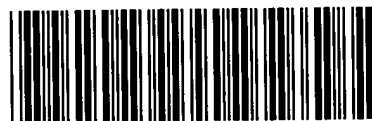


Financial Statements Causeway Technologies Limited

For the Year Ended 31 December 2015

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COMPANIES HOUSE

Registered number: 03921897

Causeway Technologies Limited
Registered number:03921897

Company Information

Directors

P J Brown
P D Nagle
M Howell

Company secretary

D H Evans

Registered number

03921897

Registered office

Comino House
Furlong Road
BOURNE END
Buckinghamshire
SL8 5AQ

Independent auditor

Grant Thornton UK LLP
Chartered Accountants & Statutory Auditor
3140 Rowan Place
John Smith Drive
Oxford Business Park South
OXFORD
OX4 2WB

Bankers

Barclays Bank Plc
BIRMINGHAM
B2 2BH

Contents

	Page
Strategic report	1 - 2
Directors' report	3 - 4
Independent auditor's report	5 - 6
Statement of comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 - 31

Strategic Report

For the Year Ended 31 December 2015

Principal activities

During the year under review the Company continued to consolidate its position as a leading provider of software for the Built Environment, serving 1,940 customers in 38 countries.

Business review

2015 marked the start of the Company's migration to a new subscription based business model from its historic licence fee based sales model. The change in model resulted in turnover for the year reducing to £20.4m, down 15.7% on the prior year. This was in line with the expectations of the Directors. At the same time, a transition was made to customer segment focussed Business Units, resulting in operating costs being reduced by 15.1% to mitigate this transitional change.

Recurring contracted maintenance and cloud services full term income remains strong at £33.3m, with a forecasted growth to £35.1m for 2016. These recurring revenues in 2016 are broadly in line with full year operating costs, a significant achievement.

EBITDA in the year to 31st December 2015 was £670k (2014 - £1m). This would have been enhanced by £345k if the results excluded non-operational, non-recurring exceptional costs. If these costs weren't included, EBITDA would have increased by 51% to £1m.

The Company's significant investment in Research & Development continued, with a total investment of £4.52m (2014 - £4.23m). This will yield significant growth opportunities over the coming years as clients and potential clients look to invest in technology and solutions to drive productivity and efficiency in the wake of Brexit.

Principal risk and uncertainties

The key risks of the business are a possible decline in licence sales volume and attrition of the customer base that might arise due to adverse market conditions. The transition to long term subscription based contracts with customers being managed by customer focussed Business and a robust CRM sales process continue to deliver growth in both sales volumes and customer numbers ensures that these risks are managed carefully. Contracted recurring maintenance revenues provides a large element of the turnover, and this allows management sufficient time to align costs and revenue and make strategic choices as required. The migration to a subscription business model is evidence of this.

Credit risk

The Company's credit risk is primarily attributable to its trade receivables. The Company continuously monitors customer credit levels and obtains, where necessary, external credit reports on customers. The amounts presented in the balance sheet are net of any allowance for doubtful debtors, based on prior year experience and an assessment of specific circumstances by the directors. The Company has no significant concentration of credit risk, with exposure spread over a number of clients.

Liquidity risk

The Company manages its liquidity by monitoring the day to day cash flow needs of the business. The Company uses bank loans to finance expansion opportunities and monitors cashflow forecasts to ensure that sufficient liquidity exists within the Company to settle liabilities as they fall due and ensure that covenant requirements are complied with.

Strategic Report (continued)

For the Year Ended 31 December 2015

Key financial and non-financial performance indicators

Environmental matters

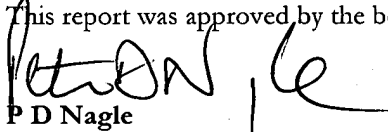
The Company will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Company has complied with all applicable legislation and regulations.

The Company monitors its Carbon Footprint, and for 2015 achieved a reduction in carbon dioxide equivalent of 21% from 2014. Carbon Credits will be used to support renewable energy projects in India and the Democratic Republic of Congo.

