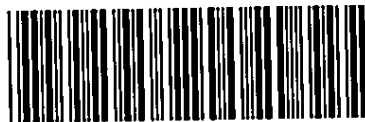


**Company Registration Number 4205366**

**MISYS EAGLEYE LIMITED**  
**Annual Report**  
**for the year ended 31 May 2007**

FRIDAY



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# **MISYS EAGLEYE LIMITED**

## **DIRECTORS' REPORT**

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The Directors present their annual report and audited financial statements of the Company for the year ended 31 May 2007

### **Principal activities**

The principal activity of the Company is to develop and sell regulatory software to the capital markets industry

### **Review of the business and future developments**

The Eagleye product that is currently being developed has now been successfully integrated within an expanded product suite and the Directors expect sales of the product to follow in the future. The Directors do not foresee the Eagleye product continuing to be manufactured and sold as a standalone product.

The Company has taken advantage of the exemption available to small companies in section 246 (4) and 247A of the Companies Act 1985 and therefore an enhanced business review has not been detailed in the Directors' report.

### **Results and dividends**

The results of the Company for the year are set out on page 5. The Directors do not recommend the payment of a dividend (2006 nil). A profit of £6,000 (2006 loss of £232,000) has been transferred to reserves.

### **Directors**

The Directors who held office during the year are as follows:

K G Hughes  
R L Ham  
Misys Corporate Director Limited

### **Statement of Directors' Responsibilities**

The Directors are responsible for preparing the annual report, including, as described below, the financial statements.

Company law requires the Directors to prepare financial statements for each financial year which 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. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 May 2007 and that applicable accounting standards have been followed.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to 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.

**MISYS EAGLEYE LIMITED**  
**DIRECTORS' REPORT (continued)**

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**Provision of information to auditors**

So far as each Director is aware, there is no relevant audit information of which the Company's auditors were unaware. The Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**Auditors**

PricewaterhouseCoopers LLP 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.

By order of the Board



R L Ham  
**Director**  
15 October 2007

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MISYS EAGLEYE LIMITED**

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We have audited the financial statements of Misys Eagleye Limited for the year ended 31 May 2007 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.

### **Respective responsibilities of Directors and Auditors**

As described in the Statement of Directors' Responsibilities the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 in the Directors' Report is consistent with the financial statements. We also 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 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.

**INDEPENDENT AUDITORS'S REPORT TO THE MEMBERS OF  
MISYS EAGLEYE LIMITED (continued)**

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**Opinion**

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs at 31 May 2007 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 in the Directors' Report is consistent with the financial statements

*PricewaterhouseCoopers LLP*

**PricewaterhouseCoopers LLP**  
Chartered Accountants and Registered Auditors  
London

**16** October 2007

# MISYS EAGLEYE LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2007

	<i>Note</i>	<b>2007 £'000</b>	<b>2006 £'000</b>
Turnover		<b>13</b>	22
Cost of sales		-	-
Gross profit		<b>13</b>	22
Administrative expenses		<b>3</b>	(404)
<b>Operating profit (loss) on ordinary activities before tax</b>	<b>3</b>	<b>16</b>	(382)
Tax on profit (loss) on ordinary activities	6	<b>(10)</b>	150
<b>Retained profit (loss) for the financial year</b>	<b>11</b>	<b>6</b>	(232)

The notes to the financial statements are on pages 7 to 12

The results for the year reflect trading from continuing operations

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

There are no differences between the profit (loss) on ordinary activities before taxation and the retained profit (loss) for the financial years stated above and their historical cost equivalents.

# MISYS EAGLEYE LIMITED

## BALANCE SHEET AS AT 31 MAY 2007

	<i>Note</i>	<b>2007 £'000</b>	<b>2006 £'000</b>
<b>Fixed assets</b>			
Tangible fixed assets	7	-	7
<b>Current assets</b>			
Debtors	8	-	176
Cash at bank and in hand		-	8
		-	184
<b>Creditors: amounts falling due within one year</b>	9	<b>(2,068)</b>	<b>(2,246)</b>
<b>Net current liabilities</b>		<b>(2,068)</b>	<b>(2,062)</b>
<b>Total assets less current liabilities</b>		<b>(2,068)</b>	<b>(2,055)</b>
<b>Creditors: amounts due in over one year</b>	9	<b>(1,847)</b>	<b>(1,866)</b>
<b>Net liabilities</b>		<b>(3,915)</b>	<b>(3,921)</b>
<b>Capital and reserves</b>			
Called up share capital	10	1	1
Profit and loss account	11	<b>(3,916)</b>	<b>(3,922)</b>
<b>Equity shareholders' deficit</b>	12	<b>(3,915)</b>	<b>(3,921)</b>

