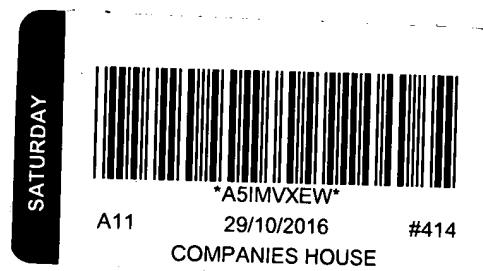


# Financial statements Brady Credit Limited

(formerly Raft International Limited)

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For the year ended 31 December 2015



Company No. 04016397

## Company information

**Company registration number:** 04016397

**Registered office:** Riverside House,  
2a Southwark Bridge Road,  
London  
SE1 9HA

**Directors:** G J Lavelle  
M Thorneycroft

**Bankers:** Barclays Bank  
Vision Park  
Histon  
Cambridge  
CB24 9DE

**Solicitors:** K&L Gates  
One New Change  
London  
EC4M 9AF

**Auditor:** Grant Thornton UK LLP  
101 Cambridge Science Park  
Milton Road  
Cambridge  
CB4 0FY

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## Strategic Report

### Principal activities and business review

The principal activity of the company during the period under review is to hold investments in subsidiary companies.

There was a loss for the year amounting to £3,430k (year ended 31 December 2014: £9k profit).

During the year a dividend of £4,587k was paid (year ended 31 December 2014: £nil).

### Key performance indicators

The key performance indicators for the year ended 31 December 2015 were turnover and profit.

	2015 £000's	2014 £000's
(Loss)/Profit for the financial year	<u>(3,430)</u>	<u>9</u>
The balance sheet position is as follows:		
Net (liabilities)/assets	<u>(21)</u>	<u>7,996</u>

### Financial risk management objectives and policies

The company's activities expose it solely to a financial risk. This is market risk which occurs due to currency risk.

#### Market Risk

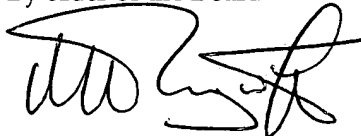
##### Foreign exchange risk

Foreign exchange gains and losses principally arise from intercompany transactions.

### Future Developments

The Company will continue to be a holding company for the foreseeable future.

By order of the Board



Martin Thorneycroft  
Director

21 October 2016

## Directors Report

The directors present their annual report together with the financial statements for the year ended 31 December 2015.

### Post balance sheet events

Following the acquisition by Brady Plc on 4 January 2016, the company changed its name to Brady Credit Limited from Raft International Limited and received approval from Companies House that the change of name was confirmed on 21 January 2016.

### Directors

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

G J Lavelle (appointed 31 December 2015)  
M Thorneycroft (appointed 31 December 2015)  
D Noctor (resigned 31 December 2015)  
M Gunning (resigned 31 December 2015)

### Dividends

The directors paid a dividend of £4.6 million in 2015 (2014: nil). The directors do not recommend the payment of a final dividend for the year ended 31 December 2015 (2014: £nil).

### Statement of directors' responsibilities

The directors are responsible for preparing 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 the directors have elected to prepare financial statements in accordance with the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 101 (FRS 101) and applicable law. Under company law the Directors must not approve the accounts 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 Financial Reporting Standard 101 (FRS 101) has been followed, subject to any material departures disclosed and explained in the financial statements
- 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 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 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.

## Directors Report (continued)

### **Statement of directors' responsibilities (continued)**

In so far as each of the directors is aware:

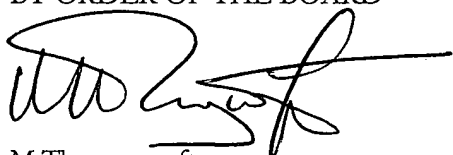
- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Auditor**

A resolution for the appointment of Grant Thornton UK LLP as independent Auditor of the Group is to be proposed at the forthcoming Annual General Meeting. In accordance with normal practice, the Directors will be authorised to determine the Auditor's remuneration.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'M Thorneycroft', written over a horizontal line.

M Thorneycroft  
Secretary

21 October 2016



## Independent auditor's report to the members of Brady Credit Limited

We have audited the financial statements of Brady Credit Limited for the year ended 31 December 2015 which comprise the balance sheet, the statement of comprehensive income, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 pages 4-5, 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 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom 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 Strategic Report and 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 Brady Credit 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.

