

Company Registration Number 02801072

Misys Open Source Solutions Limited

Report and financial statements

For the year ended

31 May 2014

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Misys Open Source Solutions Limited

Directors' report for the year ended 31 May 2014

The Directors present their annual report and the audited financial statements of Misys Open Source Solutions Limited ("the Company") for the year ended 31 May 2014.

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

The Directors have taken advantage of the small companies' exemption from the requirement to prepare a strategic report.

Principal activities

The Company is a non-trading subsidiary within the Misys Group.

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 (2013: £nil). The Directors do not recommend payment of a final dividend (2013: £nil).

Going concern

The financial statements have not been prepared on the going concern basis as the Directors intend to liquidate the Company by 31 May 2015, in order to simplify the corporate structure of the Misys Newco 2 S.à r.l. group. No adjustments to the net realisable value of assets were required in the attached financial statements as assets relate to intercompany transactions and their carrying value is equivalent to net realisable value. Long term liabilities have been reclassified as current liabilities.

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 (resigned 20 November 2013)
T Homer
J Hawkes (resigned 1 October 2013)
B Patel (resigned 7 June 2013)
S Patel (appointed 16 October 2013, resigned 28 August 2014)
E Collins (appointed 20 November 2013, resigned 31 July 2014)
J van Harken (appointed 31 July 2014)
A Woodward (appointed 5 September 2014)

Misys Open Source Solutions Limited

Directors' report for the year ended 31 May 2014

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 intermediate parent company, Misys Newco 2 S.à r.l. , 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 signing of these financial statements.

Independent auditors

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

On behalf of the Board



A Woodward
Director

18 December 2014

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

Report on the financial statements

Our opinion

In our opinion, the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 May 2014 and of its result 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.

This opinion is to be read in the context of what we say in the remainder of this report.

Emphasis of matter – Basis of preparation

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the going concern basis of accounting. Following the year-end, the directors have decided to liquidate the company before 31 May 2015 through a member's voluntary liquidation. Accordingly, the going concern basis of accounting is no longer appropriate. No adjustments were required in these financial statements to reduce assets to their realisable values or to provide for liabilities arising from the decision. Long term liabilities were reclassified to current liabilities.

What we have audited

The financial statements, which are prepared by Misys Open Source Solutions Limited, comprise:

- Balance sheet as at 31 May 2014;
- Profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 Strategic Report and the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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

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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006, we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities 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 ISAs (UK & 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.



Alex Hookway (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
18 December 2014

Misys Open Source Solutions Limited

Profit and loss accounts for the year ended 31 May 2014

	Note	2014 £'000	2013 £'000
Administrative expenses		-	(4)
Amounts written off investments	4	-	(680)
Loss on ordinary activities before taxation	2	-	(684)
Tax on loss on ordinary activities	3	-	-
Loss for the financial year	7	-	(684)

The notes to the financial statements are on pages 7 to 10.

The results for both years reflect discontinued 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 2014

	Note	2014 £'000	2013 £'000
Fixed assets			
Investments	4	-	-
Current assets			
Investments	4	-	-
Creditors: amounts falling due within one year	5	(2,624)	(17)
Net current liabilities		(2,624)	(17)
Total asset less current liabilities		(2,624)	(17)
Creditors: amounts falling due after more than one year	5	-	(2,607)
Net liabilities		(2,624)	(2,624)
Capital and reserves			
Called up share capital	6	4	4
Share premium account		4,164	4,164
Profit and loss account (deficit)		(6,792)	(6,792)
Total shareholders' deficit	7	(2,624)	(2,624)

The financial statements on pages 5 to 10 were approved by the Board of Directors on 18 December 2014 and signed on its behalf by:


 A Woodward
 Director

Misys Open Source Solutions Limited – Registered number 02801072

Misys Open Source Solutions Limited

Notes to the financial statements for the year ended 31 May 2014

1. Accounting policies

Accounting convention

These financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

The directors have decided to liquidate the Company by 31 May 2015, in order to simplify the corporate structure of the Misys Newco 2 S.à r.l. group, and therefore the directors no longer consider it appropriate to prepare the financial statements on the going concern basis and have prepared them on a basis other than going concern, which requires:

- i) assets are stated at their realisable values;
- ii) any long term assets and liabilities are reclassified as current assets and liabilities;
- iii) provision is made for closure costs and future trading losses, unless such costs are more than offset by expected future trading profits.

