ORIGO SERVICES LIMITED GROUP ACCOUNTS

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS OF ORIGO SERVICES LIMITED FOR THE YEAR ENDED 31ST DECEMBER 2014

REGISTERED NUMBER 115061

MOYEN HOUSE HERIOT-WATT RESEARCH PARK EDINBURGH, EH14 4AP

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ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

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ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

CURRENT DIRECTORS AND OFFICERS

DIRECTORS

I.D. Duffin

(Chairman)

(Managing Director)

P.D. Pettitt

D. Cooper

P. Delamere

G. Greig R.A. Jones

J.P. Miller

J. Smith

D. Teague G. Thompson

D. Tiller

D. Willis

SECRETARY

G. McLachlan

REGISTERED OFFICE

Moyen House

Heriot Watt Research Park North

Edinburgh EH14 4AP

BANKERS

Bank of Scotland

The Mound Edinburgh EH1 2EG

AUDITORS

KPMG LLP

Saltire Court

20 Castle Terrace

Edinburgh

EH1 2EG



ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

ORIGO MEMBERS

Aegon

Ageas

Aviva

Axa

Friends Life

Just Retirement

Legal & General

MetLife

Prudential

Royal London

Scottish Widows

Standard Life

Unum Provident

Zurich Financial Services



DIRECTORS' REPORT FOR THE YEAR ENDED 31ST DECEMBER 2014

The Directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31st December 2014. This report consolidates the financial statements of Origo Services Limited and Origo Secure Internet Services Limited.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the group and parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). The Company has elected to take the exemption under Section 408 of the Companies Act 2006 not to present the Company Profit and Loss account.

The group and parent company financial statements are required by law to give a true and fair view of the state of affairs of the group and the parent company and of the profit or loss for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its 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 group and to prevent and detect fraud and other irregularities.

Results and dividends

The Company continued its policy of seeking to reduce its reliance on retained reserves and ensuring that our Standards and Services are available for use by all organisations which could derive economic benefit from them. To help achieve these goals there has been significant investment in the development of Standards and new and enhanced Services during 2014. As a result, a profit for the year was recorded of £662,201 (Profit 2013: £31,122). The Directors recommend that no dividend be declared or paid for the year (2013: £0)

Extraordinary General Meeting

The Company held the following Extraordinary meeting:

Date

Resolution

4th December, 2014

1. That the Company's Business Plan and Budget for the year ended 31 December 2015, entitled "2015 Business Plan and Budget" be approved.

The members agreed the resolution put before the meeting



DIRECTORS' REPORT (Continued) FOR THE YEAR ENDED 31ST DECEMBER 2014

Review of business

The Company's principal activities during the year centred on improving electronic communication between intermediaries and financial services companies. In 2014 revenues reflect sustained growth in core services. Origo continue to invest significant sums in development and enhancement of our Options and Unipass services. Options has been expanded to provide support to the Occupational Pensions market which means many more consumers will benefit from the transfer speeds offered by Options. The Unipass Identity Provider service, launched this year, expands and enhances the original Unipass brand through the use of multi-factor authentication which enables customers to transact business securely regardless of their location.

Turnover for the year was £5,488,724 (2013: £5,036,338)

Directors and their interests

The Directors serving during the year were as follows:

I.D. Duffin (Chairman)

(Managing Director) P.D. Pettitt

D. Cooper

P. Delamere (appointed March 2014)

G. Greig

R.A. Jones J.P. Miller

D.C. Scott (resigned December 2014) (resigned November 2014)

A. Smith

J. Smith

D. Teague G. Thompson

(appointed December 2014 D. Tiller

(appointed April 2014) D. Willis

No Director had any interest in the share capital of the Company.

Fixed Assets

The movement in fixed assets during the year are summarised in the notes to the financial statements.

