

Company Registration Number 02801072

Misys Open Source Solutions Limited

Report and financial statements

For the year ended

31 May 2012



Misys Open Source Solutions Limited

Directors' report for the year ended 31 May 2012

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 May 2012

Principal activities

The Company is a non trading subsidiary within the Misys Group. No significant change in the activity of the Company is envisaged in the forthcoming year.

On 19 March 2012, the independent Directors of Misys Limited (formerly Misys plc), the Company's ultimate parent company and controlling party at that date, announced that they had reached agreement on the terms of a recommended cash offer made by Magic Bidco Limited, a wholly owned subsidiary of Vista Equity Partners, LLC, for the entire issued and to be issued share capital of Misys Limited (formerly Misys plc) (the Acquisition). The Acquisition was implemented by means of a scheme of arrangement (the Scheme) pursuant to Part 26 of the Companies Act 2006.

Shareholders' approval to the Acquisition and the Scheme was given at a general meeting of the Company held on 24 April 2012. The Scheme was sanctioned by the Supreme Court on 28 May 2012 and Misys plc shares were suspended from trading on the London Stock Exchange on 31 May 2012. The Acquisition became effective on 1 June 2012 and Misys plc shares were delisted from the London Stock Exchange.

This report has been prepared in accordance with the special provisions of section 415A of the Companies Act 2006 relating to small companies exemption.

Results and dividends

The results of the Company for the year are set out in detail on page 5. No interim dividend was paid during the year (2011: £nil). The Directors do not recommend payment of a final dividend (2011: £nil). A loss of £3,501,000 (2011: £10,000) was withdrawn from reserves.

Going concern

The directors believe that preparing the accounts on the going concern basis is appropriate due to the continued financial support of the parent company Misys Limited. The directors have received confirmation that Misys Limited intends to support the company for at least one year after these financial statements are signed.

Directors

The Directors who served during the year and up to the date of signing of the financial statements were as follows:

Misys Corporate Director Limited
N Farrimond (resigned 6 September 2012)
T Homer
B Patel (appointed 6 September 2012)

Misys Open Source Solutions Limited

Directors' report for the year ended 31 May 2012

Statement of Directors' responsibilities

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting 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 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

So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware. 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.

Directors' indemnities

All Directors have been granted an indemnity by the parent company, Misys Limited (formerly Misys plc), to the extent permitted by law in respect of certain liabilities incurred as a result of their office in associated companies. They are indemnified against liability to third parties, excluding criminal liability and regulatory penalties and certain other liabilities. This is a qualifying third party indemnity provision for the purposes of the Companies Act 2006 which was made during the financial year and remains in force at the date of this report.

Independent auditors

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditors and are deemed automatically re-appointed.



For and on behalf of
Misys Corporate Director Limited
Director
19 December 2012

Independent Auditors' Report to the members of Misys Open Source Solutions Limited

We have audited the financial statements of Misys Open Source Solutions Limited for the year ended 31 May 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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 of the state of the company's affairs as at 31 May 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom 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.

**Independent Auditors' Report to the members of
Misys Open Source Solutions Limited**

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



Giles Hannam (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
19 December 2012

Misys Open Source Solutions Limited

Profit and loss accounts for the year ended 31 May 2012

	Note	2012 £'000	2011 £'000
Administrative expenses		(13)	(10)
Write down of investment	4	<u>(3,488)</u>	<u>-</u>
Loss on ordinary activities before taxation	2	(3,501)	(10)
Tax on loss on ordinary activities	3	-	-
Loss for the financial year	8	<u>(3,501)</u>	<u>(10)</u>

The notes to the financial statements are on pages 7 to 11

The results for both years reflect continuing operations

There were no recognised gains or losses for the years other than those disclosed in the profit and loss account above. Accordingly, no statement of total recognised gains and losses is given.

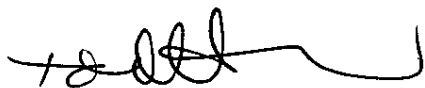
There is no material difference between the loss on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents.

