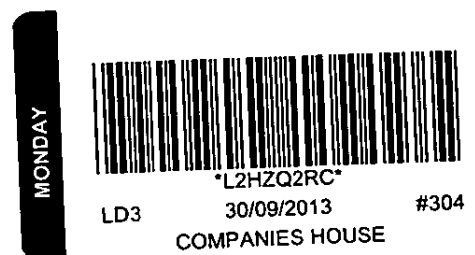

SUPERSTRUCTURE GROUP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2012



SUPERSTRUCTURE GROUP LIMITED

COMPANY INFORMATION

DIRECTORS

B Thomas
D Goma (appointed 19 June 2012)
P Inman (appointed 19 June 2012)
E Swanston (resigned 19 June 2012)

COMPANY SECRETARY

D Goma

REGISTERED NUMBER

05286389

REGISTERED OFFICE

Moor Lane
Derby
Derbyshire
DE24 8BJ

SUPERSTRUCTURE GROUP LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Directors' responsibilities statement	3
Independent auditor's report	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 14

SUPERSTRUCTURE GROUP LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2012

The directors present their report and the financial statements for the period ended 31 December 2012

PRINCIPAL ACTIVITIES

The company's principal activity during the year was the marketing and sale of safety and risk management software to the aviation industry

BUSINESS REVIEW

Turnover for the 9 months was £938,531 compared with £1,778,122 in the previous 12 month period. Revenues were down on an annualised basis and this can be directly attributed to delays in completing licensing contracts. The loss after tax for the 9 months was £37,536 compared to a profit of £162,023 in the 12 month period to 31 March 2012. At the 31 December 2012 the company continued to be in a strong position to achieve further sales growth in its target markets.

No dividend is recommended by the directors (31 March 2012: nil)

RESULTS

The loss for the period, after taxation, amounted to £37,536 (2012 - profit £162,023)

GOING CONCERN

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable accounting standards.

The directors consider the going concern basis to be appropriate based on future forecast profits and cashflow projections. These forecasts and projections show that the company will be able to meet its liabilities as they fall due and the directors are satisfied that the going concern basis is appropriate.

DIRECTORS

The directors who served during the period were

B Thomas
D Goma (appointed 19 June 2012)
P Inman (appointed 19 June 2012)
E Swanston (resigned 19 June 2012)

SUPERSTRUCTURE GROUP LIMITED

**DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 DECEMBER 2012**

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The company has made qualifying third party indemnity provisions for the benefit of its directors from 19 June 2012 and remain in force at the date of this report. These provisions did not apply for the directors that served before 19 June 2012.

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

AUDITOR

Under section 487(2) of the Companies Act 2006, KPMG Audit Plc - Statutory Auditor will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 24/9/13

and signed on its behalf



D Goma
Secretary

SUPERSTRUCTURE GROUP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2012

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 year. 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). 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 judgments and accounting 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,
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SUPERSTRUCTURE GROUP LIMITED

We have audited the financial statements of Superstructure Group Limited for the period ended 31 December 2012, set out on pages 5 to 14. 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).

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 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.

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 2012 and of its loss for the period 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 Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

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.

Anthony Sykes (Senior statutory auditor)

for and on behalf of

KPMG Audit Plc - Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

Date 30/9/13

SUPERSTRUCTURE GROUP LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 31 DECEMBER 2012**

	Note	9 months ended 31 December 2012 £	12 months ended 31 March 2012 £
TURNOVER	1	938,531	1,778,122
Cost of sales		<u>(442,441)</u>	<u>(813,023)</u>
GROSS PROFIT		496,090	965,099
Distribution costs		<u>(347,018)</u>	<u>(421,349)</u>
Administrative expenses		<u>(192,938)</u>	<u>(341,642)</u>
OPERATING (LOSS)/PROFIT	2	(43,866)	202,108
Interest receivable and similar income		<u>-</u>	<u>5</u>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(43,866)	202,113
Tax on (loss)/profit on ordinary activities	6	<u>6,330</u>	<u>(40,090)</u>
(LOSS)/PROFIT FOR THE FINANCIAL PERIOD	13	<u>(37,536)</u>	<u>162,023</u>

All amounts relate to continuing operations

There were no recognised gains and losses for the periods ending 31 December 2012 or 31 March 2012 other than those included in the Profit and loss account

