

Sage Spain Investment Company Limited  
Annual report and financial statements  
for the year ended 30 September 2014

Registered number: 04767075

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Sage Spain Investment Company Limited  
Annual report and financial statements  
for the year ended 30 September 2014

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# **Sage Spain Investment Company Limited**

## **Strategic report for the year ended 30 September 2014**

The directors present their strategic report on Sage Spain Investment Company Limited for the year ended 30 September 2014.

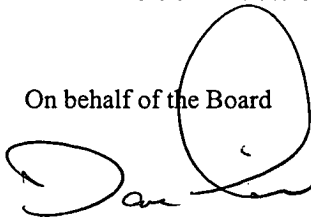
### **Review of business**

The results for the year are set out in the profit and loss account on page 6. No dividends were paid during the year (2013: €67,720,000). The company has no activity.

### **Principle risks and uncertainties**

The directors believe there to be no risks and uncertainties facing the company.

On behalf of the Board

A handwritten signature in black ink, appearing to be 'D M Fisher', is written over the text 'On behalf of the Board'.

D M Fisher

**Director**

14 January 2015

# **Sage Spain Investment Company Limited**

## **Directors' report for the year ended 30 September 2014**

The directors present their report and the audited financial statements of Sage Spain Investment Company Limited ("the Company") for the year ended 30 September 2014.

### **Principal activity**

The principal activity of the Company is that of a financing company.

### **Directors**

The directors who served during the year and up to the date of signing of the financial statements are set out below:

M J Robinson  
D M Fisher

### **Indemnity provisions**

The parent company, The Sage Group plc, maintained liability insurance for its directors and officers during the financial year and up to the date of approval of these financial statements. The Sage Group plc has also provided an indemnity for its directors and the company secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

### **Going concern**

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of The Sage Group plc. The directors have received confirmation that The Sage Group plc intends to support the company for at least one year after the date on which these financial statements are signed.

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Strategic report, 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 year. Under that law the directors have prepared 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 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 judgements and accounting estimates that are reasonable and prudent;

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 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.

# Sage Spain Investment Company Limited

## Directors' report for the year ended 30 September 2014 (continued)

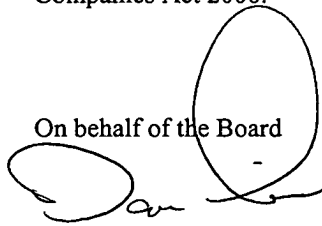
### Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the Board



D M Fisher

**Director**

14 January 2015

# **Sage Spain Investment Company Limited**

## **Independent auditors' report to the members of Sage Spain Investment Company Limited**

### **Report on the Financial Statements**

#### **Our opinion**

In our opinion, Sage Spain Investment Company Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 September 2014 and of its result 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.

#### **What we have audited**

The financial statements comprise:

- the balance sheet as at 30 September 2014;
- the profit and loss account for the year then ended;
- the accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### **Opinion on other matters prescribed by the Companies Act 2006**

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

#### **Other matters on which we are required to report by exception**

##### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

##### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

# **Sage Spain Investment Company Limited**

## **Independent auditors' report to the members of Sage Spain Investment Company Limited (continued)**

### **Our responsibilities and those of the directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

### **What an audit of financial statements involves**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) (ISAs (UK & Ireland)). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Tom Yeates (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle upon Tyne  
14 January 2015

# Sage Spain Investment Company Limited

## Profit and loss account for the year ended 30 September 2014

	Note	2014 €'000	2013 €'000
Interest receivable and similar income	1	-	2,535
<b>Profit on ordinary activities before taxation</b>	2	-	2,535
Tax on profit on ordinary activities	3	-	-
<b>Profit for the financial year</b>	5	-	2,535

All amounts relate to continuing operations

### Recognised gains and losses

The Company has no recognised gains or losses, as defined in FRS 3 "Reporting financial performance", which are not included in the above profit and loss account.

### Historical cost profits and losses

There is no material difference between the reported profits and the historical cost profits for 2014 and 2013.

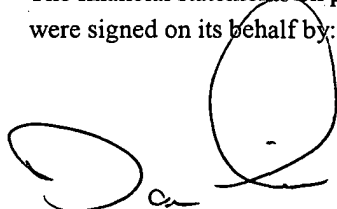


# Sage Spain Investment Company Limited

## Balance sheet as at 30 September 2014

	Note	2014 €'000	2013 €'000
Net assets		-	-
Capital and reserves			
Called up share capital	4	-	-
Total shareholders' funds	5	-	-

The financial statements on pages 6 to 11 were approved by the board of directors on 14 January 2015 and were signed on its behalf by:



D M Fisher  
Director

# **Sage Spain Investment Company Limited**

## **Accounting policies**

### **Accounting convention**

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies applied consistently are set out below.