This report was approved by the board on

28/07/2016

and signed on its behalf.



P D Nagle
Director

Directors' Report

For the Year Ended 31 December 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

Results and Dividends

The profit for the year, after taxation, amounted to £598,173 (2014 - £568,502).

Total assets are £17.3m as at 31st December 2015 (2014 - £16.8m) and the Company continues to enjoy strong liquidity with cash reserves increasing by 52.90% to end the year at £5.10m. Shareholder's funds increased to stand at £4.89m at the end of the year (2014 - £4.30m).

The Directors are not recommending a dividend.

Directors

The directors who served during the year were:

P J Brown
P D Nagle
M Howell

Charitable contributions

In January 2011, The Causeway Foundation (registration number 1142924) was established with the core objective of supporting disadvantaged and exceptionally talented young people to realise their full potential. This charity has no direct relationship with Causeway Technologies Limited although staff members support the activities of the charity and make up a proportion of Board of Trustees.

During the year, the Company made charitable donations of £15,700 (2014: £15,500) to the Causeway Foundation.

Causeway Technologies Limited made a charitable donation of £nil (2014: £500,000) to the Royal Institution as an endowment to support the launch of a five year computer science expansion of its national programme of RI Masterclasses for young people.

Matters covered in the strategic report

Information on the financial risk management of the business is shown in the Strategic Report.

Directors' Report

For the Year Ended 31 December 2015

Directors' Responsibilities Statement

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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company financial statements and then apply them consistently;
- make judgments and accounting 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 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 auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

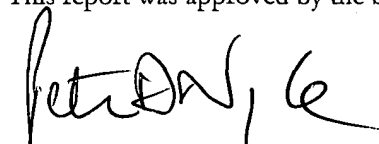
Auditors

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on

28/07/2016

and signed on its behalf.



P D Nagle
Director



Independent Auditor's Report to the Shareholders of Causeway Technologies Limited

We have audited the financial statements of Causeway Technologies Limited for the year ended 31 December 2015, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity 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).

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 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 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 Financial Reporting Council'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 December 2015 and of its profit 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 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 Shareholders of Causeway Technologies 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.

A handwritten signature in black ink, appearing to read "Amrish Shah".

Amrish Shah FCA (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
OXFORD

Date: 29 July 2016

Statement of Comprehensive Income

For the Year Ended 31 December 2015

	Note	2015 £	2014 £
Turnover	3	20,415,172	24,159,747
Cost of sales		(5,018,075)	(6,165,979)
Gross profit		15,397,097	17,993,768
Administrative expenses		(15,374,657)	(17,665,085)
Operating profit	5	22,440	328,683
Interest receivable and similar income	8	122,543	182,968
Interest payable and expenses	9	(121,900)	(19,476)
Profit before tax		23,083	492,175
Tax on profit	10	575,090	76,327
Profit for the financial year		598,173	568,502
Other comprehensive income for the year			
Total comprehensive income for the year		598,173	568,502


The notes on pages 10 to 31 form part of these financial statements.


Balance Sheet

As at 31 December 2015

	Note	2015 £	2014 £
Fixed assets			
Intangible assets	11	5,457,580	5,866,138
Tangible assets	12	437,801	514,396
Investments	13	10,844	10,844
		<u>5,906,225</u>	<u>6,391,378</u>
Current assets			
Debtors	14	6,346,186	7,082,698
Cash at bank and in hand	15	5,096,155	3,333,534
		<u>11,442,341</u>	<u>10,416,232</u>
Creditors: amounts falling due within one year	16	(3,963,111)	(2,485,733)
Net current assets		<u>7,479,230</u>	<u>7,930,499</u>
Total assets less current liabilities		<u>13,385,455</u>	<u>14,321,877</u>
Accruals and deferred income	19	(8,490,812)	(10,025,407)
Net assets		<u>4,894,643</u>	<u>4,296,470</u>
Capital and reserves			
Called up share capital	21	11,200	11,200
Share premium account	20	5,340,800	5,340,800
Profit and loss account	20	(457,357)	(1,055,530)
		<u>4,894,643</u>	<u>4,296,470</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 28/07/16


P D Nagle
Director


M Howell
Director

The notes on pages 10 to 31 form part of these financial statements.

