

Raft International Limited
Report and Financial Statements
For the year ended 31 December 2008

Registered number 04016397



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Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2008.

Business review

The principal activity of the Company in the period under review is to hold investments in subsidiaries.

On 10 September 2008, the entire issued share capital of the Company's previous ultimate parent company, Financial Objects plc, was acquired by Temenos Group AG.

The summarised results for the year were as follows:

	2008 £000	2007 £000
Turnover	-	-
Profit on ordinary activities before taxation and for the financial year	4,815	629
Net assets	8,228	3,413

The directors do not recommend the payment of a dividend in respect of the year (2007: *£nil*)

Further analysis of the company's turnover, profit and net assets are set out in the financial statements.

Directors

The directors who served during the year and subsequently were as follows:

PM Youngs (resigned 10 September 2008)
AK Peermohamed (resigned 10 September 2008)
B Bailey (appointed 10 September 2008)
A Pappa (appointed 10 September 2008)
K Stonell (appointed 10 September 2008)

Disclosure of information to auditors

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 auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditor

In accordance with section 487 of the Companies Act 2006, the auditor KPMG Audit Plc will be deemed reappointed and will therefore continue in office.

Approved by order of the Board of Directors on 28th October 2009 and signed on its behalf by:



A Pappa
Director

c/o Temenos UK Ltd
71 Fenchurch Street
London
EC3M 4TD

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 period. 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).

The financial statements are required by law to 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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

2 Cornwall Street
Birmingham
B3 2DL
United Kingdom

Independent auditors' report to the members of Raft International Limited

We have audited the financial statements of Raft International Limited for the year ended 31 December 2008 which comprise the profit and loss account, the balance sheet and the related notes. 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 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

Independent auditors' report to the members of Raft International Limited *(continued)*

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

28 October 2009

Profit and loss account
for the year ended 31 December 2008

	<i>Note</i>	2008 £000	2007 £000
Operating (costs)/credits	2	4,815	629
Operating profit being profit on ordinary activities before taxation		4,815	629
Tax on profit on ordinary activities	5	-	-
Profit on ordinary activities after tax and for the financial year	10	4,815	629

All results shown above relate to continuing activities.

There are no recognised gains or losses for the current or prior period other than those reflected in the profit and loss account above.

Balance sheet
at 31 December 2008

	<i>Note</i>	2008		2007	
		£000	£000	£000	£000
Fixed assets					
Investments	6		2,788		2,788
Current assets					
Debtors	7	5,442		626	
Cash at bank and in hand		24		24	
		<hr/>		<hr/>	
Creditors: Amounts falling due within one year	8	5,466 (26)		650 (25)	
		<hr/>		<hr/>	
Net current assets			5,440		625
			<hr/>		<hr/>
Net assets			8,228		3,413
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	9		3,330		3,330
Share premium account	10		5,768		5,768
Profit and loss account	10		(870)		(5,685)
			<hr/>		<hr/>
Equity shareholders' funds	11		8,228		3,413
			<hr/>		<hr/>

These financial statements were approved by the Board of Directors on 28th October 2009 on its behalf by:



A Pappa
Director

Company registered number: 04016397

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 Company's financial statements.

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

The Company is exempt by virtue of s228 Companies Act 1985 from the requirement to prepare group financial statements as it is included in the consolidated accounts of Temenos AG, a company incorporated in Switzerland.

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds of its size.

Investments

Investments are stated at cost less any amounts provided for any impairment in value.

Taxation

The charge for taxation is based on the profit 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 Deferred tax.

Deferred tax assets are recognised to the extent that they are regarded as recoverable. Deferred tax assets are regarded as recoverable to the extent that on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

2 Operating (costs)/credits

	2008 £000	2007 £000
Other operating credits	-	32
Release of provision for intercompany debts	4,815	597
	<hr/> 4,815 <hr/>	<hr/> 629 <hr/>

Notes (continued)

3 Profit on ordinary activities before tax

	2008 £000	2007 £000
<i>Profit on ordinary activities is stated after charging</i>		
Fees payable to the Company's auditor – audit of these financial statements	-	-
	<u> </u>	<u> </u>

The audit fee for the year ended 31 December 2008 was borne by another Group undertaking.

