

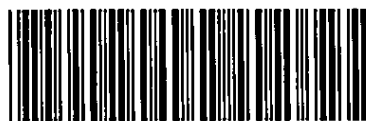
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UNIT4 COLLABORATION SOFTWARE LIMITED  
(FORMERLY BUSINESS COLLABORATOR LIMITED)

DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 2009

WEDNESDAY



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COMPANIES HOUSE

## DIRECTORS' REPORT

The directors present their report and the audited accounts for the year ended 31 December 2009.

### **Principal activities and business review**

The principal activity of the company is the provision of a range of professional services in support of the planning, development and use of computer systems

### **Going concern**

The directors believe that preparing the accounts on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Unit 4 Agresso N.V. The directors have received confirmation that Unit 4 Agresso N.V. intends to support the company for at least one year after these financial statements are signed.

### **Results and dividends**

The company made a profit before tax for the year of £268,950 (2008: £221,367) on a turnover of £2,842,679 (2008: £3,107,597). The directors do not recommend the payment of a dividend.

### **Business Risks and key performance indicators**

The Company is a wholly owned subsidiary of Unit 4 Agresso N.V. ("the Group") and the Directors of the Group manage the operations and review risks at a Group level. For this reason, the Company's Directors believe that analysis using key performance indicators and the review of risks for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position and the principal risks and uncertainties of the Group's operations, which includes the Company, are discussed in the Group's Report and accounts which do not form part of this report.

### **Future outlook**

The decline in the general economic climate has affected customers of the Company, particularly those in the building industry. The directors recognise that the Company is unlikely to deliver sustainable growth in the coming year but believe that the business outlook has stabilised and by focusing on customer care they are confident that current levels of activity can be maintained.

### **Directors**

The directors who held office during the year ended 31 December 2009 and to the date of this report are as follows:

S Shah	
A Van Marion	
Anwen Robinson	Appointed 1 April 2010
J Crooks	Resigned 1 April 2010
J Roche	Resigned 1 April 2010

### **Charitable contributions**

During the year the Company made charitable donations of £500 (2008: £100).

DIRECTORS' REPORT Continued

**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 elected to prepare 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 those financial statements, the directors are required to.

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent,
- 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 proper 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**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

**Auditors**

A resolution to re-appoint Ernst & Young LLP as the Company's auditors will be put to the forthcoming annual general meeting

By order of the board



A Robinson  
Director

September 2010

Methuen Park  
Chippenham  
Wiltshire  
SN14 0GB

## **Independent auditors' report to the members of UNIT4 Collaboration Software Limited (formerly Business Collaborator Limited)**

We have audited the financial statements of UNIT4 Collaboration Software Limited (formerly Business Collaborator Limited) for the year ended 31 December 2009 which comprise Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds and the related notes 1 to 18. 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 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 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 (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

### **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 2009 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.

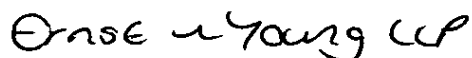
### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, 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



Jane Barwell (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor

29 September 2010

UNIT4 COLLABORATION SOFTWARE LIMITED (FORMERLY BUSINESS COLLABORATOR LIMITED)  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 DECEMBER 2009**

	Note	2009	2008
		£	£
<b>Turnover</b>	2	2,842,679	3,107,597
Staff costs	3	(1,746,327)	(1,827,475)
Depreciation	9	(192,401)	(180,966)
Amortisation		-	(100,000)
Other operating charges		(635,169)	(777,703)
		<hr/>	<hr/>
		(2,573,897)	(2,886,144)
<b>Operating profit</b>	5	<hr/> 268,782	<hr/> 221,453
Interest payable and similar charges	6	-	(86)
Interest receivable	7	168	-
		<hr/>	<hr/>
<b>Profit on ordinary activities before taxation</b>		268,950	221,367
Tax on profit on ordinary activities	8	(27,233)	(37,826)
<b>Profit for the year</b>		<hr/> 241,717	<hr/> 183,541