*Grant Thornton UK LLP*

**David Newstead**

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

**Cambridge**

Date:

*27 October 2016*



## Principal accounting policies

Brady Credit Limited, (previously Raft International Limited) United Kingdom, Riverside House, 2a Southwark Bridge Road, London SE1 9HA

### **Basis of preparation**

The financial statements have been prepared in accordance with applicable accounting standards and in accordance with the Financial Reporting Standard 101 – ‘The Reduced Disclosure Framework’ (FRS 101). The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have all been applied consistently throughout the year unless otherwise stated.

### **Going Concern**

After making enquires and reviewing forecasts and projections, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Company is a 100% owned subsidiary within the Brady plc group following its acquisition on the 4<sup>th</sup> January 2016 and has the full support of the parent company. The company therefore continues to adopt the going concern basis in preparing the financial statements.

### **Consolidation**

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

### **Foreign currency**

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

### **Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

### **Investment in subsidiaries**

Investments are stated at cost less provision for impairment.

## Principal accounting policies (continued)

### **Tax**

Current tax is the tax currently payable based on taxable profit for the year and is recognised through profit or loss.

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the statement of financial position date.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in profit or loss, except where they relate to items that are charged or credited in other comprehensive income or directly to equity (such as share-based payments), in which case the related deferred tax is also charged or credited in other comprehensive income or directly to equity.

### **Critical accounting judgements and key sources of estimation uncertainty**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

### **Disclosure Exemptions**

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

1. A statement of cash flows and related notes
2. The requirement of IAS 24 related party disclosures to disclose related party transactions entered in to between two or more members of the group as they are wholly owned within the group
3. Presentation of key comparative reconciliation for property, plant and equipment, intangible assets, investment properties and agriculture
4. Disclosures of key management personnel compensation
5. Disclosures in respect of financial instruments
6. The effect of future accounting standards not adopted

## Statement of Comprehensive Income

	Note	Year to 31 Dec 2015 £000s	Year to 31 Dec 2014 £000s
Other operating income		88	9
Administrative expenses		(3,500)	-
<b>Operating (loss) / profit</b>	2	<u>(3,412)</u>	<u>9</u>
Interest receivable and similar income		-	-
<b>(Loss) / profit on ordinary activities before taxation</b>		<u>(3,412)</u>	<u>9</u>
Tax on (loss) / profit on ordinary activities	3	<u>(18)</u>	<u>(-)</u>
<b>(Loss) / profit for the year</b>		<u><u>(3,430)</u></u>	<u><u>9</u></u>
Other Comprehensive Income		-	-
<b>Total comprehensive income for the year</b>		<u><u>(3,430)</u></u>	<u><u>9</u></u>

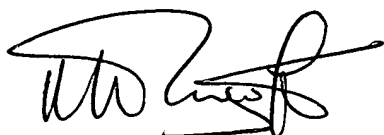
All of the activities of the company in the current year are classed as continuing.

The company has no recognised gains or losses other than the results for the period as set out above.

## Balance Sheet

	Note	2015 £000s	2014 £000s
<b>Fixed assets</b>			
Investments	4	-	2,795
<b>Current assets</b>			
Debtors	5	-	5,768
<b>Creditors: amounts falling due within one year</b>	6	(21)	(567)
<b>Net current assets</b>		(21)	5,201
<b>Net assets</b>		(21)	7,996
<b>Capital and reserves</b>			
Called up share capital	7	3,330	3,330
Share Premium account		-	5,768
Profit and loss account		(3,351)	(1,102)
<b>Shareholders' funds</b>		(21)	7,996

These financial statements were approved by the directors and authorised for issue on 21 October 2016 and are signed on their behalf by:



M Thorneycroft  
Director

Company number 04016397

## Statement of changes in Equity

	Called-up share capital £ '000	Share Premium £ '000	Profit and loss account £ '000	Total £ '000
At 1 January 2014	3,330	5,768	(1,111)	7,987
Profit for the year	-	-	9	9
At 31 December 2014	3,330	5,768	(1,102)	7,996
Dividends paid	-	-	(4,587)	(4,587)
Transfer to Profit & Loss Reserve	-	(5,768)	5,768	-
Loss for the year	-	-	(3,430)	(3,430)
At 31 December 2015	3,330	-	(3,351)	(21)

# Notes to the financial statements

## 1 Directors and employees

The average number of staff employed by the company during the financial year amounted to:

	2015 No	2014 No
Number of directors	2	2
	2	2

The directors of the company were paid by the parent company Temenos AG. The directors of Temenos resigned on 31st December 2015 and directors of Brady Credit Limited were appointed. They did not receive any remuneration for the year ended December 2015 in respect of Brady Credit Limited.