Disclosure to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are individually aware, there is no relevant audit information of which the company's auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

In accordance with Section 485 of the Companies Act 2006, a resolution for the re-appointment of KPMG LLP as auditors of the Company is proposed at the forthcoming Annual General Meeting.

By order of the Board

G. McLachlan Secretary

Prul-

Date: 25 MARCH 2015



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ORIGO SERVICES LIMITED

We have audited the financial statements of Origo Services Limited for the year ended 31st December 2013 set out on pages 7 to 18. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 https://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 group's and of the parent company's affairs as at 31st December 2013 and of the group's profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Catherine Burnet (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants Saltire Court, Edinburgh

Great

Date: 25/3/15 4



CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED $31^{\rm ST}$ DECEMBER 2014

	Note	£	2014 £	2013 £
Turnover	2		5,488,724	5,036,338
Cost of sales			(895,630)	(832,522)
Gross profit			4,593,094	4,203,816
Administrative expenses	3		(4,653,628)	(4,783,320)
		-	(60,534)	(579,504)
Other operating income	4		705,122	575,346
Operating loss	5	-	644,588	(4,158)
Other interest receivable	6	17,613		35,280
	_		17,613	35,280
Profit/(Loss) on ordinary activities before taxation		•	662,201	31,122
Taxation	7		138,987	40,337
Profit/(Loss) on ordinary activities after taxation		-	801,188	71,459
Profit/(Loss) for the financial year			801,188	71,459
Retained (Loss)/Profit brought forward			(231,702)	(303,161)
Retained (Loss) carried forward		-	569,486	(231,702)

Other than the profit for the year there have been no other recognised gains or losses.

Notes to the financial statements are detailed on pages 11 to 18



CONSOLIDATED BALANCE SHEET AS AT 31ST DECEMBER 2014

	Note	£	2014 £	2013 £
Fixed assets				
Tangible assets	8		295,676	221,245
Current assets				
Debtors due within 1 year	10	966,589		1,251,809
·	10	·		
Cash at bank		3,778,613	_	2,685,451
		4,745,202		3,937,260
Creditors due within one year	11	(1,750,272)		(1,610,372)
Net current assets			2,994,930	2,326,888
Non-current assets				
Debtors due within 2-5 years	10	_	118,398	106,103
Total Assets less current liabilities	•		3,409,004	2,654,236
Creditors due within 2-5 years	11		(388,867)	(435,287)
Net assets		_	3,020,137	2,218,949
Capital and reserves				
Called up share capital	12		2,450,651	2,450,651
Profit and loss account			569,486	(231,702)
		_	3,020,137	2,218,949
		_		

Approved by the Board and signed on its behalf by:

Iain D. Duffin

Director

Date: 25 3 15

Paul D. Pettitt

Director

Date: 25/3/15



ORIGO SERVICES LIMITED BALANCE SHEET AS AT 31ST DECEMBER 2014

	Note	£	2014 £	2013 £
Fixed assets				
Tangible assets	8		55,653	36,121
Investments	9		4,001,000	4,001,000
		_	4,056,653	4,037,121
Current assets				
Debtors due within 1 year	10	280,310		280,320
Cash at bank		867,886		1,906,668
		1,148,196	_	2,186,988
Creditors due within one year	11	(1,717,863)		(3,357,534)
Net current liabilities			(569,667)	(1,170,546)
Non-current assets				
Debtors due within 2-5 years	10	_	118,398	106,103
Total Assets less current liabilities			3,605,384	2,972,678
Creditors due within 2-5 years	11	_	(316,942)	(348,646)
Net assets		=	3,288,442	2,624,032
Capital and reserves				
Called up share capital	12		2,450,651	2,450,651
Profit and loss account			837,791	173,381
		_	3,288,442	2,624,032
		-		

Approved by the Board and signed on its behalf by:

Iain D. Duffin **Director**

Date: 25/3/15

Paul D. Pettitt Director

Date: 25 3 15



RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES FOR THE YEAR ENDED 31ST DECEMBER 2014

