Criterion Software Limited

Annual report and financial statements Registered number: 4330852 31 March 2014



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Strategic report

Principal activity

The principal activity of the Company is the development and supply of software for the video games developed by related group companies. The Company researches, develops and supports software, known as middleware, which is used to develop console and computer games.

Over the next year the Company is committed to continue its extensive research and development on its suite of middleware products.

Business review

	2014 £000	2013 £000
Turnover	1,793	1,420
Operating (loss)/ profit	(143)	69
Loss for the year	(272)	(2,507)

The loss for 2013 was due to a debt waiver to a fellow subsidiary company.

The Company uses the number of game titles utilising its middleware solutions as its main non-financial key performance indicator. The Company also uses key financial position and performance measures, including staff turnover, to monitor the performance of the business.

Principal risks and uncertainties

Technological obsolescence

The Company faces a potential risk of its product portfolio becoming obsolete due to ever developing technologies. However, the Company is committed to continue its extensive research and development on its suite of products to mitigate this risk. It seeks to compete effectively by continuously developing and updating its product portfolio and its relationships with key customers, along with a regular review of actions from its competitors, revenues generated and developments in technology and the marketplace.

Loss of key personnel

The Company employed 18 full time employees on average in 2014 (2013: 19). The employees are highly skilled software developers. Loss of key personnel could affect future development activities. Regular operational reviews ensure that knowledge and key customer and supplier relationships are retained by the directors and officers of the Company so that the impact of the loss of any employee or agent would be reduced.

On behalf of the board

Benjamin O Halbe

Director – Criterion Software Limited Registered Number: 4330852

Beige Helle

Onslow House
Onslow Street
Guildford
Surrey
GU1 4TN

Directors' report

The directors present their directors' report and financial statements for the year to 31 March 2014.

Directors

The directors who held office during the year were as follows:

B O Halbe

S G Bene (resigned 15 November 2013)

K A Kallweit

Loris Botto (appointed on 15 November 2013)

Research and development

During the year the Company incurred £1,669,000 (2013: £1,229,000) of expenses on the continuing development of its middleware suite of products. Offsetting this cost is £1,793,000 (2013: £1,420,000), which is included in turnover and was received in relation to the research services provided to other group companies.

Dividends

The directors did not recommend the payment of a dividend (2013: £nil).

Political and charitable contributions

The Company made no political or charitable contributions and incurred no political expenditure during the year (2013: £nil).

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is 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 auditor is aware of that information.

Auditors

In accordance with Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will therefore continue in office.

Benjamin O Halbe

Director - Criterion Software Limited

Registered Number: 4330852

Onslow House Onslow Street Guildford Surrey GU1 4TN

On behalf of the board

Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law 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 judgements 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; 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 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.



KPMG LLP

Arlington Business Park Theale Reading RG7 4SD United Kingdom

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CRITERION SOFTWARE LIMITED

We have audited the financial statements of Criterion Software Limited for the year ended 31 March 2014 set out on pages 6 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 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 March 2014 and of its loss 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CRITERION SOFTWARE LIMITED (continued).

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.;

Simon Baxter (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants Arlington Business Park

Theale Reading RG7 4SD

Date: Meunter 2014

Profit and Loss Account for the year ended 31 March 2014

for the year ended 31 March 2014	Notes	Year ended 31 March 2014 £000	Year ended 31 March 2013 £000
Turnover	2	1,793	1,420
Gross profit Administrative expenses	4-5	1,793 (1,936)	1,420 (1,351)
Operating (loss)/profit Other interest receivable and similar income Foreign exchange (losses)/gains Loss on debt waiver issued to fellow subsidiary	3 6	(143) 33 (4) (145)	69 82 128 (2,786)
Loss on ordinary activities before taxation Tax on loss on ordinary activities	7	(259) (13)	(2,507)
Loss for the financial year	12	(272)	(2,507)

All activities relate to continuing operations.

The company did not have any other recognised gains or losses during the current or preceding year.

There is no material difference between the result on a historical cost basis and that described in the profit and loss account.

The notes on pages 8 to 18 form an integral part of these financial statements.

Balance Sheet at 31 March 2014

at 31 March 2014	Note		014		2013
IC . I		£000	£000	£000	£000
Fixed assets Tangible assets	8		52		41
Current assets Debtors Cash at bank and in hand	9	8,851 469		3,490 9,682	
Creditors: amounts falling due within one year	10	9,320 (717)		13,172 (7,517)	
Net current assets			8,603		5,655
Net assets			8,655		5,696
Capital and reserves Called up share capital	11		1		1
Share premium account	12		-		4,127
Profit and loss account	12		8,654		1,568
Shareholders' funds			8,655		5,696
					

These financial statements were approved by the Board of directors on 12 December 2014 and were signed on its behalf

Benjamin O Halbe

Director

Registered number: 4330852

Notes

(forming part of the financial statements)

1 Accounting policies

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

Going concern

The Company has current net assets and the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual statements.