The notes on pages 7 to 14 form part of these financial statements

SUPERSTRUCTURE GROUP LIMITED
REGISTERED NUMBER: 05286389

BALANCE SHEET
AS AT 31 DECEMBER 2012

	Note	31 December 2012 £	31 March 2012 £
FIXED ASSETS			
Tangible assets	7	4,108	1,611
CURRENT ASSETS			
Debtors	8	559,830	588,527
Cash at bank		28,540	25,888
		<u>588,370</u>	<u>614,415</u>
CREDITORS , amounts falling due within one year	9	<u>(155,532)</u>	<u>(218,975)</u>
NET CURRENT ASSETS		<u>432,838</u>	<u>395,440</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>436,946</u>	<u>397,051</u>
CREDITORS : amounts falling due after more than one year	10	<u>(183,236)</u>	<u>(105,805)</u>
NET ASSETS		<u>253,710</u>	<u>291,246</u>
CAPITAL AND RESERVES			
Called up share capital	12	1,000	1,000
Profit and loss account	13	252,710	290,246
SHAREHOLDERS' FUNDS	14	<u>253,710</u>	<u>291,246</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

24/9/13

D Goma

D Goma
Director

The notes on pages 7 to 14 form part of these financial statements

SUPERSTRUCTURE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable accounting standards

The directors also consider the going concern basis to be appropriate based on future forecast profits and cashflow projections. These forecasts and projections show that the company will be able to meet its liabilities as they fall due and the directors are satisfied that the going concern basis is appropriate

1.2 Turnover

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and services, excluding value added tax (VAT), rebates and discounts. Turnover is recognised as follows

- Sales of goods are recognised when the risks and rewards have transferred to the customer
- Sales of services are recognised in the accounting period in which the services are rendered, by reference to percentage of completion as a proportion of the total services to be provided
- Amounts invoiced before the services have been delivered are deferred in the balance sheet until the service has been provided

Turnover is primarily derived from the United Kingdom, which in the opinion of the directors constitutes the company's principal operating market

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following straight line bases

Furniture, fittings & other equipment	- 40% (year 1) and 25% (year 2 and subsequent)
Computer equipment	- 40% (year 1) and 25% (year 2 and subsequent)

1.4 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit and loss account as they are incurred

SUPERSTRUCTURE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2012

1. ACCOUNTING POLICIES (continued)

1.5 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if 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

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted. Deferred tax is measured on an undiscounted basis

1.6 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and loss account

1.7 Cash flow statement

The company is a wholly owned subsidiary of Superstructure Capital Limited and is included in the consolidated financial statements of Rolls-Royce 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

1.8 Related party transactions

The company has taken advantage of the exemption in FRS 8 not to disclose related party transactions with other group companies that are wholly owned by the group

SUPERSTRUCTURE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2012**

2. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging/(crediting)

	9 months ended 31 December 2012 £	12 months ended 31 March 2012 £
Depreciation of tangible fixed assets		
- owned by the company	1,122	354
Operating lease rentals		
- other operating leases	496	25,218
Difference on foreign exchange	(2,805)	5,127
	<u> </u>	<u> </u>

3 AUDITORS' REMUNERATION

	9 months ended 31 December 2012 £	12 months ended 31 March 2012 £
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	10,000	13,332
	<u> </u>	<u> </u>

4. STAFF COSTS

Staff costs, including directors' remuneration, were as follows

	9 months ended 31 December 2012 £	12 months ended 31 March 2012 £
Wages and salaries	251,720	352,632
Social security costs	46,287	76,176
	<u>298,007</u>	<u>428,808</u>

The average monthly number of employees, including the directors, during the period was as follows

	9 months ended 31 December 2012 No.	12 months ended 31 March 2012 No.
Selling and distribution	<u>6</u>	<u>6</u>

SUPERSTRUCTURE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2012**

5. DIRECTORS' REMUNERATION

	9 months ended 31 December 2012 £	12 months ended 31 March 2012 £
Emoluments	<u>38,077</u>	<u>70,948</u>

6. TAXATION

	9 months ended 31 December 2012 £	12 months ended 31 March 2012 £
Analysis of tax (credit)/charge in the period/year		
Current tax (see note below)		
UK corporation tax (credit)/charge on (loss)/profit for the period/year	(11,597)	40,090
Adjustments in respect of prior periods	4,916	-
	<u>(6,681)</u>	<u>40,090</u>
Foreign tax on income for the period/year	2,362	-
Total current tax	<u>(4,319)</u>	<u>40,090</u>
Deferred tax		
In respect of year	(1,749)	-
In respect of reduction in tax rate	(262)	-
Total deferred tax (see note 11)	<u>(2,011)</u>	<u>-</u>
Tax on (loss)/profit on ordinary activities	<u>(6,330)</u>	<u>40,090</u>