	2014 £	2013 £
Operating profit/(loss)	644,588	(4,158)
Depreciation	156,266	106,259
Decrease/(Increase) in debtors	272,925	397,867
Increase/(Decrease) in creditors	93,480	16,291
Write off Fixed Assets	<u> </u>	12,911
Net cash inflow from operating activities	1,167,259	529,170
CONSOLIDATED CASH FOR THE YEAR ENDED		
	2014 £	2013 £
Net cash inflow from operating activities		ž 529,170
Net cash inflow from operating activities	1,167,259	329,170
Returns on investments and servicing of finance		
Interest received	17,613	35,280
Taxation	138,987	40,337
Capital expenditure		
Purchase of fixed assets	(230,697)	<i>(201,527)</i>
Increase in cash	1,093,162	403,260
RECONCILIATION OF NET CASH FOR THE YEAR ENDED 31 ST I		
	2014	2013
	£	£
Increase in cash	1,093,162	403,260
Cash at bank at beginning of period	2,685,451	2,282,191
Cash at bank at end of period	3,778,613	2,685,451

Notes to the financial statements are detailed on pages 11 to 18



ORIGO SERVICES LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are material in relation to the Company's financial statements.

Accounting convention

The financial statements have been prepared in accordance with applicable accounting standards and have been prepared under the historical cost convention.

Basis of consolidation

The consolidated accounts comprise the results of the Company and its subsidiary undertakings.

Going concern

Under the terms of the shareholders' agreement, the shareholders have agreed to the necessary funding for the Company's continuing operations, and therefore the accounts have been prepared on a going concern basis.

Investments

These are valued at the lower of cost or net realisable value based upon the Directors valuation.

Depreciation

Depreciation is provided at rates calculated to write-off the cost of each asset over its expected life on a straight-line basis as follows:

Fittings and equipment	25%		
Computer equipment	50%	Copyright	100%
Intellectual Property Rights	100%		

Deferred taxation

Deferred taxation is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed out by the balance sheet date, except as otherwise required by FRS19.

Sponsorship income

Sponsorship income received from shareholders is accounted for by reference to the period to which it relates. In cases where amounts have been requested and have not been paid at the period end, these sums are included in debtors.

Leases

Rentals paid under operating leases are charged against profit on a straight line basis over the term of the lease.

Short Term Investments

Interest on Short Term Investments is recognised when earned and the value of the investment is adjusted accordingly.

Pension Costs

The company contributes to defined contribution pension plans held in the name of all individual employees. Contributions are calculated as a percentage of gross salary and are expensed as salaries are paid.

Turnover

Turnover represents the amounts derived from the provision of goods and services which fall within the Company's ordinary activities and is stated net of VAT. The annual value of Unipass branded services are recognised when contracted for and Standard and Development and Data Matching sales are recognised when delivered. Options, and Agency are recognised over the life of the customer agreement.

LTIP Scheme

The company operates long-term incentive plans for the Managing Director and senior management. Accruals are made in relation to future payments expected under these based on meeting specific criteria set out in the plans. They are authorised by the Board and managed by RemCo, which is chaired by Origo's Chairman and incorporate 3 year accrual periods, followed by 25 month payout periods.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

2 TURNOVER AND PROFITS

The turnover and profit/(loss) figures are entirely attributable to the principal activity and have been wholly generated within the United Kingdom. Turnover consists of sales of services to UK financial services customers of £5,411,336 (2013:£4,232,921), and the provision of Origo Standards of £890,000 (2013:£803,417). Unipass services are recognised when contracted for and Standards and Development and Data Matching sales are recognised when delivered. Options and Agency are recognised over the life of the customer agreement.