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

Basis of preparation

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As 100% of the company's voting rights are controlled within the group headed by Electronic Arts Inc. the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Electronic Arts Inc. can be obtained from the address given in note 17.

Tangible fixed assets and depreciation

Tangible fixed assets are recorded at cost. Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Equipment

3 to 5 years

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Leases

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

Post retirement benefits

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Research and development expenditure

Expenditure on research and development is charged to the profit and loss account as incurred.

1 Accounting policies (continued)

Taxation and deferred taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax 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 by the balance sheet date, except as otherwise required by FRS 19.

Dividends on shares presented within shareholders' funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Turnover

Turnover is fixed or determinable and represents amounts (excluding value added tax), attributable to the following activities.

The company receives a recharge from fellow group companies in respect of software development activities it undertakes on their behalf. This is recognised as turnover as the costs are incurred.

Share based payments

The share option programme allows employees to acquire shares of the parent company (Electronic Arts Inc.). The fair value of options granted after 7 November 2002 and those not yet vested as at 31 March 2014 is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

Where the company's parent company grants rights to its equity instruments to the company's employees, which are accounted for as equity-settled in the consolidated accounts of the parent, the company accounts for these share-based payments as equity-settled.

2 Turnover

The turnover and profit before tax are fully attributable to the principal activity of the company. All turnover relates to the rest of the world.

3 Notes to the profit and loss account

	Year ended 31 March 2014 £000	Year ended 31 March 2013 £000
Loss on ordinary activities before taxation is stated after charging		•
Debt waiver issued to fellow subsidiary company	· 145	2,786
Depreciation of owned assets	18	12
Research and development expenditure (see note 5)	1,669	1,229
Auditor's remuneration:		
Audit of these financial statements	15	18

The Company granted a debt waiver to a fellow subsidiary company during the year of £145,000 (2013: £2,786,000). The debt waiver related to historic trading transactions with a dormant fellow subsidiary, which has been liquidated in the year in an effort to simplify the group structure and on-going compliance requirements within the group structure.

4 Remuneration of directors

Remuneration to Directors in respect of qualifying services attributable to the Company was nil (2013: nil).

Messrs S G Bene, K A Kallweit, B O Halbe and L R G Botto were remunerated by other group companies in respect of other services to other group companies.

5 Staff numbers and costs

The average number of persons employed by the company during the year, analysed by category, was as follows:

	Number 2014	of employees 2013
Research and development	18	19
	18	19
The aggregate payroll costs of these persons were as follows:		
	Year ended	Year ended
	31 March	31 March
	2014	2013
	£000	£000
Wages and salaries	1,128	950
Social security costs	167	127
Other pension costs	99	81
Share-based payments	275	71
Total staff costs	1,669	1,229
Total staff costs include £1,669,000 (2013: £1,229,000) relating to research and develop	ment staff.	
6 Other interest receivable and similar income		
,	Year ended	Year ended
	31 March	31 March
	2014	2013
	£000	£000
Bank interest	33	82
	33	82

7 Taxation

(a) Analysis of charge in year

(a) Analysis of Charge III year	Year ended 31 March 2014 £000	Year ended 31 March 2013 £000
UK corporation tax	13	-
Total current tax	13	
Deferred tax Origination of timing differences		-
Tax on profit on ordinary activities	13	-
Tax on profit on ordinary activities	13	

Reductions in the UK corporation tax rate from 24% to 23% (effective 1 April 2013) was substantively enacted on 3 July 2012. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. It has not yet been possible to quantify the full anticipated effect of the announced further rate reductions, although this will further reduce the company's future current tax charge. The company has not recognised a deferred tax asset in the period (2013: nil)

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

The tax assessed on the loss on ordinary activities for the year is higher (2013: higher) than the standard rate of corporation tax in the UK of 23% (2013: 24%). The differences are explained below.

	Year ended	Year ended
	31 March	31 March
	2014	2013
	£000	£000
Current tax reconciliation		
Loss on ordinary activities before tax	(259)	(2,507)
		((00)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2013: 24%)	(60)	(602)
Add / (deduct) tax effect of:		
Expenses not deductible for tax purposes	2	-
Excess of depreciation over capital allowances	4	(18)
Utilisation of tax losses	(15)	-
Research and development tax credits claimed	-	(57)
Permanent difference (principally related to the debt waiver granted, see note 3)	74	676
Adjustments to tax charge in respect of prior years	8	-
Timing differences	-	1
Total current tax charge (see above (a))	13	-

7 Taxation (continued)

(c) Factors that may affect future tax charges

The company has an unrecognised deferred tax asset of £877,000 (2013: £1,070,000). The components of the unrecognised deferred tax assets are as follows:

	2014	2013
	£000	£000
Losses carried forward	590	693
Short term timing differences	148	182
Accelerated capital allowances	139	195
		
	877	1,070

Short term timing differences relate to current tax losses and certain inter-company royalty charges that are not tax deductible in the current year due to the timing of their payment.