No adjustments were required in the attached financial statements as assets relate to intercompany transactions and their carrying value is equivalent to net realisable value. Long term liabilities have been reclassified as current liabilities. The cost of the winding up is not provided in the financial statements as this cost will be borne by its immediate parent company.

The principal accounting policies which have been applied consistently throughout the year are set out below. The comparative financial information continues to be prepared on a going concern basis. The principal accounting policies, which have been applied consistently throughout the year, are set out below and, where necessary, have been updated to include any policies which are now considered significant given the presentation of the financial statements as at 31 May 2014 on a basis other than going concern.

Taxation

Current tax for the current and prior years 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 Newco 2 S.à r.l. 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 Newco 2 S.à r.l. is the 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.

Misys Open Source Solutions Limited

Notes to the financial statements for the year ended 31 May 2014

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.

2. Loss on ordinary activities before taxation

Auditors' remuneration for the current year of £5,800 was borne by a fellow subsidiary (2013: £5,600). 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 (2013: none).

3. Tax on loss on ordinary activities

	2014 £'000	2013 £'000
Current tax		
UK corporation tax on loss for the year	-	-

The tax assessed for the current year is the same as (2013: lower than) the standard rate of corporation tax in the UK of 23.67% (2013: 23.83%). The differences are explained below:

	2014 £'000	2013 £'000
Loss on ordinary activities before taxation	-	(684)
Tax on loss on ordinary activities at the standard rate of UK tax of 22.67% (2013: 23.83%)	-	163
Non deductible write down of investment	-	(162)
Tax adjustment on intercompany transactions	-	21
Group relief surrendered for nil consideration	-	(22)
Current tax charge for the year	-	-

4. Fixed asset investments

	Investment in subsidiary undertakings £'000
Cost	
At 1 June 2013 and 31 May 2014	4,168
Provision for impairment	
At 1 June 2013 and 31 May 2014	(4,168)
Net book value	
At 31 May 2013 and 31 May 2014	-

Investment in subsidiary undertakings relates to a 100% holding in Misys Open Source Solutions LLC, a company incorporated in the United States. On 24 July 2014, the Company sold its entire investment in Misys Open Source Solutions LLC to its immediate parent company, Kapiti Limited for \$1.

Given the decision of the directors to liquidate the company by 31 May 2015, the financial statements have been prepared on a basis other than the going concern. The above investment has therefore been reclassified from fixed assets to current assets.

Misys Open Source Solutions Limited

Notes to the financial statements for the year ended 31 May 2014

The Company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of Misys Newco 2 S.à r.l., a company incorporated in Luxembourg.

5. Creditors

	2014 £'000	2013 £'000
Amounts falling due within one year		
Amounts owed to group undertakings	<u>2,624</u>	<u>17</u>
Amounts falling due after more than one year		
Amounts owed to group undertakings	<u>-</u>	<u>2,607</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand. However, at the prior year end, payment of £2,607,000 was not expected within the short term and so these amounts were classified as non-current liabilities.

6. Called up share capital

	2014 £'000	2013 £'000
Allotted and fully paid		
6,900 (2013: 6,900) Ordinary shares of US\$1 each	<u>4</u>	<u>4</u>

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

7. Reconciliation of movements in shareholders' deficit

	2014 £'000	2013 £'000
Opening shareholders' deficit	(2,624)	(1,940)
Loss for the financial year	-	(684)
Closing shareholders' deficit	<u>(2,624)</u>	<u>(2,624)</u>

8. Ultimate parent company

The Company's immediate parent company is Kapiti Limited which is incorporated in the United Kingdom.

The parent company of the smallest group in which the Company is included in consolidated financial statements is that of Misys Newco 2 S.à r.l., a company incorporated in Luxembourg. The parent company of the largest group in which the Company is included in consolidated financial statements is that of Misys Newco S.à r.l., a company incorporated in Luxembourg.

Copies of the group financial statements of Misys Newco 2 S.à r.l. and Misys Newco S.à r.l. may be obtained from the Misys Group Secretariat, One Kingdom Street, Paddington, London W2 6BL.

The party which controls the Company is Vista Equity Partners based in USA.

Misys Open Source Solutions Limited

Notes to the financial statements for the year ended 31 May 2014

9. Events after the year end date

On 24 July 2014, the Company sold its entire investment in Misys Open Source Solutions LLC to its immediate parent company, Kapiti Limited, for \$1.