3 ADMINISTRATIVE EXPENSES

Administrative expenses include the following staff costs:		
	2014	2013
	£	£
Wages and salaries	2,498,389	2,382,300
Social security costs	271,725	272,980
Other pension costs	346,514	331,380
•	3,116,628	2,986,660
The average number of employees during the year was as foll	ows:	
	2014	2013
Management and administration	11.7	10.4
Systems development and support	31.8	30.2
	43.5	40.6
Directors' emoluments and pension scheme contributions were	re as follows:	
22 color contraction and position contract contract of the	2014	2013
	£	£
Directors' emoluments paid by the Company	350,616	310,437
Pension scheme contributions	19,207	56,608

The aggregate of emoluments and amounts receivable under long term incentive schemes of the highest paid director was £293,269, (2013:£254,489,), and there were company pension contributions of £19,207, (2013:£56,608,).



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

4 OTHER OPERATING INCOME

		2014 £	2013 £
	Shareholder Funding	705,122	575,346
5	OPERATING PROFIT This is stated after charging:	2014 £	2013 £
	Depreciation - owned fixed assets	156,266	106,259
	Auditors remuneration - audit fee	19,520	19,210
	- non-audit fees	46,125	<i>21,300</i> .
	Operating lease rentals - plant and machinery	41,194	30,876
	Other leases - land and buildings	130,000	130,000
6	OTHER INTEREST RECEIVABLE	2014 £	2013 £
	Bank interest	17,613	35,280



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED $31^{\rm ST}$ DECEMBER 2014

	2014 £	2013 £
Current tax	145,722	162,76
Deferred Tax	-	
Due to Timing Differences	(6,735)	(21,257
Available Losses	0	(101,17)
	(6,735)	(122,428
Total Tax (Charge)/Credit	138,987	40,33
A deferred tax asset has been recognised in the current year differences resulting from bonus accruals and fixed assets. 's sufficient future taxable profits to utilise a deferred tax asse	The group is expect.	ted to have
Opening Deferred Tax Asset Total deferred tax movement	158,256 (6,735)	280,68 (122,42)
Closing Deferred Tax Asset	151,521	158,25
The tax assessed for the year is lower than the standard rate of corporation tax of 20% (2013:20%). The differences are explained below:		
Profit/(Loss) on ordinary activities before taxation	662,201	31,12
Profit/(Loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK	132,441	6,22
Effects of tax adjustments, expressed at 20% (2013:20%): Expenses not deductible for tax purposes	3,267	2,91
Due from HMRC	(145,722)	(162,76.
Short-term timing differences	12,219	14,59
Depreciation in Excess of Capital Allowances	0	5,27
Capital Allowances in excess of Depreciation	(32,318)	(37,13
Losses retained/(released)	(115,609)	8,11
Current corporation tax (credit)/charge for the year	(145,722)	(162,76

 $x \in \mathbb{R}^{n}$



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED $31^{\rm ST}$ DECEMBER 2014

8 TANGIBLE ASSETS

Group		•		
Эгоир	Plant	Fittings/ Equipment	Computer Equipment	Total
	£	£	£	£
Cost As at 31 st December 2013	98,000	146,869	1,172,657	1,417,526
Additions	0	3,570	227,127	230,697
Disposals	0	0	0	0
As at 31st December 2014	98,000	150,439	1,399,784	1,648,223
Depreciation As at 31st December 2013	79,217	140,372	976,692	1,196,281
Charge for the year	9,800	4,237	142,229	156,266
Disposals	0	0	0	0
As at 31st December 2014	89,017	144,609	1,118,921	1,352,547
Net Book Value As at 31 st December 2014	8,983	5,830	280,863	295,676
As at 31st December 2013	18,783	6,497	195,965	221,245
Company				
Company	Plant	Fittings/ Equipment	Computer Equipment	Total
	£	£	£	£
Cost As at 31st December 2013	98,000	104,131	614,149	816,280
Additions	0	3,570	57,115	60,685
Disposals	0	0	0	(0)
As at 31st December 2014	98,000	107,701	671,264	876,965
Depreciation				
As at 31 st December 2013	79,217	98,698	602,244	780,159
Charge for the year	9,800	3,266	28,087	41,153
Disposals	0	0	0	0
As at 31st December 2014	89,017	101,964	630,331	821,312
Net Book Value				
As at 31st December 2014	8,983	5,737	40,933	55,653
As at 31st December 2013	18,783	5,433	11,905	36,121