Statement of Changes in Equity

For the Year Ended 31 December 2015

	Share capital £	Share premium £	Retained earnings £	Total equity £
At 1 January 2015	11,200	5,340,800	(1,055,530)	4,296,470
Comprehensive income for the year				
Profit for the year	-	-	598,173	598,173
At 31 December 2015	11,200	5,340,800	(457,357)	4,894,643

Statement of Changes in Equity

For the Year Ended 31 December 2014

	Share capital £	Share premium £	Retained earnings £	Total equity £
At 1 January 2014	11,200	5,340,800	(1,624,032)	3,727,968
Comprehensive income for the year				
Profit for the year	-	-	568,502	568,502
Total comprehensive income for the year	-	-	568,502	568,502
At 31 December 2014	11,200	5,340,800	(1,055,530)	4,296,470

The notes on pages 10 to 31 form part of these financial statements.

Notes to the Financial Statements

For the Year Ended 31 December 2015

1. Accounting Policies

1.1 Basis of preparation of financial statements

Causeway Technologies Limited is a limited liability company incorporated in the United Kingdom. Its registered office is at Comino House, Furlong Road, Bourne End, SL8 5AQ.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

Information on the impact of FRS 102 is given in note 27.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The company has adopted the exemption from the requirement to present a statement of cash flows and related notes.

1.2 Going concern

The directors have prepared the financial statements on the going concern basis as they believe that the company can continue to meet its liabilities as and when they fall due. The directors have prepared forecasts for a period of at least 12 months from the date of approval of these financial statements which indicate that the company is able to operate within its funding facilities.

Notes to the Financial Statements

For the Year Ended 31 December 2015

1. Accounting Policies (continued)

1.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, valued added tax and other sales taxes.

The following criteria must also be met before revenue is recognised:

Sale of goods and services

Revenue from the sale of goods and services is recognised when all of the following conditions are satisfied:

- The company has transferred the significant risks and rewards of ownership to the buyer;
- The company retains neither continuing managerial involvement tot the degree usually associated with the ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably
- It is probable that the company will receive the consideration due under the transactions
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Where the directors consider it possible to unbundle components of revenue which make up a contractual arrangement with a customer, and these components can be fair valued, each component of revenue is recognised separately.

Initial license fees are recognised on delivery of software licenses to customers where it can be demonstrated that the risks and rewards of ownership have passed. Annual license and maintenance fees are recognised on a straight line basis over the life of the contract.

Turnover of maintenance and other professional service contracts is invoiced in advance and relieved to the profit and loss account on a straight line basis over the course of the contract in line with contract terms.

Notes to the Financial Statements

For the Year Ended 31 December 2015

1. Accounting Policies (continued)

1.4 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, Goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Profit and loss account over its useful economic life.

Software licences and trademarks

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life.

The estimated useful lives range as follows:

Purchased goodwill	-	20	years
Software licences and trademarks	-	5	years

1.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Notes to the Financial Statements

For the Year Ended 31 December 2015

1. Accounting Policies (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Buildings and refurbishments	- 10 years
Fixtures and fittings	- 5 years
Computer equipment	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other operating income' in the Statement of comprehensive income.

1.6 Operating leases: Lessee

Rentals paid under operating leases are charged to the profit or loss on a straight line basis over the period of the lease.

1.7 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

1.8 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Notes to the Financial Statements

For the Year Ended 31 December 2015

1. Accounting Policies (continued)

1.10 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Notes to the Financial Statements

For the Year Ended 31 December 2015

1. Accounting Policies (continued)

1.12 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and loss account.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Profit and loss account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Profit and loss account within 'other operating income'.

1.13 Finance costs

Finance costs are charged to the Profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.14 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payments obligations.