8 Tangible fixed assets

	Office Equipment £000	Computer equipment £000	Total £000
Cost	2000	2000	2000
At beginning of period	9	255	264
Additions	-	31	31
Disposals	-	(18)	(18)
		2/9	
At end of period	<u>9</u>	268	277
Depreciation	9	214	222
At beginning of period Disposals	9	(16)	223 (16)
Charge for period	- -	18	18
At end of period	9	216	225
Net book value at 31 March 2014	-	52	52
Net book value at 31 March 2013		41	41

9 Debtors

	2014 £000	2013 £000
Amounts owed by group undertakings	267	3,449
Amounts owed by group undertakings-cash pool receivable	8,500	-
Corporation tax	-	41
Other debtors	84	-
		
	8,851	3,490
		

With effect from 2 December 2013, Criterion Software Limited has entered into an Intercompany Deposit Agreement with EA Swiss Sarl, Switzerland.

The amounts owed by group undertakings have reduced in 2014 due to debt waivers provided by Criterion Software Limited to a parent undertaking and a fellow subsidiary.

10 Creditors: amounts falling due within one year

	2014	2013
	000£	£000
Amounts owed to group undertakings	346	7,248
Other creditors	12	9
Accruals and deferred income	359	260
	717	7,517

The amounts owed to group undertakings have reduced in 2014 due to debt waivers provided to Criterion Software Limited by parent undertakings.

11 Called up share capital

	£000	£000
Allotted, called up and fully paid 1,001 ordinary shares of £1 each	1	1

12 Reserves

	Share premium account £000	Profit and loss account £000
At beginning of year	4,127	1,569
Share Premium Reduction	(4,127)	4,127
Capital Contribution on debt waiver received	· · · · · · · · · · · · · · · · · · ·	6,022
Distribution to parent on debt waiver granted	-	(3,067)
Loss for the year	-	(272)
Credit in relation to share-based payments	-	275
		
At end of year	-	8,654

The Company granted a debt waiver to a parent undertaking during the year of £3,067,000. The Company also received a debt waiver of £6,022,000 from a parent undertaking. The debt waivers related to historic trading transactions with dormant parent undertakings, which has been liquidated in the year in an effort to simplify the group structure and on-going compliance requirements within the group structure. As these transactions are with parent undertakings they have been accounted for directly in reserves.

13 Reconciliation of movements in shareholders' funds

	Year ended	Year ended
	31 March	31 March
	2014	2013
	£000	£000
Loss for the year	(272)	(2,507)
Credit in relation to share-based payments	275	71
Capital contribution on debt waiver received	6,022	-
Distribution to parent on debt waiver granted	(3,067)	-
Not addition to Kardanet and Salaham baldanet for de	2,958	(2.436)
Net addition to/(reduction in) shareholders' funds	•	(2,436)
Opening shareholders' funds	5,696	8,132
Closing shareholders' funds	8,654	5,696
	····	

14 Commitments

There were no capital commitments at the end of the financial period. There were no annual commitments under non-cancellable operating leases.

15 Employee share schemes

Criterion Software Limited has taken advantage of the transitional provisions of FRS 20 'Share-based payments' in respect of equity settled awards and applied FRS 20 to all awards granted after 7 November 2002 and unvested as at 31 March 2014. The total profit and loss charge for the year recognised in respect of share-based payments is £275,284 (2013: £71,000), which is made up of share options schemes and plans operated for the benefit of employees. During 2014, management have calculated the life-to-date charge under current methodology, the catch-up charge in relation to this was £142,773. The nature of the principal schemes and plans, including general conditions, is set out below:

15 Employee share schemes (continued)

Employee Stock Purchase Plan

Since September 1991, employees have been offered the ability to participate in an employee stock purchase plan in Electronic Arts Inc. Pursuant to the correct plan, the 2000 Employee Stock Purchase Plan ("ESPP"), eligible employees may authorise payroll deductions of up to 10 percent of their compensation to purchase shares at 85 percent of the lower of the fair market value of the common stock on the date of commencement of the offering or on the last day of each six-month purchase period.

