

Registered Number: 07561779

Halogen Software Limited
Directors' Report and Financial Statements
For the year ended December 31, 2013

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Halogen Software Limited
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For the year ended December 31, 2013
(In British Pounds)

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Halogen Software Limited **Directors' Report**

For the year ended December 31, 2013

The directors present their report together with the audited financial statements for the year ended 31 December 2013.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and International Financial Reporting Standards ("IFRS").

Company law requires the directors to prepare financial statements for each financial year 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 accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

Disclosure of information to auditors

The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. As far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware.

Principal activity

The principal activity of the company during the year was that of sales and marketing the talent management software products of Halogen Software Inc.

Change in Accounting Policy

During 2013 the company determined that the functional currency of Halogen Software Limited is United States Dollars instead of British Pounds Sterling. As a result of this change in policy, the company has adjusted balances within the 2012 financial statements to provide appropriate comparison in current year (See Note 16 for details).

Halogen Software Limited
Directors' Report

For the year ended December 31, 2013

Charitable and political contributions

During the year the company made no charitable or political contributions.

Directors

The directors of the company during the year were as follows:

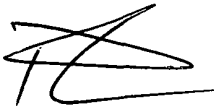
M Slaunwhite
P Loucks
P Low

Auditors

The auditors, Wilder Coe LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on August 19, 2014 and signed on its behalf.



.....
P Low
Director

Halogen Software Limited Independent Auditors' Report

For the year ended December 31, 2013

We have audited the financial statements of Halogen Software Limited for the year ended 31 December 2013, set out on pages 6 to 17. These financial statements have been prepared under the accounting policies set out therein.

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 Auditors' 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 AUDITORS

As explained more fully in the Directors' Responsibilities Statement, 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 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

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 of the state of the company's affairs as at 31 December 2013 and of the company's profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRS"); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Halogen Software Limited
Independent Auditors' Report**

For the year ended December 31, 2013

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 Company, 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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report.

Bee-Lean Chew MSc BA(Hons) FCA (Senior Statutory Auditor)
for and on behalf of

Wilder Coe LLP

Wilder Coe LLP
Chartered Accountants & Statutory Auditors
233-237 Old Marylebone Road
London
NW1 5QT

Date: *8th September 2014*

Halogen Software Limited
Registered Number: 07561779
Statement of Financial Position
(British Pounds)

As at 31 December

	Note	2013 £	As restated 2012 £
ASSETS			
NON-CURRENT ASSETS			
Property and equipment	6	152,998	204,681
CURRENT ASSETS			
Trade and other receivables	7	76,798	82,795
Cash and cash equivalents		346,855	11,854
		<u>423,653</u>	<u>94,649</u>
Total assets		576,651	299,330
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Trade and other payables	8	450,958	194,860
NON-CURRENT LIABILITIES			
Operating leasehold inducements		31,148	43,175
		<u>482,106</u>	<u>238,035</u>
EQUITY			
Share capital	9	1,000	1,000
Accumulated funds		93,545	60,295
		<u>94,545</u>	<u>61,295</u>
Total liabilities and equity		576,651	299,330

The accompanying notes on pages 10 to 17 are an integral part of the financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 18th August 2014 and were signed on its behalf by:



.....
P Low
 Director

Halogen Software Limited
Statement of Comprehensive Income
(British Pounds)

For the year ended 31 December

	Note	Year ended 31 December 2013 £	<i>As restated</i> <i>Year ended</i> <i>31 December</i> <i>2012</i> £
REVENUE		1,252,103	917,201
Expenses			
Depreciation		(67,090)	(24,398)
General and administrative		(1,117,950)	(868,047)
RESULTS FROM OPERATING ACTIVITIES		67,063	24,756
Interest income		73	38
Foreign exchange (loss)/gain		(12,595)	36,377
PROFIT BEFORE INCOME TAXES		54,541	61,171
Income taxes	5	(21,291)	-
TOTAL NET PROFIT AND COMPREHENSIVE PROFIT		33,250	61,171

The accompanying notes on pages 10 to 17 are an integral part of the financial statements.

Halogen Software Limited
Statement of Changes in Equity
(British Pounds)
For the year ended 31 December 2013

	Ordinary shares No.	Ordinary shares £	Accumulated funds £	Total £
Restated balance as at 1 January 2013	1,000	1,000	60,295	61,295
Total net profit and comprehensive profit	-	-	33,250	33,250
Balance as at 31 December 2013	1,000	1,000	93,545	94,545

The accompanying notes on pages 10 to 17 are an integral part of the financial statements.