The contributions are recognised as an expense in the Profit and loss account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

1.15 Interest income

Interest income is recognised in the Profit and loss account using the effective interest method.

Notes to the Financial Statements

For the Year Ended 31 December 2015

1. Accounting Policies (continued)

1.16 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Profit and loss account in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Balance sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the Balance sheet date.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

1.17 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Profit and loss account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

1.18 Research and development

Research and development expenditure is written off in the year in which it is incurred.

Notes to the Financial Statements

For the Year Ended 31 December 2015

2. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other assumptions that are considered reasonable in the circumstances. The actual amount or values may vary in certain instances from the assumptions and estimates made. Changes will be recorded, with corresponding effect in profit or loss, when, and if, better information is obtained.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustment within the next financial year are included below.

Critical judgments that management has made in the process of applying accounting policies disclosed herein and that have a significant effect on the amounts recognised in the financial statements relates to the following:

Depreciation and amortisation rates

The Company depreciates or amortises its intangible and tangible fixed assets over their estimated useful lives, as more fully described in the accounting policies for Intangible and Tangible assets in section 1.4 and 1.5 above. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, developments in the wider business and maintenance programmes. Management believes that the assets have a long track record of stability and achievement and that there are high barriers to market entry. Management is committed to continue to invest in the intangible assets for the long term to maintain and enhance their value.

Deferred tax assets

The recognition of deferred tax assets is based on forecasts of future taxable profit. The measurement of future taxable profit for the purposes of determining whether or not to recognise deferred tax assets depends on many factors, including the Company's ability to generate such profits and the implementation of effective tax planning strategies. The occurrence or not-occurrence of such events in the future may lead to significant charges in the measurement of deferred tax assets.

Impairment of non-financial assets

Where there are indicators of impairment of individual assets, management perform impairment tests based on the fair value less costs to sell or a value in use calculation. The value in use model is based on a discounted cash flow model, cash flow being based on budgets, and estimated discount rates.

Notes to the Financial Statements

For the Year Ended 31 December 2015

3. Analysis of Turnover

An analysis of turnover by class of business is as follows:

	2015 £	2014 £
Annual licence support and development	20,415,172	24,159,747
	<u>20,415,172</u>	<u>24,159,747</u>

Analysis of turnover by country of destination:

	2015 £	2014 £
United Kingdom	19,737,951	23,500,022
Rest of the world	677,221	659,725
	<u>20,415,172</u>	<u>24,159,747</u>

4. EBITDA

	2015 £	2014 £
Reconciliation of EBITDA to profit before tax		
EBITDA	673,297	997,296
Interest receivable	122,543	182,968
Interest payable	(121,900)	(19,476)
Depreciation	(236,432)	(215,506)
Amortisation	(414,425)	(453,107)
Profit on ordinary activities before taxation	<u>23,083</u>	<u>492,175</u>

Notes to the Financial Statements

For the Year Ended 31 December 2015

5. Operating profit

The operating profit is stated after charging:

	2015	2014
	£	£
Depreciation of tangible fixed assets owned by the company	236,432	215,506
Amortisation of intangible assets, including goodwill	414,425	453,107
Auditor's remuneration- The audit of the financial statements	59,600	50,050
Auditor's remuneration - Other services	75,932	46,093
Exchange differences	4,237	668
Defined contribution pension cost	311,673	335,016
Operating lease rentals	266,363	243,843

Auditor's remuneration for audit and non-audit services is incurred by the Company on behalf of the Group.

6. Employees

Staff costs were as follows:

	2015	2014
	£	£
Wages and salaries	9,215,703	11,002,890
Social security costs	1,081,933	1,168,290
Cost of defined contribution scheme	311,673	335,016
	<u>10,609,309</u>	<u>12,506,196</u>

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

	2015	2014
	No.	No.
Employees	<u>158</u>	<u>162</u>

Notes to the Financial Statements

For the Year Ended 31 December 2015

7. Directors' remuneration

	2015 £	2014 £
Directors' emoluments	1,282,500	2,216,339
Company contributions to defined contribution pension schemes	39,996	75,664
	<u>1,322,496</u>	<u>2,292,003</u>

The highest paid director received remuneration of £702,500 (2014: £1,161,500).