### **Functional currency**

The financial statements have been prepared in Euros as allowed by UK generally accepted accounting principles since the Euro is the functional currency of the Company. The closing and average exchange rates prevailing at the year-end respectively are €1.2834 and €1.2276 (2013; €1.1963/£1 and €1.1874/£1).

### **Cash flow statement**

The Company is a wholly owned subsidiary of The Sage Group plc and is included in the consolidated financial statements of The Sage Group 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 (revised 1996) "Cash flow statements".

### **Foreign currencies**

Transactions in foreign currency are converted to Euro at the rate ruling at the date of the transaction.

Monetary assets and liabilities expressed in foreign currencies are translated into euro at exchange rates ruling at the balance sheet date. All differences on exchange are taken to the profit and loss account.

# Sage Spain Investment Company Limited

## Notes to the financial statements for the year ended 30 September 2014

### 1 Interest receivable and similar income

	2014	2013
	€'000	€'000
Interest receivable on loans to group undertakings	-	2,535

### 2 Profit on ordinary activities before taxation

Auditors' remuneration is borne by the ultimate parent company, The Sage Group plc, in both the current and prior year.

The directors did not receive any emoluments during the year in respect of their services to the Company (2013: £nil). No other persons were employed during the year (2013: none).

### 3 Tax on profit on ordinary activities

#### (a) Analysis of charge in the year

There is no tax charge in the current year (2013: £nil).

#### (b) Factors affecting tax charge for the year

The tax assessed for the year is equal to (2013: lower) the standard rate of corporation tax in the UK 22% (2013: 23.5%). The differences are explained below.

	2014	2013
	€'000	€'000
<b>Profit on ordinary activities before taxation</b>	-	2,535
Profit on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 22% (2013: 23.5%).	-	596
Effects of:		
Group relief utilised not paid	-	(596)
<b>Total current tax charge for the year</b>	-	-

No deferred tax has been recognised (2013: £nil)

# Sage Spain Investment Company Limited

## Notes to the financial statements for the year ended 30 September 2014 (continued)

### 3 Tax on profit on ordinary activities (continued)

#### (c) Factors that may affect future tax charges

The main rate of Corporation Tax in the UK changed from 23% to 21% from 1 April 2014. Accordingly the companies' results for this accounting period are taxed at an effective rate of 22.0% in the year.

In addition to the changes in rates of Corporation Tax disclosed above, a number of changes to the UK Corporation Tax system are proposed. A further reduction in the main rate has been substantively enacted to reduce the rate to 20% from 1 April 2015.

There are no other factors expected to materially affect future tax charges.

### 4 Called up share capital

	2014	2013
<b>Allotted and unpaid</b>		
1 (2013: 1) ordinary "A" shares of €1 each	€1	€1
1 (2013: 1) ordinary share of £1 each	£1	£1

The ordinary and "A" ordinary shares rank pari passu in all respects.

# Sage Spain Investment Company Limited

## Notes to the financial statements for the year ended 30 September 2014 (continued)

### 5 Reconciliation of movements in shareholders' funds

	2014	2013
	€'000	€'000
Opening shareholders' funds	-	65,185
Dividend paid (note 8)	-	(67,720)
Profit for the financial year	-	2,535
<b>Closing shareholders' funds</b>	<b>-</b>	<b>-</b>

### 6 Parent undertaking and controlling party

The Company's immediate and ultimate parent undertaking and controlling party is The Sage Group plc, a company registered in England. The Sage Group plc is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 30 September 2014. Copies of the group financial statements can be obtained from the registered office at North Park, Newcastle upon Tyne, NE13 9AA.

### 7 Related party transactions

As the Company is a wholly owned subsidiary of The Sage Group plc, the Company has taken advantage of the exemption pursuant to paragraph 3(c) of FRS 8 "Related party disclosures", not to include details of transactions with other companies which are subsidiaries of The Sage Group plc. The financial statements of The Sage Group plc are publicly available. There are no other related party transactions.

### 8 Dividends

No dividends were paid to The Sage Group Plc during the year (2013: €67,720,000, €1.13 cents per share).