## 2 Operating loss

The operating loss for the year is attributable to one principle activity of the company.

Operating loss is stated after charging/(crediting):

	2015 £000s	2014 £000s
Foreign exchange gains	(88)	(9)
Auditor's remuneration:		
- Audit of the company annual accounts	2	2

The previous year's audit fee was borne by another company of the Temenos AG Group.

## 3 Taxation on ordinary activities

### a) Analysis of charge in period

	2015 £000s	2014 £000s
Current tax		
UK corporation tax based on results for the period at 20.25% (2014: 21.5%)	-	-
Adjustment in respect of prior periods	18	-
Total current tax	18	-
Deferred tax		
Origination and reversal of timing differences	-	-
Tax on profit on ordinary activities	18	-

## Notes to the financial statements (continued)

**Taxation on ordinary activities (continued)**

## b) Factors affecting current tax charge

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 20.25% (2014: 21.5%). The differences are explained as follows:-

	2015 £000s	2014 £000s
(Loss)/profit on ordinary activities before taxation	(3,429)	9
(Loss)/profit on ordinary activities multiplied by standard rate of tax in the UK 20.25% (2014: 21.5%)	(694)	2
Effects of:		
Losses and other timing differences	676	(2)
Tax on results on ordinary activities	18	-

**4 Investments**

	2015 £
<b>Cost</b>	
Historical cost 1 January 2015	2,793
Impairment charged to comprehensive income	(2,793)
Carrying value 31 December 2015	-

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

	Country of incorporation	Principal Activity
Brady Credit Trading Limited	UK	Computer software services

The Directors consider the value of the investments to be supported by the underlying assets.

**5 Debtors**

	2015 £000s	2014 £000s
Amounts owed by group undertakings	-	5,768
	-	5,768

During the year, £5,768k was written off amounts owed by group undertakings as the balances are not recoverable.

## Notes to the financial statements (continued)

**6 Creditors: amounts falling due within one year**

	2015 £000s	2014 £000s
Accruals	3	-
Corporation tax	18	-
Amounts owed to group undertakings	-	567
	<u>21</u>	<u>567</u>

During the year, £567k was written off amounts owed to group undertakings as the balances were waived by the fellow group company.

**7 Share capital**

Allotted, called up and fully paid:

	2015		2014	
	No	£ '000	No	£'000
Ordinary shares of 5 pence each	66,590,204	3,330	66,590,204	3,330

**8 Capital commitments**

The company had no capital commitments at 31 December 2015 or 31 December 2014.

**9 Contingent liabilities**

There were no contingent liabilities at 31 December 2015 or 31 December 2014.

**10 Related party transactions**

For the period up to December 31 2015, Brady Credit Limited (previously named Raft International Limited) was a wholly owned subsidiary of Temenos Group AG and was exempt from the requirements of FRS 101 to disclose transactions with other members of the group on the grounds that accounts are publicly available.

**11 Controlling party**

At 31 December 2015 the ultimate parent undertaking was Temenos Group AG, a company incorporated in Switzerland. On 4 January 2016 the company was acquired by Brady Plc and became the ultimate parent undertaking and controlling party of this company, registered in England and Wales, company number 2164768.

The company is exempt from the requirement to prepare group accounts because the results of the company are consolidated into the financial statements of Temenos Group AG. The consolidated financial statement of that group may be obtained from: c/o Temenos UK Ltd, 71 Fenchurch Street, London. EC3M 4TD.



## Notes to the financial statements (continued)

### **12 Transition to FRS 101**

From 1 January 2015 the company has adopted FRS 101 in the preparation of its financial statements.

There are no adjustments arising from the transition and hence there is no impact on reserves or the income statement as a consequence of the transition to FRS 101.