

In accordance with
Regulation 32 of the
Overseas Companies
Regulations 2009

OS AA01

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



500317/20

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

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accompany your accounts
disclosed under parent law

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A25 02/11/2013 #276

COMPANIES HOUSE

For more information, please
visit the Companies House
website at
www.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

② Filing 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

Name of organisation or body ③ Irish GAAP issued by the UK ASB, promulgated by the ICAI

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

A3 Accounts

Accounts Have the accounts been audited? Please tick the appropriate box
☐ No Go to Section A5
☒ Yes Go to Section A4

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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'	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 APB ②	

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

Signature	I am signing this form on behalf of the overseas company	
	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

Registered number: 372471

**Infor Global Solutions (Europe) Limited
Directors' report and financial statements
for the year ended 31 December 2012**

Infor Global Solutions (Europe) Limited

Directors' report and financial statements for the year ended 31 December 2012

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Infor Global Solutions (Europe) Limited

Directors and advisers

Directors

J B Kasper
A Oldroyd
G Czasznicki
G Bisnought

Company Secretary

A Oldroyd

Registered office

8a Sandyford Business Centre
Blackthorn Road
Sandyford
Dublin 18

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 year ended 31 December 2012

The directors present their report and the audited financial statements of the company for the year ended 31 December 2012

Principal activities

The company was principally engaged in the business of the marketing and sale of computer software, but has been dormant since 29 February 2012 and this is not expected to change in the foreseeable future

Review of business

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 €10,248,000 and became a dormant company after this date

Revenues, costs and interest income and operating profit have fallen due to the shorter trading period of 2 months compared to the 7 months of the previous financial reporting period

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 year ended 31 December 2012 amounted to €11,424,000 (period 1 June 2011 to 31 December 2011: €2,544,000) which has been transferred to reserves. The directors do not recommend the payment of a dividend in the year (31 December 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)

The directors who held office at 31 December 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 December 2011 Number
J B Kasper	31,341	31,341

Infor Global Solutions (Europe) Limited

Directors' report for the year ended 31 December 2012 (continued)

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, Shuley, 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, 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
9 October 2013



G Czesznicki
Director
9 October 2013

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

We have audited the financial statements of Infor Global Solutions (Europe) Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is Irish law and accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements giving a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish 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.

This report, including the opinions, 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 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.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

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 December 2012 and of its profit for the year then ended, and
- have been properly prepared in accordance with the requirements of the Companies Acts 1963 to 2012.

Matters on which we are required to report by 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 is consistent with the financial statements.
- The net assets of the company, as stated in the Balance Sheet, 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 December 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Acts 1963 to 2012 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.



Gareth Murfitt (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP,
Chartered Accountants and Statutory Audit Firm
Uxbridge, UK, 9 October 2013

Infor Global Solutions (Europe) Limited

Profit and loss account for the year ended 31 December 2012

	Note	Year ended 31 December 2012 €'000	7 months to 31 December 2011 €'000
Turnover	2	2,807	8,646
Cost of sales		(1,833)	(5,726)
Gross profit		974	2,920
Distribution costs		(1)	-
Administrative expenses		(53)	(915)
Operating profit	3	920	2,005
Profit on transfer of business	6	10,248	47
Interest receivable and similar income	7	257	989
Profit on ordinary activities before taxation		11,425	3,041
Tax charge on profit on ordinary activities	8	(1)	(497)
Profit for the financial year/period	14, 15	11,424	2,544

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
9 October 2013



G Czarniński
Director
9 October 2013

Infor Global Solutions (Europe) Limited

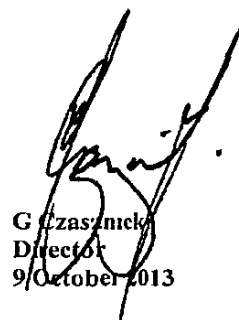
Balance sheet as at 31 December 2012

	Note	2012 €'000	2011 €'000
Fixed assets			
Tangible assets	9	-	-
Debtors	10	33,978	30,736
Cash at bank		-	2,464
Current assets		33,978	33,200
Creditors: amounts falling due within one year	11	-	(10,363)
Net current assets		33,978	22,837
Total assets less current liabilities		33,978	22,837
Creditors: amounts falling due after more than one year	12	-	(283)
Net assets		33,978	22,554
Capital and reserves			
Called up share capital	13	-	-
Profit and loss account	14	33,978	22,554
Total shareholders' funds	15	33,978	22,554

