

**Criterion Software International Limited**

**Directors' report and financial  
statements**

**Registered number 4330854**

**31 March 2013**

TUESDAY



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## **Directors' report**

The directors present their report and financial statements for the year ended 31 March 2013

### **Principal activity and business review**

The Company operated throughout the year as a holding company for Criterion Software Inc

The Company did not trade during the year, any expenses of the Company were borne by other group companies

### **Proposed dividend**

The directors do not recommend the payment of a dividend (2012 £nil)

### **Directors and directors' interests**

The directors who held office during the year were as follows

B O Halbe

K A Kallweit

S G Bene

The directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report

### **Political and charitable contributions**

The Company made no political or charitable contributions and incurred no political expenditure during the year (2012 £nil)

### **Post Balance Sheet Events**

After the year end, Criterion Software Inc a wholly owned US dormant entity of nil value, was liquidated. The liquidation completed on 6 September 2013

### **Disclosure of information to auditor**

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 auditor is 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 auditor is aware of that information

### **Auditor**

In accordance with Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will therefore continue in office

On behalf of the board



**B O Halbe**  
Director – Criterion Software International Limited  
Registered Number 4330854

Onslow House  
Onslow Street  
Guildford  
Surrey  
GU1 4TN

## **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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 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**

Arlington Business Park  
Theale  
Reading  
RG7 4SD  
United Kingdom

### **Independent auditor's report to the members of Criterion Software International Limited**

We have audited the financial statements of Criterion Software International Limited for the year ended 31 March 2013 set out on pages 6 to 10. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 page 3, 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 (APB'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 web-site 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 March 2013 and of its result for the year then ended,
- have been properly prepared in accordance with UK 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**

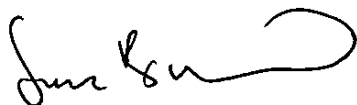
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditor's report to the members of Criterion Software International 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



**Simon Baxter (Senior Statutory Auditor)**  
for and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants  
Reading  
Date 28 October 2013

**Profit and Loss Account**  
*for the year ended 31 March 2013*

|  | <i>Note</i> | <b>Year ended<br/>31 March<br/>2013<br/>£000</b> | <b>Year ended<br/>31 March<br/>2012<br/>£000</b> |
|--|-------------|--|--|
| Dividend received*                                   |             | -  | 16   |
| <b>Profit on ordinary activities before taxation</b> |             | -  | 16   |
| Taxation on profit on ordinary activities            |             | -  | -  |
| <b>Profit for the financial year</b>                 |             | -  | 16   |

\*The dividend received in 2012 was the final distribution from a dormant overseas subsidiary which was liquidated during that year. The subsidiary was held at £nil prior to the liquidation.

The Company has no recognised gains or losses other than those recognised in the result for the year as reported above.

There were no material differences between reported profits and losses and historical cost profits and losses.

The Company did not trade during the current or preceding year.

**Balance sheet**  
*at 31 March 2013*

|  | <i>Note</i> | <b>2013</b> | <b>2012</b> |
|--|-------------|-------------|-------------|
|  |             | <b>£000</b> | <b>£000</b> |
| <b>Current assets</b>                                |             |             |             |
| Debtors  | 5           | 1           | 1           |
| <b>Creditors</b> amounts falling due within one year | 6           | (202)       | (202)       |
| <b>Net current liabilities</b>                       |             | (201)       | (201)       |
| <b>Net liabilities</b>                               |             | (201)       | (201)       |
| <b>Capital and reserves</b>                          |             |             |             |
| Called up share capital                              | 7           | 1           | 1           |
| Profit and loss account                              | 8           | (202)       | (202)       |
| <b>Shareholders' deficit</b>                         |             | (201)       | (201)       |

These financial statements were approved by the board of directors on **23 October 2013** and were signed on its behalf by



**B O Halbe**  
 Director

Registered number 4330854



## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards, and under historical cost accounting rules

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 Company is exempt by virtue of Section 401 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.

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

As 100% of the Company's voting rights are controlled within the group headed by Electronic Arts Inc, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Electronic Arts Inc can be obtained from the address given in note 10.

The Company has net liabilities of £201k. This is represented by an intercompany balance with Criterion Software Limited ("CSL"), a fellow group company. The Board has received appropriate assurances from Electronic Arts Limited, a fellow group company, that it will continue to provide financial and other support to the Company for the foreseeable future to enable it to meet its liabilities as they fall due. CSL has confirmed that it will not seek repayment of the outstanding intercompany creditor balance within 12 months from the date of approval of these financial statements. On this basis, the directors consider it appropriate to prepare the financial statements on a going concern basis.

#### *Investments*

Investments in subsidiary undertakings are valued at cost less impairment.

#### *Foreign currencies*

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### *Taxation and deferred taxation*

The charge for taxation is based on the profit for the year and takes into account deferred taxation arising 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.

### 2 Staff costs

There were no staff costs for the year ended 31 March 2013 (2012 nil).

## Notes (continued)

### 3 Operating profit

Remuneration to Directors in respect of qualifying services attributable to the Company were nil (2012 nil)

Messrs S G Bene, K A Kallweit and B O Halbe were remunerated by other group companies in respect of other services to other group companies

The fees for the audit of these financial statements were borne by Criterion Software Limited

### 4 Fixed asset investments

The company holds 100% of the ordinary share capital of

|                        | Incorporated in<br>US | Nature of business<br>Non-trading |
|------------------------|-----------------------|-----------------------------------|
| Criterion Software Inc |                       |                                   |

The subsidiary is held at a value of nil (2012 nil)

After the year end, Criterion Software Inc, a wholly owned US dormant entity of nil value, was liquidated. The liquidation completed on 6 September 2013.

### 5 Debtors: amounts falling due within one year

|                                     | 31 March<br>2013<br>£000 | 31 March<br>2012<br>£000 |
|-------------------------------------|--------------------------|--------------------------|
| Amounts due from group undertakings | 1                        | 1                        |

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

|                                    | 31 March<br>2013<br>£000 | 31 March<br>2012<br>£000 |
|------------------------------------|--------------------------|--------------------------|
| Amounts owed to group undertakings | 202                      | 202                      |
|                                    | <u>202</u>               | <u>202</u>               |

### 7 Called up share capital

|   | 31 March<br>2013<br>£000 | 31 March<br>2012<br>£000 |
|---|--------------------------|--------------------------|
| <i>Allotted, called up and fully paid</i><br>1,000 ordinary shares of £1 each | 1                        | 1                        |

## Notes (continued)

### 8 Reconciliation of movements in shareholders' funds

|                                       | 31 March<br>2013<br>£000 | 31 March<br>2012<br>£000 |
|---------------------------------------|--------------------------|--------------------------|
| Profit for the financial year         | -                        | 16                       |
| Net addition to shareholders' deficit | -                        | 16                       |
| Opening shareholders' deficit         | (202)                    | (218)                    |
| Closing shareholders' deficit         | (202)                    | (202)                    |

### 9 Commitments

- (a) There were no capital commitments at the end of the financial year
- (b) There were no annual commitments under non-cancellable operating leases

### 10 Ultimate parent company

The ultimate parent company is Electronic Arts Inc, a company incorporated in the US. The largest group in which the results of the Company are consolidated is that headed by Electronic Arts Inc. The consolidated financial statements of Electronic Arts Inc are available to the public and may be obtained from Electronic Arts Inc at 209 Redwood Shores Parkway, Redwood City, CA 94065.