Misys Open Source Solutions Limited

Balance sheet as at 31 May 2012

	Note	2012 £'000	2011 £'000
Fixed assets			
Investments	4	<u>680</u>	<u>-</u>
Current assets			
Debtors amounts falling due within one year	5	-	34
Creditors: amounts falling due within one year	6	<u>(13)</u>	<u>-</u>
Net current (liabilities) assets		<u>(13)</u>	<u>34</u>
Total asset less current liabilities		667	34
Creditors: amounts falling due after one year	6	<u>(2,607)</u>	<u>(2,641)</u>
Net liabilities		<u><u>(1,940)</u></u>	<u><u>(2,607)</u></u>
Capital and reserves			
Called up share capital	7	4	-
Share premium account	8	4,164	-
Profit and loss account	8	<u>(6,108)</u>	<u>(2,607)</u>
Total shareholder's deficit	9	<u><u>(1,940)</u></u>	<u><u>(2,607)</u></u>

The financial statements on pages 5 to 11 were approved by the Board of Directors on 19 December 2012 and signed on its behalf by



T Homer
Director

Misys Open Source Solutions Limited

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

1. Accounting policies

Accounting convention

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies which have been applied consistently throughout the year are set out below.

Going concern

The directors believe that preparing the accounts on the going concern basis is appropriate due to the continued financial support of the parent company Misys Limited. The directors have received confirmation that Misys Limited intends to support the company for at least one year after these financial statements are signed.

Taxation

Current tax for the current and prior periods is provided at the amount expected to be paid (or recovered) using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or the right to pay less tax, at a future date, at tax rates expected to apply when the timing differences reverse based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Cash flow and related party disclosures

The Company is a wholly owned subsidiary of Misys Limited (formerly Misys plc) and is included in the consolidated financial statements of that company, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996) 'Cash Flow Statements'.

The Company has also taken advantage of the exemption under FRS 8 'Related party disclosures' not to disclose transactions with group undertakings since Misys Limited (formerly Misys plc) is the beneficial owner of the entire equity share capital of the Company.

Foreign exchange

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date or at rates specified in related forward contracts. Transactions in foreign currencies are translated at the rate ruling at the date of each transaction or at rates specified in related forward contracts. Exchange differences arising from settlement of trading indebtedness are included in operating profit.

Fixed asset investments

Investments held as fixed assets are stated at cost less provision considered necessary for any impairment.

The need for any impairment write down for investments or loans to fellow group companies is assessed by comparison of the carrying value of the asset against the recoverable amount. Any impairment losses are immediately charged to profit and loss account.

Misys Open Source Solutions Limited

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

2. Loss on ordinary activities before taxation

Auditors' remuneration for the current year is £10,800 (2011 £10,000) Remuneration of the Directors has been borne by a fellow subsidiary The Directors' services to this Company are of non-executive nature and as such their emoluments are deemed to be wholly attributable to their services to other group companies There were no employees in the year (2011 none)

3. Tax on loss on ordinary activities

	2012 £'000	2011 £'000
Current tax		
UK corporation tax on loss for the year	<u>-</u>	<u>-</u>

The tax assessed for the current year is higher (2011 higher) than the standard rate of corporation tax in the UK of 25.7% (2011 27.67%) The differences are explained below

	2012 £'000	2011 £'000
Loss on ordinary activities before taxation	<u>(3,501)</u>	<u>(10)</u>
Tax on loss on ordinary activities at the standard rate of UK tax of 25.7% (2011 27.67%)	900	3
Non deductible write down of investment	(896)	-
Group relief surrendered for nil consideration	(4)	(3)
Current tax charge for the year	<u>-</u>	<u>-</u>

The Finance Act 2012 was enacted in July 2012 and reduced the main rate of corporation tax from 26% to 24% from 1 April 2012 A number of changes to the UK corporation tax system were announced in the Autumn Statement 2012 Further reductions are proposed to be enacted separately each year with the aim of reducing the rate to 21% by 1 April 2014 The changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements We estimate the reduction in the corporation tax rate from 24% to 21% will not have a material impact on the Company's results

The following deferred tax assets have not been recognised as their use is uncertain or is not currently anticipated due to insufficient suitable profits within the Group

	2012 £'000	2011 £'000
Deferred tax asset		
Accelerated capital allowances	-	47
Tax losses	-	402
Deferred tax asset	<u>-</u>	<u>449</u>

Misys Open Source Solutions Limited

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

4. Fixed asset investments

	Investment in subsidiary undertakings £'000
Cost	
At 1 June 2011	-
Additions	4,168
At 31 May 2012	<u>4,168</u>
Provision for impairment	
At 1 June 2011	-
Charge for the year	(3,488)
At 31 May 2012	<u>(3,488)</u>
Net book value	
At 31 May 2012	<u>680</u>
At 31 May 2011	-

Addition in the year relates to investment in Misys Open Source Solutions LLC, a company registered in the United States. Following the year end, Misys Open Source Solutions LLC sold its healthcare business. As a result of the sale, the Directors have assessed the value of the healthcare business at the balance sheet date and the remaining carbon business, and as a consequence have impaired the value of the investment. In the opinion of the Directors, the carrying value of the Company's investment is not less than the recoverable amount.

