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OS AA01

Statement of details of parent law and other information for an overseas company



Companies House

☒ What this form is for
You may use this form to
accompany your accounts
disclosed under parent law

☒ What this form is for
You cannot use this form
for an alteration of
with accounting

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A24 05/01/2013 #228
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, please
it
gov.uk

Part 1 Corporate company name

Corporate name of
overseas company ①

Infor Global Solutions (Europe) Ltd

UK establishment
number

B R 0 1 5 6 7 8

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ②

Irish GAAP and Companies Acts 1963 to 2012

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ No Go to Section A3

☒ Yes Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

③ Please insert the name of the
appropriate accounting organisation
or body

Name of organisation
or body ④

Irish GAAP issued by the UK ASB, promulgated by the ICAI

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☐ No Go to Section A5

☒ Yes Go to Section A4

OS AA01

Statement of details of parent law and other information for an overseas company


A4 Audited accounts

Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box <input type="checkbox"/> No Go to Part 3 'Signature' <input checked="" type="checkbox"/> Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'	① Please insert the name of the appropriate accounting organisation or body
Name of organisation or body ①	International Standards on Auditing (UK & Ireland) issued by the APF	

A5 Unaudited accounts

Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box <input type="checkbox"/> No <input type="checkbox"/> Yes
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Part 3 Signature

I am signing this form on behalf of the overseas company		
Signature	Signature X  X	
This form may be signed by. Director, Secretary, Permanent representative		

OS AA01

Statement of details of parent law and other information for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Gavin Janes**

Company name **Infor (United Kingdom) Ltd**

Address **The Phoenix Building, Central Boulevard
Blythe Valley Park**

Post town **Shirley, Solihull**

County/Region **West Midlands**

Postcode **B 9 0 8 B G**

Country **GB**

DX

Telephone **01216158495**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

FC30619

Registered number: 372471

Infor Global Solutions (Europe) Limited
Directors' report and financial statements
for the period ended 31 December 2011

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Infor Global Solutions (Europe) Limited

Directors' report and financial statements for the period ended 31 December 2011

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Infor Global Solutions (Europe) Limited

Directors and advisers

Directors

J B Kasper
A Oldroyd
G Czażnicki
G Bisnought

Company Secretary

A Oldroyd

Registered office

8a Sandford Business Centre
Blackthorn Road
Sandford
Dublin 18
Ireland

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Atrium
1 Harefield Road
Uxbridge
Middlesex
UB8 1EX

Solicitors

McEvoy Partners
Canada House
65-68 St Stephens Green
Dublin 2

Bankers

Bank of Ireland
Blackrock
Co Dublin

Infor Global Solutions (Europe) Limited

Directors' report for the period 1 June 2011 to 31 December 2011

The directors present their report and the audited financial statements of the company for the period 1 June 2011 to 31 December 2011

Principal activities

The company is principally engaged in the business of the marketing and sale of computer software

Review of business

Turnover has fallen by 46% due to the shorter accounting period of 7 months compared to the 12 months of the previous year. There was also a €0.3m loss on foreign exchange in the period (compared to a €0.8m gain in the year to 31 May 2011). This has been offset by 7 months of interest income on loans set up in April 2011.

Future developments and subsequent events

With effect from 1 January 2012 the company transferred the management and control of the company to the United Kingdom and registered a UK establishment. A new UK Board was elected on this date as part of that process and the company became UK resident for tax purposes.

On 29 February the company sold its trade and assets to its immediate parent Infor (United Kingdom) Limited (formerly Infor Global Solutions (Farnborough II) Limited) for €33,978,000 making a gain on disposal of €9,797,093, and became a dormant company after this date.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks.

The key business risks and uncertainties affecting the company are considered to be competition from a limited number of key international providers of software, new developments in technology, and the general economic outlook of the business community.

Key performance indicators (KPIs)

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Results and dividends

The profit after tax for the period 1 June 2011 to 31 December 2011 amounted to €2,544,000 (year to 31 May 2011: €4,334,000) which has been transferred to reserves. The directors do not recommend the payment of a dividend in the period (31 May 2011: €nil).