The financial statements on pages 8 to 14 were approved by the Board of Directors on 9 October 2013 and were signed on its behalf by



A Oldroyd
Director
9 October 2013



G Czarnecki
Director
9 October 2013

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the year ended 31 December 2012

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 ratably 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 year ended 31 December 2012 (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

	Year ended 31 December 2012 €'000	7 months to 31 December 2011 €'000
Europe	2,711	8,352
Rest of the World	96	294
	2,807	8,646

3 Operating profit

This is stated after (crediting)/charging

	Year ended 31 December 2012 €'000	7 months to 31 December 2011 €'000
Auditors' remuneration - audit services	5	12
Foreign exchange (gains)/losses	(63)	300

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

4 Employee costs and numbers

	Year ended 31 December 2012 €'000	7 months to 31 December 2011 €'000
Wages and salaries	-	46
Social welfare costs	-	5
Other pension costs	-	2
	-	53

The company makes payments to a defined contribution pension scheme. The pension cost charge represents the contributions payable by the company. At 31 December 2012 contributions of €nil (31 December 2011: €nil) were outstanding.

The average number of persons employed by the company, including directors, in the year was 3 (31 December 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 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 €10,248,000, and became a dormant company after this date.

7 Interest receivable and similar income

	Year ended 31 December 2012 €'000	7 months to 31 December 2011 €'000
Inter-company interest receivable	257	989

8 Tax charge on profit on ordinary activities

Analysis of charge in the year/period	Year ended 31 December 2012 €'000	7 months to 31 December 2011 €'000
Current tax		
Corporation tax charge	-	499
Adjustment in respect of prior years	1	(2)
Total tax charge	1	497

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

8 Tax charge on profit on ordinary activities (continued)

The tax assessed on the profit on ordinary activities for the year/period is higher (31 December 2011 higher) than the standard rate of corporation tax in the UK of 26% (31 December 2011 Irish rate of 12.5%). The differences are explained below

	Year ended 31 December 2012 €'000	7 months to 31 December 2011 €'000
Profit on ordinary activities before taxation	11,425	3,041
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (31 December 2011 Irish rate of 12.5%)	2,970	380
Effect of:		
Disallowed expenses/(income)	-	(1)
Non-taxable gain on sale of business	(2,664)	-
Group relief on capital gain	-	(5)
Income tax withheld	-	1
Higher tax rates on interest income	-	124
Group relief received for no charge	(306)	-
Adjustment in respect of prior years	1	(2)
Current tax for the year/period	1	497

9 Tangible assets

	Computer equipment €'000
Cost:	
At 1 January 2012	1
Transfer on sale of business	(1)
At 31 December 2012	-
Accumulated depreciation:	
At 1 January 2012	1
Transfer on sale of business	(1)
At 31 December 2012	-
Net book value:	
At 31 December 2012	-
At 31 December 2011	-

10 Debtors

	2012 €'000	2011 €'000
Trade debtors	-	2,567
Amounts owed by group undertakings	33,978	26,963
Deferred affiliate costs	-	703
Deferred third party costs	-	503
	33,978	30,736

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

11 Creditors: amounts falling due within one year

	2012	2011
	€'000	€'000
Trade creditors	-	163
Amounts owed to group undertakings	-	2,408
Accrued third party royalties	-	12
Amounts due to affiliates	-	698
PAYE/PRSI/VAT	-	22
Corporation tax creditor	-	196
Deferred income	-	6,864
	-	10,363

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

12 Creditors: amounts falling due after more than one year

	2012	2011
	€'000	€'000
Deferred income	-	283

13 Called up share capital

Authorised share capital:

	2012	2011
	€'000	€'000
100,000 (2011 100,000) ordinary shares of €1 each	100	100

Allotted and fully paid:

	Number	2012	Number	2011
		€		€
Ordinary shares of €1 each	100	100	100	100

14 Reserves

	Profit and loss account €'000
As at 1 January 2012	22,554
Profit for the financial year	11,424
As at 31 December 2012	33,978

Infor Global Solutions (Europe) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

15 Reconciliation of movements in shareholders' funds

	2012	2011
	€'000	€'000
Profit for the financial year/period being net increase in shareholders' funds	11,424	2,544
Opening shareholders' funds	22,554	20,010
Closing shareholders' funds	33,978	22,554

16 Ultimate parent company

The immediate parent is Infor (United Kingdom) 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 Approval of the financial statements

The directors approved the financial statements and authorised them for issue on 9 October 2013.