SUPERSTRUCTURE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2012**

6. TAXATION (continued)

Factors affecting tax charge for the period/year

The tax assessed for the period/year is lower than (2012 - lower than) the standard rate of corporation tax in the UK of 24% (2012 - 20%) The differences are explained below

	9 months ended 31 December 2012 £	12 months ended 31 March 2012 £
(Loss)/profit on ordinary activities before tax	(43,866)	202,113
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2012 - 20%)	(10,528)	40,423
Effects of.		
Capital allowances for period/year in excess of depreciation	(196)	(333)
Tax rate differential on losses carried back	(1,314)	-
Adjustments to tax charge in respect of prior periods	4,916	-
Other timing differences leading to an increase (decrease) in taxation	1,945	-
Unrelieved foreign tax	1,795	-
Movement in unrecognised deferred tax	(937)	-
Current tax (credit)/charge for the period/year (see note above)	(4,319)	40,090

Factors that may affect future tax charges

The 2013 Budget announced that the UK corporation tax rate will reduce to 20 per cent by 2015. The reductions to 24 per cent effective from April 1, 2012 and 23 per cent effective from April 1, 2013 were substantively enacted on March 26, 2012 and July 3, 2012 respectively. As the rate change to 23 per cent was substantively enacted prior to the year end, the closing deferred tax asset has been restated accordingly and the credit has been recognised in the P&L. Had the further tax rate changes been substantively enacted on or before the balance sheet date it would have had the effect of reducing the closing deferred tax asset as at 31 December 2012 by £262.

SUPERSTRUCTURE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2012**

7. TANGIBLE FIXED ASSETS

	Office equipment £
Cost	
At 1 April 2012	1,965
Additions	3,619
	<hr/> 5,584
At 31 December 2012	
Depreciation	
At 1 April 2012	354
Charge for the period	1,122
	<hr/> 1,476
At 31 December 2012	
Net book value	
At 31 December 2012	<hr/> 4,108 <hr/>
At 31 March 2012	<hr/> 1,611 <hr/>

8. DEBTORS

	31 December 2012 £	31 March 2012 £
Trade debtors	411,937	238,717
Amounts owed by group undertakings	70,672	159,669
Other debtors	11,597	-
Prepayments and accrued income	63,613	190,141
Deferred tax asset (see note 11)	2,011	-
	<hr/> 559,830 <hr/>	<hr/> 588,527 <hr/>

9. CREDITORS

Amounts falling due within one year

	31 December 2012 £	31 March 2012 £
Trade creditors	9,452	4,490
Corporation tax	-	28,076
Social security and other taxes	15,139	16,571
Accruals and deferred income	130,941	169,838
	<hr/> 155,532 <hr/>	<hr/> 218,975 <hr/>

SUPERSTRUCTURE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2012**

10. CREDITORS:

Amounts falling due after more than one year

	31 December 2012 £	31 March 2012 £
Amounts owed to group undertakings	<u>183,236</u>	<u>105,805</u>

11. DEFERRED TAXATION

	31 December 2012 £	31 March 2012 £
At beginning of period/year	-	-
Released during period/year	2,011	-
At end of period/year	<u>2,011</u>	<u>-</u>

The deferred taxation balance is made up as follows

	31 December 2012 £	31 March 2012 £
Accelerated capital allowances	225	-
Other timing differences	(2,236)	-
	<u>(2,011)</u>	<u>-</u>

12. SHARE CAPITAL

	31 December 2012 £	31 March 2012 £
Allotted, called up and fully paid 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

13. RESERVES

	Profit and loss account £
At 1 April 2012	290,246
Loss for the period	(37,536)
At 31 December 2012	<u>252,710</u>

SUPERSTRUCTURE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2012**

14 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	31 December 2012 £	31 March 2012 £
Opening shareholders' funds	291,246	129,223
(Loss)/profit for the period/year	(37,536)	162,023
Closing shareholders' funds	253,710	291,246

15. CONTROLLING PARTY

The company is a subsidiary undertaking of Superstructure Capital Limited, incorporated in Great Britain

The largest group in which the results of the company are consolidated is that headed by Rolls-Royce Holdings plc. The smallest group in which the results of the company are consolidated is that headed by Rolls-Royce plc, incorporated in Great Britain

The consolidated accounts of these groups are available to the public and may be obtained from 65 Buckingham Gate, London, SW1E 6AT