Directors

The directors who served the company during the period and up to the date of signing these financial statements are as follows:

A Keogh (resigned 1 January 2012)
J B Kasper
A Oldroyd (appointed 1 January 2012)
G Czasznicki (appointed 1 January 2012)
G Bisnought (appointed 1 January 2012)

Infor Global Solutions (Europe) Limited

Directors' report for the period ended 31 December 2011 (continued)

Directors (continued)

The directors who held office at 31 December 2011 had the following interests in the shares of the Infor group of companies, according to the register of the director's interests

	31 December 2012 Number	31 May 2011 Number
J B Kasper	31,341	31,341

Books of account

The directors are responsible for ensuring that proper books and accounting records, as outlined in Section 202 of the Companies Act 1990, are kept by the company. To achieve this, the directors use a group shared services centre which reports to the board and ensures that the requirements of Section 202 of the Companies Act 1990 are complied with.

The books and accounting records are maintained at the company's registered office at 8a Sandyford Business Centre, Sandyford, Dublin 18, Ireland and at the offices of Infor (Midlands) Limited, The Phoenix Building, Central Boulevard, Blythe Valley Park, Shirley, Solihull, West Midlands, B90 8BG, United Kingdom

Statement of directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable Irish law and Generally Accepted Accounting Practice in Ireland including the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland

Company law requires the directors to prepare financial statements for each financial period 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. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent; 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 proper books of account 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 Acts, 1963 to 2012. 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

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, were appointed in the current period and have indicated their willingness to continue in office in accordance with Section 160(2) of the Companies Acts, 1963 to 2012

On behalf of the Directors



A Oldroyd
Director
25 October 2012



G Czarnecki
Director
25 October 2012

Independent auditors' report to the members of Infor Global Solutions (Europe) Limited

We have audited the financial statements on pages 8 to 15. These financial statements have been prepared under the accounting policies set out in the statement of accounting policies on page 10.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable Irish law and the accounting standards issued by the Accounting Standards Board and published by The Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland) are set out in the Statement of Directors' Responsibilities on page 5.

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 193 of the Companies Act, 1990 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, in accordance with Generally Accepted Accounting Practice in Ireland, and are properly prepared in accordance with Irish statute comprising the Companies Acts, 1963 to 2012. We state whether we have obtained all the information and explanations we consider necessary for the purposes of our audit and whether the financial statements are in agreement with the books of account. We also report to you our opinion as to

- whether the company has kept proper books of account,
- whether the directors' report is consistent with the financial statements, and
- whether at the balance sheet date there existed a financial situation which may require the company to convene an extraordinary general meeting, such a financial situation may exist if the net assets of the company, as stated in the balance sheet, are not more than half of its called-up share capital.

We also report to you if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report.

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 judgments 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 report to the members of Infor Global Solutions (Europe)
(continued)

Opinion

In our opinion the financial statements

- give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the company's affairs as at 31 May 2012 and of its profit for the period then ended, and
- have been properly prepared in accordance with the requirements of the Companies Acts, 1963 to 2012

We have obtained all the information and explanations which we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In our opinion the information given in the directors' report on pages 4 to 5 is consistent with the financial statements.

The net assets of the company, as stated in the balance sheet on page 9 are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 31 May 2012 a financial situation which under Section 40 (1) of the Companies (Amendment) Act, 1983 would require the convening of an extraordinary general meeting of the company.



Alison Cashmore
For and on behalf of PricewaterhouseCoopers,
Chartered Accountants and Registered Auditor
Uxbridge

25 October 2012

Infor Global Solutions (Europe) Limited

Profit and loss account for the period 1 June 2011 to 31 December 2011

	Note	7 months to 31 December 2011 €'000	Year to 31 May 2011 €'000
Turnover	2	8,646	16,038
Cost of sales		(5,726)	(10,488)
Gross profit		2,920	5,550
Distribution costs		-	(14)
Administrative expenses		(915)	(685)
Operating profit	3	2,005	4,851
Profit on transfer of business	6	47	-
Interest receivable and similar income	7	989	121
Profit on ordinary activities before taxation		3,041	4,972
Tax charge on profit on ordinary activities	8	(497)	(638)
Profit for the financial period/year	14, 15	2,544	4,334

All results are derived from discontinued operations

There are no recognised gains or losses in either period other than the profit attributable to the shareholders, hence no statement of total recognised gains and losses is presented

Approved by the Board on



A Oldroyd
Director
25 October 2012



G Czarnecki
Director
25 October 2012

Infor Global Solutions (Europe) Limited


Balance sheet as at 31 December 2011

	Note	31 December 2011 €'000	31 May 2011 €'000
Fixed assets			
Tangible assets	9	-	-
 Debtors	10	30,736	31,612
Cash at bank		2,464	748
Current assets		33,200	32,360
Creditors: amounts falling due within one year	11	(10,363)	(12,188)
Net current assets		22,837	20,172
Total assets less current liabilities		22,837	20,172
Creditors: amounts falling due after more than one year	12	(283)	(162)
Net assets		22,554	20,010
Capital and reserves			
Called up share capital	13	-	-
Profit and loss account	14	22,554	20,010
Total shareholders' funds	15	22,554	20,010

