

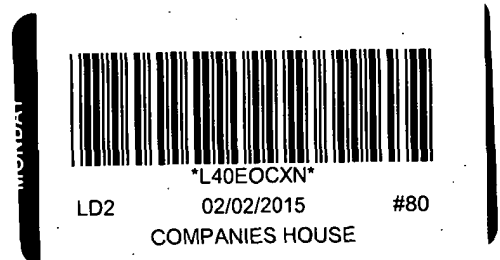
Registered No. 3109650



REBUS GROUP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2014



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Directors

John R Stier

Adel Al-Saleh

Secretary

John D Richardson (resigned 9 September 2013)

Daniel W Schenk (appointed 9 September 2013)

Registered Office

Peoplebuilding 2
Peoplebuilding Estate
Maylands Avenue
Hemel Hempstead
Hertfordshire HP2 4NW

Auditor

KPMG Audit Plc
15 Canada Square
London E14 5GL

Directors Report

The directors submit their report and the accounts of Rebus Group Limited ('company') for the year ended 30 April 2014.

The company is a member of the Northgate Information Solutions Limited group.

Principal activity

The company is an intermediate holding company for the Northgate Information Solutions group.

The company has not traded during the year, the preceding year, or subsequent to the year end.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Directors

The current directors, who held office throughout the year, are:

John R Stier

Adel Al-Saleh

By order of the Board



John R Stier
Director

26 January 2015

Peoplebuilding 2
Peoplebuilding Estate
Maylands Avenue
Hemel Hempstead
Hertfordshire
HP2 4NW

Balance Sheet as at 30 April 2014

	Notes	30 April 2014 £'000	30 April 2013 £'000
Fixed assets			
Investments	4	45,569	45,569
Current assets			
Debtors: amounts owing by group companies		8,394	8,394
Net current assets		8,394	8,394
Net assets		53,963	53,963
Capital and reserves			
Called up share capital	5	46,080	46,080
Share premium	6	6,618	6,618
Profit and loss account	6	1,265	1,265
Shareholders' funds		53,963	53,963


For the year ending 30 April 2014 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Approved by the board of directors on 26 January 2015 and signed on their behalf by



John R Stier
Director

Profit and loss account

During the financial year ended 30 April 2014 and the preceding financial year, the company has not traded and has received no income and incurred no expenditure. Consequently, during these periods, the company has made neither a profit nor a loss.

Additionally, the company had no other gains and losses during the periods.

Reconciliation of movements in shareholders' funds

	30 April 2014 £'000	30 April 2013 £'000
Shareholders' funds at the start of the year	<u>53,963</u>	<u>53,963</u>
Shareholders' funds at the end of the year	<u>53,963</u>	<u>53,963</u>

Notes to the accounts**1. ACCOUNTING POLICIES**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's accounts.

Basis of preparation

These financial statements have been prepared under the historical cost convention and in accordance with UK Generally Accepted Accounting Practice in line with the group's policy for subsidiary undertakings.

The company has not traded during the financial year and is expected to remain dormant going forward. For this reason, the accounts have not been prepared on a going concern basis. No adjustments are necessary to the amounts at which the net assets are included in these financial statements.

Investments

Investments in subsidiary undertakings are stated at cost unless, in the opinion of the directors, there has been impairment to their value in which case they are immediately written down to their estimated recoverable amount.

2. COMPANY ACTIVITIES

The company did not trade during the financial year or the preceding financial year and consequently during those years made neither a profit nor a loss.

Certain items of expenditure have been paid by other group undertakings.

3. DIRECTORS' REMUNERATION

The directors received no remuneration in respect of services to the company during the year (2013: £nil).

Notes to the accounts (continued)

4. INVESTMENTS

Subsidiary
undertakings
£'000

Cost and net book value

At 1 May 2013 and 30 April 2014

45,569

The company's investments in group undertakings at 30 April 2014, the nature of whose business is the development and supply of software and related services (unless otherwise indicated), and have only ordinary share capital (unless otherwise indicated), were:

Name:	% owned		Country of incorporation:
Rebus Holdings Limited, and its subsidiary undertakings:	100%	φ	England and Wales
Australian Payroll Services Pty Limited	100%	φ	Australia
Cara Information Technology Limited	100%	φ	England and Wales
Engage Technologies Limited	100%	φ	Republic of Ireland
Engage Technologies Support Limited	100%	φ	Republic of Ireland
Link Group Consultants Limited	100%	φ	England and Wales
Marketwide Systems Limited	100%	φ	England and Wales
NGA Benefits Singapore Pte Limited	100%		Singapore
NGA Outsourcing Malaysia Sdn Bhd	100% (ordinary & preference)		Malaysia
NGA Outsourcing Singapore Pte Limited	100% (ordinary & preference)		Singapore
NHR Outsourcing (India) Pvt Limited	99.9%		India
NorthgateArinso Information Technology Services (Dalian) Co	100%		China
NorthgateArinso Ireland Limited	100%		Republic of Ireland
NorthgateArinso Peoplechecking Limited	100%		England and Wales
NorthgateArinso Services Ireland Limited	100%		Republic of Ireland
NorthgateArinso Singapore Pte Limited	100%		Singapore
NorthgateArinso UK Limited	100%		England and Wales
Northgate HR Pensions Holdings Limited	100%	φ	England and Wales
Northgate HR Pensions Limited	100%	φ	England and Wales
Northgate Information Solutions Australia Pty Limited	100%		Australia
Northgate Information Solutions China Limited	99.9%		Hong Kong
Northgate Information Solutions Company	100%	φ	Republic of Ireland
Northgate Information Solutions New Zealand Limited	100%		New Zealand
Northgate Information Solutions PTE Ltd	100%		Singapore
Northgate PWA Empower Limited	100%	φ	England and Wales
Personnel Computer Services Limited	100%	φ	England and Wales
Peterborough Software (UK) Limited	100%	φ	England and Wales
Rebus Human Resources Limited	100%	φ	England and Wales
Rebus Human Resource Services Limited	100%	φ	England and Wales
Rebus Software Limited	100%	φ	England and Wales
Rebus Personnel Services Limited	100%	φ	England and Wales
The Association for Payroll Specialists Pty Limited	100%	φ	Australia

φ Dormant

Notes to the accounts (continued)

5. CALLED UP SHARE CAPITAL

	30 April 2014 £'000	30 April 2013 £'000
Allotted, called up and fully paid		
2,304,031,058 ordinary shares of £0.02 each	46,080	46,080

6. RESERVES

	Share Premium £'000	Profit and loss £'000
At 1 May 2013 and 30 April 2014	6,618	1,265

7. IMMEDIATE AND ULTIMATE PARENT COMPANY

The immediate parent company is Rebus HR Holdings Limited, a company registered in England and Wales. The ultimate parent company is New NIS Holdings S.à.r.l., a company registered in Luxembourg, which in turn is controlled by funds advised by Kohlberg Kravis Roberts & Co. LP.

The largest group in which the results of the company are consolidated is that headed by New NIS Holdings S.à r.l., and the smallest group is that headed by Northgate Information Solutions Limited, a company registered in England and Wales. No other group financial statements include the results of the company. Copies of the group accounts can be obtained from the registered office at Peoplebuilding 2, Peoplebuilding Estate, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 4NW.