Halogen Software Limited
Statement of Cash Flows

(British Pounds)

For the year ended 31 December 2013

CASH PROVIDED BY/(USED IN):	Note	Year ended 31 December 2013 £	Restated Year ended 31 December 2012 £
OPERATING ACTIVITIES			
Profit before taxation		54,541	61,171
Less interest income		(73)	(38)
Items not affecting cash:			
Tax		(21,291)	
Depreciation		67,090	24,398
Net change in non-cash working capital balances related to operations	11	250,068	(38,148)
Cash provided by/(used in) operating activities		350,335	47,383
INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(15,407)	(200,528)
Interest income		73	38
Cash provided by/(used in) investing activities		(15,334)	(200,490)
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		335,001	(153,107)
Cash and cash equivalents at the beginning of the year		11,854	164,961
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		346,855	11,854

The accompanying notes on pages 10 to 17 are an integral part of the financial statements.

Halogen Software Limited
Notes to Financial Statements
(British Pounds)

For the year ended 31 December 2013

NOTE 1: GENERAL

Halogen Software Limited (Company number 07561779), having its principal place of business at 4th Floor, 17 Hanover Square, London, W1S 1HU was incorporated as a private limited company on 11 March 2011 in the United Kingdom. Halogen Software Limited is a wholly owned subsidiary of Halogen Software Inc., 495 March Road, Suite 500, Ottawa, Ontario, Canada, K2K 3G1.

These financial statements are prepared for the December 31, 2013 financial year.

The company provides sales and marketing services to Halogen Software Inc.

NOTE 2: SPECIFIC POLICIES

The financial statements of the company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB. The significant accounting policies applied in the financial statements, on a consistent basis, are as follows:

a. Presentation currency:

The Company has determined that the functional currency for Halogen Software Limited is the United States dollar ("USD") as it is the currency of the primary economic environment in which it operates; however the presentation currency is the British Pound.

Accordingly, transactions in currencies other than the USD are translated into USD at the exchange rate on the transaction date and the monetary assets and liabilities in currencies other than the USD are translated into USD at the exchange rate at the statement of financial position date, in accordance with International Accounting Standard No. 21, "The Effects of Changes in Foreign Exchange Rates". All translation differences are reflected in the Statement of Comprehensive Income as financial income or expenses, as appropriate.

Since the company uses the British Pound as its reporting currency but maintains its records in USD, the company translates its financial statements by converting all income and expenses at the exchange rates at the dates of the transactions and converts its monetary assets and liabilities at the closing rate at the date of that statement of financial position. The company records all resulting exchange differences in other income/expenditure.

b. Revenue recognition

The company provides sales and marketing services on a cost plus basis to its parent company Halogen Software Inc at a commercial mark up. The company recognizes revenue as the services are provided when the revenues and costs can be measured reliably and the collection is reasonably assured.

Halogen Software Limited
Notes to Financial Statements
(British Pounds)

For the year ended 31 December 2013

c. Use of estimates

The preparation of the company's financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

Estimates and assumptions are used for, but not limited to, the determination of the allowance for doubtful accounts, estimate of useful life of assets, valuation allowance and provision for income taxes. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. In the opinion of management, these financial statements reflect all adjustments necessary to present fairly the results for the periods presented. Actual results and outcomes could differ from these estimates.

d. Income taxes:

The company provides for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to reverse. A valuation allowance is provided against deferred income tax assets to the extent that it is more likely than not, in the opinion of management, that the deferred income tax assets will not be realized in the foreseeable future.

e. Property and equipment

Property and equipment are recorded at cost and depreciated on the basis and at the rates set out below. It is expected that these policies will charge operations with the total cost of the assets less estimated salvage value over the useful life of the assets. The company claims depreciation on a monthly basis commencing with the month that the asset is put into operation.

<u>Property and equipment</u>	<u>Depreciation basis</u>	<u>Rate</u>
Office equipment	Straight-line	20%
Leasehold improvements	Straight-line	Over the life of the lease
Computer equipment	Straight-line	50%
Computer software	Straight-line	33%

The company reviews all long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable, the company will estimate the future cash flows from the use of the assets and their eventual disposition and record an impairment loss if required.

f. Leases

Operating lease payments are recognized as an expense on a straight-line basis over the lease term.

Halogen Software Limited
Notes to Financial Statements
 (British Pounds)

For the year ended 31 December 2013

NOTE 3: OPERATING LOSS

	Year ended 31 December 2013 £	As restated Year ended 31 December 2012 £
Depreciation of property and equipment:		
- Owned by the company	67,090	24,398
Operating lease rentals:		
- Other operating leases	58,106	131,486
Auditors remuneration	6,000	6,500

During the year, no director received any emoluments.