The Company is a wholly owned subsidiary of Misys Limited (formerly Misys plc) and has consequently taken advantage of Section 400 of the Companies Act 2006 not to prepare group financial statements.

5. Debtors

	2012 £'000	2011 £'000
Amounts falling due within one year		
Amounts owed by group undertakings	-	34

Amounts owed by group undertakings are unsecured, interest free and payable on demand.

6. Creditors

	2011 £'000	2011 £'000
Amounts falling due within one year		
Amounts owed to group undertakings	13	-
Amounts falling due after one year		
Amounts owed to group undertakings	2,607	2,641

Amounts owed to group undertakings are interest free, unsecured and repayable on demand. Payment of £2.6m (2011: £2.6m) is not expected within the short term and so these amounts are classified as non-current liabilities.

7. Called up share capital

	2012 £'000	2011 £'000
Allotted and fully paid		
6,900 (2011: 100) Ordinary shares of US\$1 each	4	-

Misys Open Source Solutions Limited

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

During the year the Company issued 6,800 shares of US\$1 each to Kapiti Limited, at a premium of \$999 per share

The share capital has been translated into sterling at the exchange rate ruling at the date of issue of the shares

8. Reserves

	Share premium account £'000	Profit and loss account £'000
At 1 June 2011	-	(2,607)
Loss for the financial year	-	(3,501)
Premium on shares issued during year	4,164	-
At 31 May 2012	4,164	(6,108)

9. Reconciliation of movements in shareholders' deficit

	2012 £'000	2011 £'000
Opening shareholders' deficit	(2,607)	(2,597)
Loss for the financial year	(3,501)	(10)
Shares issued	4,168	-
Closing shareholders' deficit	(1,940)	(2,607)

10. Ultimate parent company

The Company's immediate parent company is Kapiti Limited, which purchased the Company from Misys International Banking Systems Inc during the year

The parent company of both the largest and smallest group in which Misys Open Source Solutions Limited is included in consolidated financial statements is that of Misys Limited (formerly Misys plc)

The Company's ultimate parent company and controlling party was Misys Limited (formerly Misys plc) at 31 May 2012, a company registered in England and Wales. Copies of the group financial statements of Misys Limited (formerly Misys plc) may be obtained from The Registrar of Companies, Companies House, Crown Way, Mandy, Cardiff CF14 3UZ

11. Post balance sheet events

On 19 March 2012, the independent Directors of Misys plc announced that they had reached agreement on the terms of a recommended cash offer made by Magic Bidco Limited, a wholly owned subsidiary of Vista Equity Partners, LLC, for the entire issued and to be issued share capital of Misys plc (the Acquisition). The Acquisition was implemented by means of a scheme of arrangement (the Scheme) pursuant to Part 26 of the Companies Act 2006

Shareholders' approval to the Acquisition and the Scheme was given at a general meeting of Misys plc held on 24 April 2012. The Scheme was sanctioned by the Supreme Court on 28 May 2012 and Misys plc shares were suspended from trading on the London Stock Exchange on 31 May 2012. On 1 June 2012 Misys plc shares were delisted from the London Stock Exchange. Until 31 May 2012, Misys plc was the ultimate holding company of the Misys plc group of companies. On 8 June 2012, Misys plc was re-registered as a private limited company and renamed as Misys Limited, a wholly owned subsidiary of Magic Bidco Limited

Misys Open Source Solutions Limited

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

At the balance sheet date, Vista had no operational control over Misys plc and as such the effective date of acquisition is 1 June 2012. Therefore, the financial statements of the Company reflect no consequential impact on the valuation of assets and liabilities for the year ended 31 May 2012. The impact on the financial statements in the year ending 31 May 2013 and beyond, if any, has not yet been determined.

As part of the acquisition, Magic Bidco Limited arranged new multicurrency financing facilities for funding the Acquisition and replacement of existing loan facilities of the Group. These facilities comprise a secured credit agreement for US\$1,045m and Euro 100m and an unsecured credit agreement for US\$645m which matures between five and seven years. The existing facilities and convertible bond of the Group were repaid in June 2012 and replaced with the new loan facilities.