The financial statements on pages 8 to 15 were approved by the Board of Directors on 25 October 2012 and were signed on its behalf by



A Oldroyd
Director
25 October 2012



G Czarznic
Director
25 October 2012

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the period 1 June 2011 to 31 December 2011

1 Accounting policies

Basis of preparation

The financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Acts, 1963 to 2012 and applicable accounting standards in the Republic of Ireland. The principal accounting policies, which have been applied consistently throughout the period, except for any changes arising on adoption of new accounting standards, are set out below

Cash flow statement and related party transactions

The company is a wholly owned subsidiary of Infor Inc, and is included in the consolidated financial statements of Infor Inc, which is incorporated in the United States of America and these financial statements are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Infor Inc, group or investees of the Infor Inc, group, there are no other related party transactions

Turnover

The company's products are normally sold as part of a bundled arrangement, which includes software, services, maintenance or support fees and hardware in some instances. Turnover is not recognised unless collection is reasonably assured.

For software contracts that do not involve significant implementation or customisation essential to the functionality of the company's product, the company recognises turnover on the elements when there is persuasive evidence of an arrangement with customers, with a fixed fee that is collectible, and when delivery has occurred. The total turnover from such contracts is allocated to each element of the arrangement based upon vendor-specific objective evidence (VSOE).

For contracts involving significant implementation or customisation essential to the functionality of the company's product, the service turnover is recognised under the percentage-of-completion method using milestones or cost incurred as a measure of progress towards completion. Provisions for estimated contract losses are recognised in the period the loss becomes probable and can be reasonably estimated. Professional services turnover is recognised as such services are performed. Maintenance and support turnover is recognised rateably over the term of the related maintenance agreement, which is normally one year. Hardware turnover is recognised when the product is shipped.

The timing of turnover recognition often differs from contract payment schedules, resulting in (i) turnover that has been earned but not billed and (ii) amounts billed but not yet earned. These amounts are included in trade debtors and deferred income respectively.

Foreign currencies

The financial statements are expressed in Euros (€).

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

Tangible fixed assets and depreciation

Fixed assets are included in the balance sheet at historic purchase cost less accumulated depreciation. Depreciation is provided on cost, less estimated residual value, in equal instalments over the estimated useful economic lives of the assets. The rates of depreciation are as follows:

Computer equipment 3-5 years

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the period 1 June 2011 to 31 December 2011 (continued)

1 Accounting policies (continued)

Leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

Current and deferred taxation

Current taxation represents the amount expected to be paid or recovered in respect of taxable profits for the period and is calculated using taxation rates and laws that have been enacted or substantively enacted at the balance sheet date

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 that will result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

A net deferred tax asset is recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of 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 the timing differences are expected to reverse based on tax rates and laws enacted or substantively enacted by the balance sheet date

Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme

2 Turnover

There is only one class of business. The company's turnover originates in Ireland. The destination of the company's turnover by geographical region is

	7 months to 31 December 2011 €'000	Year to 31 May 2011 €'000
Europe	8,352	15,695
Rest of the World	294	343
	<hr/> 8,646	<hr/> 16,038

3 Operating profit

This is stated after charging/(crediting)

	7 months to 31 December 2011 €'000	Year to 31 May 2011 €'000
Auditors' remuneration - audit services	12	23
Foreign exchange losses/(gains)	300	(830)

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the period 1 June 2011 to 31 December 2011 (continued)

4 Employee costs and numbers

	7 months to 31 December 2011 €'000	Year to 31 May 2011 €'000
Wages and salaries	46	111
Social welfare costs	5	11
Other pension costs	2	4
	53	126

The company makes payments to a defined contribution pension scheme. The pension cost charge represents the contributions payable by the company. At 31 December 2011 contributions of €nil (31 May 2011 €642) were outstanding.

The average number of persons employed by the company, including directors, in the period was 5 (12 months to 31 May 2011 5).

5 Directors' emoluments

All directors' emoluments have been borne by other group companies within the Infor group, since these directors are either officers or directors of other group companies. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the company for either period.