Stock Option Plans

The 2000 Equity Incentive Plan ("The Equity Plan") permits the grant to employees of options of common stock of Electronic Arts Inc, restricted stock, restricted stock units and stock appreciation rights to employees, officers and directors. Pursuant to the Equity Plan, incentive stock options may be granted to employees, officers and directors, at not less than 100 percent of the fair market value on the date of grant. Options granted under the Equity Plan generally expire 10 years from the date of the grant and 24 percent is generally exercisable after 12 months and then the remainder rateably over the following 38 months.

Restricted Stock Units and Restricted Stock

Restricted Stock Units and Restricted Stock (collectively referred to as "restricted stock rights") are granted under the Equity Plan to employees. Restricted stock units entitle holders to receive shares of common stock at the end of a specified period of time. Upon vesting, the equivalent number of common shares is typically issued net of tax withholdings. Restricted stock is issued and outstanding upon grant; however restricted stock award holders are restricted from selling shares until they vest. Upon vesting, the company will typically withhold shares to satisfy tax withholding requirements. Restricted stock rights are subject to forfeiture and transfer restrictions. Vesting of restricted stock rights is based on the holders' continued employment with the company. If the vesting conditions are not met, unvested restricted stock rights will be forfeited. Generally, restricted stock rights vest according to one of the following vesting schedules:

- 100 percent after one year;
- Three-year vesting with 25 percent vesting at the end of each of the first and second years and the remaining 50 percent vesting at the end of the third year;
- Four-year vesting with 25 percent vesting at the end of each year.

, ,	ESF	P	RSU	J	Option	ns
	Number	WAEP	Number	WAEP	Number	WAEP
Ordinary shares under option	('000')	\$	('000')	\$	('000')	\$
31-Mar	-12 -	-	10.4	\$27.32	4.3	\$28.01
Granted	8.7	\$7.24	8.3	\$12.71	8.3	\$12.71
Exercised	(8.7)	\$7.24	(4.6)	\$13.60	-	-
Lapsed/Cancelled	-	-	(0.3)	\$17.90		-
						
31-Mar	-13 -	-	13.8	\$23.73	12.6	\$17.91
Granted	8.1	14.58	11.4	22.62		
Exercised	(8.1)	14.58	(6.8)	23.00	(1.4)	20.63
Lapsed/Cancelled			(0.1)	23.04	(9.6)	12.71
						
31-Mar	-14 -	-	18.30	28.50	1.6	20.80

15 Employee share schemes (continued)

Stock Option Plans

No Options were exercised during the year. The average closing share price over the financial year was \$24.23 (2013: \$14.31). There has been no change to the effective option price of any of the outstanding options during the year.

	Options			Restricted Stock Units			
Range of exercise prices \$0.00 – \$19.99	Total shares under option ('000)	Weighted average remaining contractual life (months)	Options exercisable at 29-Mar-14 ('000)	Options exercisable at 29-Mar-13 ('000)	Exercisable weighted average exercise price for options exercisable at 29-Mar- 14 (\$)	Total shares under option ('000) all non exercisable 18.3	Weighted average remaining contractual life (months)
\$20.00 - \$29.99	1.6	62.6	1.6	2.8	20.8		
\$40.00 - \$49.99				1.3		•	
\$50.00 - \$59.99				-			
\$60.00 - \$69.99				-			
Total	1.6	62.6	1.6	4.1	20.8	18.3	11.2

For the purposes of valuing options to arrive at the share-based payment charge, the Black-Scholes option pricing model has been used. The assumptions used in the model for 2014 and 2013 are as follows:

	Year ended 31 March 2014			Year ended 31 March 2013	
	Options	ESPP	Options	ESPP	
Weighted average volatility	37%	38%	43%	38%	
Range of expected volatility (%)	37-42%	36-38%	40-46%	35-42%	
Risk-free interest rate (%)	1.6%	0.1-02%	0.4-1.0%	0.1-0.2%	
Expected option term (life)	4.5 years	6-12 months	4.4 years	6-12 months	
Dividend yield (%)	None	None	None	None	

Assumptions on expected volatility and expected option term have been made on the basis of historical data, wherever available, for the period corresponding with the vesting period of the option. Best estimates have been used where historical data is not available in this respect.

16 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £99,815 (2013: £81,000).

There are no outstanding or prepaid contributions at either the beginning or end of the financial year.

17 Ultimate parent company

The Company is controlled by is Electronic Arts Inc., a company incorporated in the US.

The company is a subsidiary undertaking of Electronic Arts Inc which is the ultimate parent company incorporated in the US. The largest group in which the results of the Company are consolidated is that headed by Electronic Arts Inc. The consolidated financial statements of Electronic Arts Inc. are available to the public and may be obtained from Electronic Arts Inc. at 209 Redwood Shores Parkway, Redwood City, CA 94065.