NOTE 4: EMPLOYEE COSTS

	Year ended 31 December 2013 £	Year ended 31 December 2012 £
Wages and salaries	723,710	449,702
Social security costs	63,307	35,983
	781,591	485,685

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

	2013	2012
Directors	3	3
Sales and administration	8	5
	11	8

Halogen Software Limited
Notes to Financial Statements
 (British Pounds)

For the year ended 31 December 2013

NOTE 5: INCOME TAXES

	2013	2012
	£	£
UK corporation tax expense on profit for the year	21,291	-

Reconciliation between the theoretical tax expense assuming all income/(loss) is taxed at the statutory tax rate applicable to income/(loss) of the company and the actual tax expense/(income) as reported in the Statement of Comprehensive Income is as follows:

	2013	<i>As restated</i>
	£	2012
	£	£
Accounting profit/(loss)	54,541	61,171
At statutory tax rate of 20%	10,908	12,234
Effects of:		
Expenses not deductible for tax purposes	-	2,836
Depreciation for the period in excess of/(less than) capital allowances	8,163	(9,814)
Creation of tax losses	-	2,007
Utilisation of tax losses	(5,043)	-
Other timing differences	7,263	(7,263)
Current tax expense for the year	21,291	-

Factors that may affect future tax expenses

At the year end the company has taxable trading losses of £Nil (2012: £25,217) available to offset against future trading profits.

Halogen Software Limited
Notes to Financial Statements
(British Pounds)

For the year ended 31 December 2013

NOTE 6: PROPERTY AND EQUIPMENT

	Computer Equipment £	Computer Software £	Office Equipment £	Leasehold improvements £	Total £
Cost					
Restated at 1 January 2013	49,283	5,633	45,346	134,147	234,409
Additions	15,407	-	-	-	15,407
At 31 December 2013	64,690	5633	45,346	134,147	249,816
Depreciation					
Restated at 1 January 2013	21,019	2,660	1,406	4,643	29,728
Charge for the period	29,264	1,814	9,193	26,819	67,090
At 31 December 2013	50,283	4,474	10,599	31,462	96,818
Net book value					
At 31 December 2013	14,407	1,159	34,747	102,685	152,998
Restated at 31 December 2012	28,264	2,973	43,940	129,504	204,681

NOTE 7: TRADE AND OTHER RECEIVABLES

	2013 £	<i>Restated</i> 2012 £
Due within one year		
Other receivables	36,724	64,020
Prepaid expenses	40,074	18,775
	76,798	82,795

Halogen Software Limited
Notes to Financial Statements
(British Pounds)

For the year ended 31 December 2013

NOTE 8: TRADE AND OTHER PAYABLES

	2013 £	<i>Restated</i> 2012 £
Amounts falling due within one year		
Trade Payables	21,422	-
Payables to related parties	339,966	150,872
Accrued expenses	77,971	32,688
Other creditors	11,599	11,300
	450,958	194,860
	2013 £	2012 £
Amounts falling due after one year		
Other creditors due after one year	31,148	43,175
	31,148	43,175

NOTE 9: SHARE CAPITAL

Share capital comprises 1,000 Ordinary shares of £1 each authorised, issued and outstanding at 31 December 2013. All the shares are fully paid.

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

NOTE 10: LEASE LIABILITIES

As at 31 December 2013 the company had commitments under non-cancellable operating leases as follows:

	2013 £	<i>As restated</i> 2012 £
Expiry date:		
Within 1 year	57,996	19,332
Within 2-5 years	38,664	96,660
	96,660	115,992

Halogen Software Limited
Notes to Financial Statements
(British Pounds)

For the year ended 31 December 2013

NOTE 11: SUPPLEMENTARY STATEMENT OF CASH FLOW STATEMENT

The changes in the company's non-cash operating working capital balances relating to operations resulted in cash being provided by operating activities as follows:

	2013 £	<i>Restated</i> 2012 £
Trade and other receivables	5,997	(68,671)
Trade and other payables	244,071	30,523
	<u>250,068</u>	<u>(38,148)</u>

NOTE 12: RELATED PARTY TRANSACTIONS

Included within payables to related parties are amounts due to Halogen Software Inc. of £339,966 (2012: £150,872).

Halogen Software Inc. is the immediate and ultimate parent undertaking of the company.

NOTE 13: IMMEDIATE PARENT UNDERTAKING

As at 31 December 2013 and 31 December 2012, the immediate parent undertaking of the largest and smallest group of which the company was a member was Halogen Software Inc., a company incorporated in Canada.

The group in which the results of the company are consolidated is that headed by Halogen Software Inc. The consolidated accounts can be obtained from the following address:

495 March Road
Suite 500, Ottawa
Ontario
Canada, K2K 3G1

NOTE 14: ULTIMATE PARENT UNDERTAKING

As at 31 December 2013 and 31 December 2012, the ultimate parent undertaking of the company was Halogen Software Inc.

NOTE 15: ULTIMATE CONTROLLING PARTY

As at 31 December 2013 and 31 December 2012, there was no single ultimate controlling party.

Halogen Software Limited
Notes to Financial Statements
(British Pounds)

For the year ended 31 December 2013

NOTE 16: PRIOR PERIOD ADJUSTMENT

In 2013 the company determined that the functional currency for Halogen Software Ltd. is United States dollars instead of British Pound. As a result of this change, the company has adjusted the balances of its 2012 Statement of Financial Position and has included a foreign exchange gain of £36,377 on its Statement of Comprehensive Income to account for this change. Any other adjustments to historical results were accounted for through retained earnings.