There was 1 (2014:1) director within the pension scheme

8. Interest receivable

	2015 £	2014 £
Interest receivable from group companies	117,119	177,758
Other interest receivable	5,424	5,210
	<u>122,543</u>	<u>182,968</u>

9. Interest payable and similar charges

	2015 £	2014 £
Other loan interest payable	-	19,476
Loans from group undertakings	121,900	-
	<u>121,900</u>	<u>19,476</u>

Notes to the Financial Statements

For the Year Ended 31 December 2015

10. Taxation

	2015 £	2014 £
Corporation tax		
Current tax on profits for the year	(171,470)	-
Adjustments in respect of previous periods	(407,742)	(72,205)
	<u>(579,212)</u>	<u>(72,205)</u>
	<u>(579,212)</u>	<u>(72,205)</u>
Origination and reversal of timing differences	4,122	(4,122)
	<u>4,122</u>	<u>(4,122)</u>
Taxation on loss on ordinary activities	<u>(575,090)</u>	<u>(76,327)</u>

Notes to the Financial Statements

For the Year Ended 31 December 2015

10. Taxation (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before tax	23,083	492,175
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%)	4,674	105,768
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	94,300	105,563
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	31,655	4,447
Capital allowances for year in excess of depreciation	-	22,484
Adjustments to losses	-	(24,597)
Credit in relation to R&D expenditure	(171,470)	-
Adjustments in relation to prior year R&D expenditure	(383,966)	-
Adjustments to tax charge in respect of prior periods	(23,717)	(72,205)
Deferred tax not recognised	13,925	-
Origination and reversal of timing differences	-	(4,122)
Other differences leading to an increase (decrease) in the tax charge	54,417	(36,180)
Group relief	(194,908)	(177,485)
Total tax charge for the year	(575,090)	(76,327)

Notes to the Financial Statements

For the Year Ended 31 December 2015

11. Intangible assets

	Software licences and trademarks £	Goodwill £	Total £
Cost			
At 1 January 2015	809,530	8,934,930	9,744,460
Additions	5,867	-	5,867
At 31 December 2015	815,397	8,934,930	9,750,327
Amortisation			
At 1 January 2015	792,278	3,086,044	3,878,322
Charge for the year	652	413,773	414,425
At 31 December 2015	792,930	3,499,817	4,292,747
Net book value			
At 31 December 2015	22,467	5,435,113	5,457,580
At 31 December 2014	17,252	5,848,886	5,866,138

Notes to the Financial Statements

For the Year Ended 31 December 2015

12. Tangible fixed assets

	Buildings & refurb's £	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation				
At 1 January 2015	405,761	830,126	2,641,272	3,877,159
Additions	19,950	26,317	113,571	159,838
At 31 December 2015	425,711	856,443	2,754,843	4,036,997
Depreciation				
At 1 January 2015	197,929	770,145	2,394,690	3,362,764
Charge owned for the period	38,587	37,842	160,003	236,432
At 31 December 2015	236,516	807,987	2,554,693	3,599,196
Net book value				
At 31 December 2015	189,195	48,456	200,150	437,801
At 31 December 2014	207,832	59,981	246,583	514,396

Notes to the Financial Statements

For the Year Ended 31 December 2015

13. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2015	10,844
At 31 December 2015	10,844
Net book value	
At 31 December 2015	10,844
At 31 December 2014	10,844

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Vixen Software Solutions Limited	England	Ordinary	100 %	Dormant
Causeway Middle East FZ-LLC	UAE	Ordinary	100 %	Software solutions provider
Integrated FM Limited	England	Ordinary	100 %	Dormant

The aggregate of the share capital and reserves as at 31 December 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £	Profit/(loss) £
Vixen Software Solutions Limited	800	-
Causeway Middle East FZ-LLC	1,388,881	574,146
Integrated FM Limited	(98,495)	-