4 Staff costs and directors' remuneration

The company does not have any staff other than its directors. The directors do not receive any emoluments from the company.

5 Taxation on profit on ordinary activities

	2008 £000	2007 £000
Tax on profit on ordinary activities	-	-
	<u> </u>	<u> </u>

Factors affecting the tax credit for the current period

The current tax credit for the period is different to the standard rate of corporation tax in the UK of 28.5% (2007: 30%). The differences are explained below:

	2008 £000	2007 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	4,815	629
	<u> </u>	<u> </u>
Current tax at 28.5% (2007: 30%)	1,373	189
	<u> </u>	<u> </u>
<i>Effects of:</i>		
Adjustments on other timing differences	-	(10)
Provision for intercompany debt	(1,373)	(179)
	<u> </u>	<u> </u>
	<u> </u>	<u> </u>

Factors that may affect future tax charges

It has been announced that the corporation tax rate applicable to the Company has changed from 30% to 28% on 1 April 2008. Future tax charges may be lower than the current tax rate as a result of the following deferred tax asset not recognised.

	2008 £000	2007 £000
<i>Unprovided deferred tax:</i>		
Losses at 28% (2007: 28%)	281	297
Other timing differences	-	(8)
	<u> </u>	<u> </u>
	<u>281</u>	<u>289</u>

Notes (continued)

6 Fixed asset investments

	2008 £000	2007 £000
Investments	2,788	2,788

The Company's investment in subsidiary undertakings comprises 100% of the issued share capital of the following companies:

	Country of incorporation	Principal activity
Financial Objects (Risk Management) Limited	Great Britain	Computer software services
Raft (Overseas) Limited	Great Britain	Intermediate holding company

7 Debtors

	2008 £000	2007 £000
Amounts owed by group undertakings	5,434	618
Other debtors	8	8
	<u>5,442</u>	<u>626</u>

8 Creditors: Amounts falling due within one year

	2008 £000	2007 £000
Amounts owed to fellow group undertakings	8	8
Corporation tax	17	17
Accruals and deferred income	1	-
	<u>26</u>	<u>25</u>

9 Share capital

	2008 £000	2007 £000
Authorised:		
200,000,000 ordinary equity shares of 5p each	10,000	10,000
Allotted, called up and fully paid:		
66,590,204 ordinary equity shares of 5p each	3,330	3,330

Notes (continued)

10 Profit and loss account

	Share premium account £'000	Profit and loss account £000
At 1 January 2008	5,768	(5,685)
Profit for the financial year	-	4,815
	<hr/>	<hr/>
At 31 December 2008	5,768	(870)
	<hr/>	<hr/>

11 Reconciliation of movements in equity shareholders' funds

	2008 £000	2007 £000
Profit for the financial year	4,815	629
Opening equity shareholders' funds	3,413	2,784
	<hr/>	<hr/>
Closing equity shareholders' funds	8,228	3,413
	<hr/>	<hr/>

12 Capital commitments

At 31 December 2008 the Company had no capital commitments (2007: £nil).

13 Related party transactions

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, 'Related Party Disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by Temenos Group AG, whose financial statements are publicly available.

14 Ultimate parent company

Following the acquisition of the Company's previous ultimate parent undertaking, Financial Objects plc, by Temenos Group AG on 10 September 2008, the ultimate parent company is Temenos AG, a company incorporated in Switzerland.

For the year ended 31 December 2008, the only group in which the results of the Company were consolidated is that headed by Temenos Group AG. Copies of the Group financial statements, incorporating those of the Company, are available from:

c/o Temenos UK Ltd
71 Fenchurch Street
London
EC3M 4TD.