All operations are continuing. The company has no recognised gains or losses other than the result for the year

**RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**  
**FOR THE YEAR ENDED 31 DECEMBER 2009**

	2009	2008
	£	£
Profit for the financial year	241,717	183,541
FRS 20 share based payment charges	-	26,368
	<hr/>	<hr/>
Net addition to shareholders' funds	241,717	209,909
Opening shareholders' funds/(deficit)	<hr/> 12,128	<hr/> (197,781)
<b>Closing shareholders' funds</b>	<hr/> 253,845	<hr/> 12,128

UNIT4 COLLABORATION SOFTWARE LIMITED (FORMERLY BUSINESS COLLABORATOR LIMITED)  
**BALANCE SHEET**  
**AS AT 31 DECEMBER 2009**

	Note	2009 £	£	2008 £	£
<b>Fixed assets</b>					
Tangible assets	9	415,701		347,100	
			415,701		347,100
<b>Current assets</b>					
Debtors	10	998,924		1,212,060	
		998,924		1,212,060	
<b>Creditors: amounts falling due within one year</b>	11	(1,160,780)		(1,547,032)	
<b>Net current liabilities</b>			(161,856)		(334,972)
<b>Net assets</b>			253,845		12,128
<b>Capital and reserves</b>					
Called-up share capital	13	1,000,000		1,000,000	
Profit and Loss account	14	(746,155)		(987,872)	
<b>Equity shareholders' funds</b>			253,845		12,128

The accounts were approved by the Board of directors on September 2010 and were signed on its behalf by:



A Robinson  
Director

## 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 financial statements.

### a) Basis of Preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules. The accounts have been prepared on the same basis as for the year ended 31 December 2008.

The accounts have been prepared under the going concern concept as the parent undertaking has committed to provide the funds required to enable the company to pay its liabilities as they fall due for a period of at least 12 months from the date of approval of these accounts.

### b) Cash flow Statement

The directors have taken advantage of the wholly owned subsidiary Company exemption of Financial Reporting Standard No 1 (Revised) and thus a cash flow statement has not been published. A consolidated cash flow statement is included in the consolidated financial statements of Unit 4 Agresso N V..

### c) Revenue recognition

Revenue is stated net of value added tax. Revenue from consultancy and other professional services is recognised as the services are performed. Revenue for maintenance contracts is recognised equally over the period to which the maintenance relates. Revenue for software licences is recognised when a client system goes live. Revenue is taken on fixed price contracts while the contract is in progress, having regard to the proportion of the total contract which has been completed at the balance sheet date, estimated by reference to the costs incurred to date versus the total estimated costs to completion. Provision is made for all foreseeable losses.

### d) Fixed Assets and depreciation

Tangible fixed assets are recorded at cost. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful lives, as follows:

Computer Equipment	2-3 years
Office Equipment	6 years
Leasehold Improvements	5 years (the term of the lease)

### e) Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the year end exchange rate and the gains or losses on translation are included in the profit and loss account.

### f) Taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax with the exception that deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

## 1 Accounting policies (continued)

### g) Operating leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease

### h) Post retirement benefits

The company is part of a group defined contribution pension scheme. The assets of this scheme are held separately from those of the group in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period

### i) Payments received on account

This comprises:

- amounts invoiced for consultancy work ahead of the work being carried out (pre-billed consultancy),
- the element of maintenance revenue invoiced for which the period of maintenance extends beyond the year end (typically maintenance is invoiced annually upfront);
- amounts received in respect of the software licences for which the revenue recognition criterion has not been met;
- amounts invoiced to clients on fixed price projects which have not yet been recognised as revenue

### j) Research and development accounting policy

Research and development expenditure incurred is written off in the profit and loss account in the period in which it is incurred.

## 2. Turnover by geographical area

	2009	2008
	£	£
United Kingdom and Ireland.	2,754,619	3,087,137
Europe	88,060	20,460
	<hr/> 2,842,679	<hr/> 3,107,597

All turnover arises from the principal activity of the Company.