Notes to the Financial Statements

For the Year Ended 31 December 2015

14. Debtors

	2015 £	2014 £
Due after more than one year		
Amounts owed by group undertakings	3,203,103	4,163,358
	<u>3,203,103</u>	<u>4,163,358</u>
Due within one year		
Trade debtors	1,812,414	2,022,109
Other debtors	68,913	67,480
Prepayments and accrued income	682,544	825,629
Tax recoverable	579,212	-
Deferred taxation	-	4,122
	<u>6,346,186</u>	<u>7,082,698</u>

15. Cash and cash equivalents

	2015 £	2014 £
Cash at bank and in hand	5,096,155	3,333,534
	<u>5,096,155</u>	<u>3,333,534</u>

16. Creditors: Amounts falling due within one year

	2015 £	2014 £
Trade creditors	389,700	444,434
Amounts owed to group undertakings	2,855,877	948,230
Corporation tax	-	44,840
Other creditors	717,534	1,048,229
	<u>3,963,111</u>	<u>2,485,733</u>

Notes to the Financial Statements

For the Year Ended 31 December 2015

17. Financial instruments

	2015 £	2014 £
Financial assets		
Cash at bank	5,096,155	3,333,534
Trade debtors	1,812,414	2,022,109
Other debtors	68,913	67,480
Amounts owed by group undertakings	3,203,103	4,163,358
	<u>10,180,585</u>	<u>9,586,481</u>
Financial liabilities		
Trade creditors	389,700	444,434
Amounts owed to group undertakings	2,855,877	948,230
Accruals	416,714	1,572,429
Other creditors	717,534	1,048,229
	<u>4,379,825</u>	<u>4,013,322</u>

18. Deferred taxation

	Deferred tax £
At 1 January 2015	4,122
Charged to the profit or loss	(4,122)
At 31 December 2015	<u>-</u>

The deferred tax asset is made up as follows:

	2015 £	2014 £
Accelerated capital allowances	-	4,122
	<u>-</u>	<u>4,122</u>

Notes to the Financial Statements

For the Year Ended 31 December 2015

19. Accruals and deferred income

	2015 £	2014 £
Less than one year	(8,490,812)	(10,025,407)
	<u>(8,490,812)</u>	<u>(10,025,407)</u>

Deferred income of £8,074,097 (2014: £8,452,978) is included within accruals and deferred income. This balance comprises amounts received in advance with turnover deferred until the service has been provided. There is no cashflow associated with this balance.

20. Reserves

Share premium

The share premium account includes any premiums received on the issue of share capital. Any transaction costs associated with the issue of shares are deducted from share premium.

Profit and loss account

The profit and loss account includes all current and prior year retained profits and losses.

21. Share capital

	2015 £	2014 £
Authorised		
15,000,000 Ordinary shares of £0.001 each	<u>15,000</u>	<u>15,000</u>
Allotted, called up and fully paid		
11,200,000 Ordinary shares of £0.001 each	<u>11,200</u>	<u>11,200</u>

22. Contingent liabilities

The company is party to a cross guarantee in respect of bank borrowings of the ultimate holding company, Invesco Software Holdings Limited. The amount due to the bank as at 31 December 2015 is £15,711,666 (2014: £12,798,750).

23. Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension costs charge represents contributions payable by the group to the fund and amounted to £311,673 (2014: £335,016). Contributions totalling £42,731 (2014: £34,587) were payable to the fund at the balance sheet date and are included in creditors.

Notes to the Financial Statements

For the Year Ended 31 December 2015

24. Commitments under operating leases

At 31 December 2015 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2015 £	2014 £
Not later than 1 year	54,390	54,390
Later than 1 year and not later than 5 years	194,716	249,106
Total	249,106	303,496

25. Related party transactions

During the year the company incurred expenses of £12,052 (2014: £237,062) and received a refund of £20,000 in respect of expenses incurred in 2014 in relation to Powershift Media Limited, a company in which Mr P D Nagle is a director. There was £26 due from (2014: £24,000 due to) Powershift Media Limited at the year-end.