6 Profit on transfer of business

On 21 December 2011 the company transferred its Irish contracts to another group entity, Infor Global Solutions (Dublin) Limited for €47,000.

7 Interest receivable and similar income

	7 months to 31 December 2011 €'000	Year to 31 May 2011 €'000
Inter-company interest receivable	989	121

8 Tax charge on profit on ordinary activities

Analysis of charge in the period/year	7 months to 31 December 2011 €'000	Year to 31 May 2011 €'000
Current tax		
Corporation tax charge	499	638
Adjustment in respect of prior years	(2)	-
Total tax charge	497	638

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the period 1 June 2011 to 31 December 2011 (continued)

8 Tax charge on profit on ordinary activities (continued)

The tax assessed on the profit on ordinary activities for the period/year is higher (year to 31 May 2011: higher) than the standard rate of corporation tax in Ireland of 12.5% (31 May 2011: 12.5%). The differences are explained below

	7 months to 31 December 2011 €'000	Year to 31 May 2011 €'000
Profit on ordinary activities before taxation	3,041	4,972
Profit on ordinary activities multiplied by standard rate of corporation tax in Ireland of 12.5% (year to 31 May 2011: 12.5%)	380	621
Effect of:		
Disallowed expenses	(1)	(14)
Group relief on capital gain	(5)	-
Income tax withheld	1	1
Higher tax rates on interest income	124	30
Adjustment in respect of prior years	(2)	-
Current tax for the period/year	497	638

9 Tangible assets

	Computer equipment €'000
Cost:	
At 1 June 2011 and 31 December 2011	1
Accumulated depreciation:	
At 1 June 2011 and 31 December 2011	1
Net book value:	
At 31 December 2011 and 31 May 2011	-

10 Debtors

	31 December 2011 €'000	31 May 2011 €'000
Trade debtors	2,567	2,284
Amounts owed by group undertakings	26,963	28,100
Prepayments and accrued income	-	16
Deferred affiliate costs	703	747
Deferred third party costs	503	465
	30,736	31,612

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the period 1 June 2011 to 31 December 2011 (continued)

11 Creditors: amounts falling due within one year

	31 December 2011 €'000	31 May 2011 €'000
Trade creditors	163	165
Amounts owed to group undertakings	2,408	4,398
Accrued third party royalties	12	60
Amounts due to affiliates	698	515
PAYE/PRSI/VAT	22	5
Corporation tax creditor	196	194
Deferred income	6,864	6,851
	10,363	12,188

Amounts owed to group undertakings are unsecured and are repayable on demand

12 Creditors: amounts falling due after more than one year

	31 December 2011 €'000	31 May 2011 €'000
Deferred income	283	162

13 Called up share capital

Authorised share capital:

	31 December 2011 €'000	31 May 2011 €'000
100,000 ordinary shares of €1 each	100	100

Allotted and fully paid:

	Number	2011 €	Number	2010 €
Ordinary shares of €1 each	100	100	100	100

14 Reserves

	Profit and loss account €'000
As at 1 June 2011	20,010
Profit for the financial period	2,544
As at 31 December 2011	22,554

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the period 1 June 2011 to 31 December 2011 (continued)

15 Reconciliation of movements in shareholders' funds

	31 December 2011 €'000	31 May 2011 €'000
Profit for the financial period/year being net increase in shareholders' funds	2,544	4,334
Opening shareholders' funds	20,010	15,676
Closing shareholders' funds	22,554	20,010

16 Ultimate parent company

The immediate parent is Infor (United Kingdom) Limited (formerly Infor Global Solutions (Farnborough II) Limited), a company registered in England & Wales. The ultimate parent undertaking and controlling party is Golden Gate Capital a private equity firm based in the United States of America.

Infor, Inc., a company incorporated in the United States of America, is the parent undertaking of the largest and smallest group to consolidate these financial statements. Those financial statements can be obtained from our Corporate Headquarters, 641 Avenue of the Americas, 4th Floor, New York, NY 10011, United States of America.

17 Subsequent events

With effect from 1 January 2012 the company transferred the management and control of the company to the United Kingdom and registered a UK establishment. A new UK Board was elected on this date as part of that process and the company became UK resident for tax purposes.

On 29 February the company sold its trade and assets to its immediate parent Infor (United Kingdom) Limited (formerly Infor Global Solutions (Farnborough II) Limited) for €33,978,000 making a gain on disposal of €9,797,093, and became a dormant company after this date.

18 Approval of the financial statements

The directors approved the financial statements and authorised them for issue on 25 October 2012.