE FINANCIAL STATEMENTS
14 Month Period Ended 31 May 2002

1. ACCOUNTING POLICIES

The Company is a wholly owned subsidiary of Misys plc and is included in the consolidated financial statements of that company, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised 1996) 'Cash Flow Statements'.

Accounting convention

The financial statements are prepared under the historical cost convention; in accordance with applicable accounting standards and accounting policies set out below.

Investments

Investments held as fixed assets are stated at cost less provision considered necessary for any impairment. The need for any impairment write-down is assessed by comparison of the carrying value of the asset against the higher of net realisable value or value in use. The value in use is determined from estimated discounted future cash flows. Discount rates used are based on the cost of capital.

Deferred Tax

Deferred tax is provided using the full provision method following the Company's adoption of FRS 19 "Deferred Tax". Deferred tax 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 a right to pay less tax in the future. Resultant deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Previously, deferred tax was provided on the liability method to the extent that it was probable that an asset or liability will crystallise in the foreseeable future. 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 or substantively enacted at the balance sheet date.

2. SEGMENT INFORMATION

The Company's net assets are principally located in the United Kingdom and are not separately attributable to any specific geographical destination determined by turnover activity. Accordingly, the Directors' do not consider it appropriate to provide an analysis of net assets by geographical destination. All activity originates in the United Kingdom.

ASSURESOF 2 PLC
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 May 2002

3. PROFIT (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

Remuneration of the auditors and Directors has been borne by a fellow subsidiary as was the case in the prior year. There were no employees in the year (2001: Nil).

4. TAXATION

The Company has adopted FRS 19 'Deferred Tax' in the Financial Statements. The Company has no recognised or unrecognised deferred tax asset or liability (2001: £nil).

5. INVESTMENTS

	Shares in Subsidiary Undertakings £'000
Cost as at 1 April 2001	10,000
Disposals during the year	<u>(10,000)</u>
Cost as at 31 May 2002	<u>-</u>

The Company disposed of its 100% investment in AssureSoft Limited for consideration of £17,800,000.

The Company is a wholly owned subsidiary of Misys plc and has consequently taken advantage of S.228 Companies Act 1985 not to prepare group financial statements.

During the year the Company acquired the share capital of Misys Corporate Director Limited for the consideration of £1.

As of 31 May 2002 the Company had the following investment each of £1.

Subsidiary undertakings	Country of incorporation
AssureWeb Trading Ltd	England and Wales
Misys Corporate Director Ltd	England and Wales

6. DEBTORS

	2002 £'000	2001 £'000
Amounts owed by group undertakings	<u>18,295</u>	<u>495</u>

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NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 May 2002

7. CALLED UP SHARE CAPITAL

	2002 £'000	2001 £'000
Authorised		
200,000,000 Ordinary shares of 10p each	<u>20,000</u>	<u>20,000</u>
Allotted, issued and fully paid		
104,950,000 Ordinary shares of 10p each	<u>10,495</u>	<u>10,495</u>

8. RESERVES

	Profit and Loss Account £'000
As at 1 April 2001	-
Profit for the period	<u>7,800</u>
As at 31 May 2002	<u>7,800</u>

9. RECONCILIATION OF SHAREHOLDERS' FUNDS

	2002 £'000	2001 £'000
Profit for the period	7,800	-
Share capital issued during the period	-	10,495
Opening shareholders' funds	<u>10,495</u>	-
Closing shareholders' funds	<u>18,295</u>	<u>10,495</u>

10. ULTIMATE PARENT COMPANY AND RELATED PARTY TRANSACTIONS

The Company's ultimate parent company and controlling party is Misys plc, a company registered in England and Wales. Copies of the group financial statements of Misys plc may be obtained from The Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

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