During the year the company incurred expenses of £458,996 (2014: £317,119) on behalf of Livestax, a company in which P Brown and M Howell are directors. P Nagle, P Brown and M Howell own 100% of the ordinary share capital of Livestax. At 31 December 2015 £458,996 (2014: £nil) was due to the company.

During 2013 the company disposed of its investment in BR Network Limited to BR Data Limited. BR Data Limited is considered to be a related party by virtue of common directors. At 31 December 2015, of the £2,700,000 consideration payable by BR Data Limited, £400,000 (2014: £400,000) was outstanding.

During the year the company incurred expenses of £273,466 (2014: £nil) on behalf of Secura Hosting Ltd, a related party by virtue of common directors. At 31 December 2015 £5,294 (2014: £nil) was due to Secura Hosting Ltd.

As a wholly owned subsidiary of Invesco Software Holdings Limited, the company is exempt under FRS 102 from the requirement to disclose transactions with other members of the group headed by Invesco Software Holdings Limited.

26. Ultimate parent undertaking and controlling party

The ultimate parent undertaking of this company is Invesco Software Holdings limited, a company incorporated in England & Wales. Copies of the group financial statements of Invesco Software Holdings can be obtained from Comino House, Furlong Road, Bourne End, SL8 5AQ.

Causeway Technologies Limited

Notes to the Financial Statements

For the Year Ended 31 December 2015

27. First time adoption of FRS 102

	As previously stated 1 January 2014	Effect of transition 1 January 2014	FRS 102 (as restated) 1 January 2014	As previously stated 31 December 2014	Effect of transition 31 December 2014	FRS 102 (as restated) 31 December 2014
Note	£	£	£	£	£	£
Fixed assets	6,884,704	-	6,884,704	6,391,378	-	6,391,378
Current assets	12,541,373	(177,758)	12,363,615	10,416,232	-	10,416,232
Creditors: amounts falling due within one year	(2,324,608)	-	(2,324,608)	(2,485,733)	-	(2,485,733)
Net current assets	10,216,765	(177,758)	10,039,007	7,930,499	-	7,930,499
Total assets less current liabilities	17,101,469	(177,758)	16,923,711	14,321,877	-	14,321,877
Creditors: amounts falling due after more than one year	(2,752,857)	-	(2,752,857)	-	-	-
Provisions for liabilities	(10,442,886)	-	(10,442,886)	(10,025,407)	-	(10,025,407)
Net assets	3,905,726	(177,758)	3,727,968	4,296,470	-	4,296,470
Capital and reserves	3,905,726	(177,758)	3,727,968	4,296,470	-	4,296,470

Causeway Technologies Limited

Notes to the Financial Statements

For the Year Ended 31 December 2015

27. First time adoption of FRS 102 (continued)

	As previously stated 31 December 2014	Effect of transition 31 December 2014	FRS 102 (as restated) 31 December 2014
Note	£	£	£
Turnover	24,159,747	-	24,159,747
Cost of sales	(6,165,979)	-	(6,165,979)
	<hr/>	<hr/>	<hr/>
	17,993,768	-	17,993,768
Administrative expenses	(17,665,085)	-	(17,665,085)
	<hr/>	<hr/>	<hr/>
Operating profit	328,683	-	328,683
Interest receivable and similar income	5,210	177,758	182,968
Interest payable and similar charges	(19,476)	-	(19,476)
Taxation	76,327	-	76,327
	<hr/>	<hr/>	<hr/>
Profit on ordinary activities after taxation and for the financial year	<u>390,744</u>	<u>177,758</u>	<u>568,502</u>

Explanation of changes to previously reported profit and equity:

- 1 Intercompany loans are now recognised at fair value. Previously intercompany loans were recognised at book value. A market rate of interest is charged on these loans with effect from 31 December 2014.

Notes to the Financial Statements

For the Year Ended 31 December 2015