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

9 INVESTMENTS: Shares in subsidiary undertakings

	Origo Secure Internet Services Ltd
	£
Cost	
As at 31st December 2013	4,001,000
As at 31st December 2014	4,001,000
Net Book Value	
As at 31st December 2014	4,001,000
As at 31st December 2013	4,001,000

Subsidiary undertaking Subsidiary undertaking	Principal activity	Country of Registration	Ordinary Shares
Origo Secure Internet Services	Development of a secure internet	Scotland	100%
Limited	trading service		

The aggregate capital and reserves of Origo Secure Internet Services Limited amounted to £3,751,725. The profit for the year was £155,808. The Group will continue to provide such funds as are necessary for the company to continue trading in 2015.

10 DEBTORS:

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Trade debtors Prepayments due within one	496,432	538,241	33,338	70,358
year	291,269	498,650	101,206	47,197
Due from HMRC	145,766	162,765	145,766	162,765
Current Deferred Tax Asset	33,122	52,153		0
Non-Current Deferred Tax	966,589	1,251,809	280,310	280,320
Asset	118,398	106,103	118,398	106,103
Total Debtors	1,084,987	1,357,912	398,708	386,423



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

11 CREDITORS: Amounts falling d	-				
	Gro	-		npany	
	2014 £	2013 £	2014 £	2013 £	
Trade creditors due within one year	85,426	84,258	43,730	24,683	
Other creditors (inc. social security)	30,834	15,249	30,834	15,249	
Accruals and deferred income	1,634,012	1,510,865	294,235	185,343	
Amounts owed to sub. undertakings	0	0	1,349,064	3,132,259	
	1,750,272	1,610,372	1,717,863	3,357,534	
Creditors due within 2-5 years	388,867	435,287	316,942	348,646	
	2,139,139	2,045,659	2,034,805	3,706,180	
12 SHARE CAPITAL			2014 £	2013 £	
Authorised Share Capital					
2,499,900 Ordinary Shares of £1 each		2,499,900	2,499,900		
100 Associated Shares of £1 each			100	100	
			2,500,000	2,500,000	
Allotted called up and fully paid:					
Ordinary Shares of £1 each issued at 31 December 2013		2,450,651	2,450,651		
Ordinary Shares of £1 each issued during year			0	0	
Ordinary Shares of £1 each issued at 31 December 2014		2014	2,450,651	2,450,651	

At the Annual General Meeting held on 22nd June 2010, the Directors of the Company were generally and unconditionally authorised, with effect from that day, to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of eighty thousand pounds, provided that this authority should expire on 21st June 2015.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2014

13 RECONCILIATION IN NET MOVEMENTS OF SHAREHOLDERS' FUNDS

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Profit/(Loss) for the financial year	801,188	71,459	644,410	(322,597)
Opening shareholders' funds	2,218,949	2,147,490	2,624,032	2,946,629
Closing shareholders' funds	3,020,137	2,218,949	3,288,442	2,624,032

14 OTHER FINANCIAL COMMITMENTS

The Company had annual commitments under non-cancellable leases as set out below:

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Operating leases of plant & machinery which expire:				
Within one year	35,197	31,143	35,197	31,143
In two to five years	37,479	43,703	37,479	43,703
	72,676	74,846	72,676	74,846
Leases of land and buildings which expire:				
In over five years	130,000	130,000	130,000	130,000
	130,000	130,000	130,000	130,000
-				

15 RELATED PARTY TRANSACTIONS

There are no related party transactions included in the consolidated accounts of the Origo group of companies which require additional disclosure.