The financial statements on pages 5 to 12 were approved by the Board of Directors on 15 October 2007 and signed on its behalf by



R L Ham  
Director

# MISYS EAGLEYE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

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### 1 ACCOUNTING POLICIES

#### Accounting convention

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below.

#### Going concern

The Company has a deficiency of capital. A letter of support has been received from Misys plc, the ultimate parent company, stating that it will provide continuing financial support as necessary to enable the Company to meet its obligations as and when they fall due for a period of at least 12 months from the date of this report. Accordingly, the Directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

#### Revenue recognition

Revenue from system sales is recognised when a signed contract exists, delivery to a customer has occurred with no significant vendor obligations remaining and where the collection of the resulting receivable is considered probable. In instances where a considerable vendor obligation exists, revenue recognition is delayed until the obligation has been satisfied. No revenue is recognised for multiple element products if an element of the contract remains undelivered and is essential to the functionality of the elements already delivered.

Maintenance fees are recognised rateably over the period of the contract.

Revenue from professional services, such as implementation, training and consultancy, is recognised as the services are performed.

#### Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis so as to write off the cost less estimated residual value of each asset, over its expected useful life. The rates applied from the date of purchase are:

Leasehold improvements	Over the term of the lease
Office furniture and other equipment	10% - 25% per annum
Motor vehicles	10% - 25% per annum

#### Deferred taxation

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.

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 enacted or substantively enacted at the balance sheet date.

#### Research and development

Research and development expenditure, including the costs of software products internally developed, is expensed in the year in which it is incurred.



# MISYS EAGLEYE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

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### 1. ACCOUNTING POLICIES (Continued)

#### Pensions

The Company participates in the Misys plc defined contribution pension schemes. These contributions are determined on a Misys Group basis and charged to the profit and loss account as incurred.

#### Foreign exchange

Assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date or at rates specified in related forward contracts where appropriate. Transactions in foreign currencies are translated at the rate ruling at the date of each transaction or at rates specified in related forward contracts. Exchange differences arising from the settlement of trading indebtedness are included in the profit and loss account as incurred.

#### Cash flow statement and related party disclosures

The Company is a wholly owned subsidiary of Misys plc and is included in the consolidated financial statements of Misys plc, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 'Cash Flow Statements'.

The Company has also taken advantage of the exemption under FRS 8 'Related Party Disclosures' not to disclose transactions with group undertakings since Misys plc is the beneficial owner of the entire equity share capital of the Company.

#### Changes in accounting policies

The Company has adopted FRS 20 'Share-based payment' in these financial statements. The adoption of this standard represents a change in accounting policy which has no impact on the current and prior year figures.

### 2. SEGMENTAL REPORTING

No geographical analysis has been presented as turnover derives from sales in Europe only.

### 3. OPERATING PROFIT (LOSS)

Operating profit (loss) is stated after charging

	2007 £'000	2006 £'000
Depreciation of fixed assets		
- owned assets	-	10
Auditor's remuneration – audit services	-	3

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Auditors' remuneration for the year was £3,000 which has not been recharged. This cost was borne by Misys International Banking Systems Limited, another group company.

# MISYS EAGLEYE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

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### 4 EMPLOYEES

	2007 Number	2006 Number
The average number employed by the Company was		
Programming and support	-	7
	-	7
	2007 Number	2006 Number
Employee costs during the year amounted to		
Wages and salaries	-	201
Social security costs	-	26
Other pensions costs	-	2
	-	229

All employees were transferred to Misys International Banking Systems Limited. An annual service charge was then charged for the costs incurred by Misys International Banking Systems Limited on behalf of Misys EagleEye Limited.

### 5 DIRECTORS' REMUNERATION

The emoluments of R L Ham and K G Hughes are paid by other group companies. Their services to this company are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to other group companies. Accordingly, no emolument details are disclosed in EagleEye Limited accounts for the year.

# MISYS EAGLEYE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 6 TAX ON PROFIT (LOSS) ON ORDINARY ACTIVITIES

#### (a) Analysis of tax charge (credit) in the period

	2007 £'000	2006 £'000
Current tax		
UK corporation tax charge (credit) on profit (loss) for the year	10	(150)

The tax assessed for the period is higher than the standard rate of corporation tax based on profit (loss) before tax for the following reasons

#### (b) Factors affecting the tax change (credit) in the period

	2007 £'000	2006 £'000
Profit (loss) on ordinary activities before taxation	16	(382)
Tax on loss on ordinary activities at the standard rate of UK tax of 30%	5	(115)
<i>Effects of</i>		
Capital related transaction	3	-
Non provided timing differences	-	(4)
Non deductible expenditure	2	-
R&D tax credits	-	(32)
Other adjustments	-	1
<b>Current tax charge (credit) for the period (note 6 (a))</b>	<b>10</b>	<b>(150)</b>

The deferred tax asset on pre-acquisition losses carried forward of £512,000 (2006 £512,000) has not been recognised as there is insufficient evidence the asset will be recoverable. Further deferred tax assets of £12,000 (2006 £10,000) arising from other timing differences have not been recognised as their use is uncertain or is not currently anticipated due to losses elsewhere within the Group.

A number of changes to the UK Corporation tax system were announced in the March 2007 Budget Statement and are expected to be enacted in the 2007 and 2008 Finance Acts. The changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The effect of the changes to be enacted in the Finance Act 2007 would be to reduce the unprovided deferred tax asset at 31 May 2007 by £35,000. This decrease in deferred tax is due to the reduction in the corporation tax rate from 30% to 28% with effect from 1 April 2008.

The other changes to be enacted would have not further effects on the unprovided deferred tax asset at 31 May 2007.

# MISYS EAGLEYE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 7 TANGIBLE FIXED ASSETS

	Leasehold Improvements	Furniture, fixtures and fittings	Total
	£'000	£'000	£'000
<b>Cost</b>			
At 1 June 2006	9	30	39
Disposals	(9)	(30)	(39)
At 31 May 2007	-	-	-
<b>Depreciation</b>			
At 1 June 2006	8	24	32
Disposals	(8)	(24)	(32)
At 31 May 2007	-	-	-
<b>Net book value</b>			
At 31 May 2007	-	-	-
At 31 May 2006	1	6	7

### 8 DEBTORS

	2007 £'000	2006 £'000
Corporation tax	-	150
Indirect tax	-	3
Prepayments	-	23
	-	176

### 9 CREDITORS

	2007 £'000	2006 £'000
<b>Amounts falling due within one year</b>		
Trade creditors	2	14
Corporation tax	10	-
Amounts due to group undertakings	2,056	2,226
Deferred income	-	2
Accruals	-	4
	2,068	2,246
<b>Amounts falling due in over one year</b>		
Amounts due to group undertakings	1,847	1,866
	3,915	4,112

Amounts due to group undertakings are unsecured, do not attract interest and are repayable on demand

# MISYS EAGLEYE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 10 CALLED UP SHARE CAPITAL

	2007 £'000	2006 £'000
<b>Authorised</b>		
1,000,000 Ordinary shares of 10 pence each	100	100
<b>Allotted and fully paid</b>		
15,260 Ordinary shares of 10 pence each	1	1

### 11 RESERVES

	Profit and loss account £'000
As at 1 June 2006	(3,922)
Retained profit for the year	6
As at 31 May 2007	(3,916)

### 12 RECONCILIATION OF SHAREHOLDERS' FUNDS

	2007 £'000	2006 £'000
Profit (loss) for the financial year	6	(232)
Opening shareholders deficit	(3,921)	(3,689)
Closing Shareholders deficit	(3,915)	(3,921)

### 13 ULTIMATE PARENT COMPANY

The parent company of both the largest and smallest group in which Misys Eagleye Limited is included in consolidated accounts is that of Misys plc

The Company's immediate and 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