UNIT4 COLLABORATION SOFTWARE LIMITED (FORMERLY BUSINESS COLLABORATOR LIMITED)  
NOTES (forming part of the financial statements)  
YEAR ENDED 31 DECEMBER 2009

**3 Staff numbers and costs**

	2009 No.	2008 No.
The average number of persons employed by the company during the year was as follows.		
Management	2	2
Professional	28	30
Administration	2	2
	<hr/> 32	<hr/> 34

The aggregate payroll costs of these persons were as follows:

	£	£
Wages and salaries	1,509,929	1,561,718
Social security costs	172,732	174,821
Other pension costs	63,666	64,568
FRS 20 share based payment charges	-	26,368
	<hr/> 1,746,327	<hr/> 1,827,475

**4. Remuneration of directors**

	2009 £	2008 £
Directors' emoluments.		
As executives	198,516	199,099
Pension contributions	20,790	20,790
	<hr/> 219,306	<hr/> 219,889

The aggregate emoluments of the highest paid director were £198,516 (2008: £199,099) and company pension contributions of £20,790 (2008: £20,790) were made to a money purchase scheme on his behalf. Retirement benefits are accruing to 1 director (2008: 1) under money purchase schemes

UNIT4 COLLABORATION SOFTWARE LIMITED (FORMERLY BUSINESS COLLABORATOR LIMITED)  
NOTES (forming part of the financial statements)  
YEAR ENDED 31 DECEMBER 2009

<b>5. Operating Profit</b>	<b>2009</b>	<b>2008</b>
	£	£
This is stated after charging:		
Services provided by the company's auditor – Ernst & Young		
- Fees payable for the audit	6,000	12,000
Depreciation and other amounts written off property, plant and equipment	192,401	180,966
Amortisation	-	100,000
Operating lease rentals		
- property	116,800	116,800
Research and development	278,870	641,886
	<hr/>	<hr/>
<b>6. Interest payable</b>	<b>2009</b>	<b>2008</b>
	£	£
Bank interest payable	-	86
	<hr/>	<hr/>
<b>7. Interest receivable</b>	<b>2009</b>	<b>2008</b>
	£	£
Other interest receivable	168	-
	<hr/>	<hr/>

UNIT4 COLLABORATION SOFTWARE LIMITED (FORMERLY BUSINESS COLLABORATOR LIMITED)  
 NOTES (forming part of the financial statements)  
 YEAR ENDED 31 DECEMBER 2009

8. Tax on profit on ordinary activities	2009 £	2008 £
UK corporation tax	38,288	47,990
Adjustment relating to an earlier year	(6,573)	2,890
Total current tax	31,715	50,880
Deferred Tax charge	(4,408)	(13,170)
Adjustment relating to an earlier year	(74)	116
Total tax charge	27,233	37,826

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 28% (2008: 28.5%). The actual effective tax rate for the current year is lower (2008: lower) than this standard rate.

Following announcements in the Emergency Budget of 22 June 2010, it was proposed that the full rate of corporation tax be reduced by 1% per year for four years from April 2011, ultimately bringing the corporation tax rate down to 24%. In addition it was proposed to reduce the main rate of capital allowances from 20% to 18%, with effect from 1 April 2012. If these changes had been substantively enacted at the balance sheet date, the effect would have reduced the recognised deferred tax asset from £23,780 to approximately £20,383.

The difference is analysed as follows:

	2009 £	2008 £
Profit on ordinary activities before taxation	268,950	221,367
Tax charge at standard rate of 28% (2008: 28.5%)	75,306	63,090
Research and development credits	(49,099)	(45,735)
Expenses not deductible for tax purposes	7,673	17,465
Adjustment in respect of prior periods	(6,573)	2,890
Other timing differences	4,408	13,170
Current tax	31,715	50,880

UNIT4 COLLABORATION SOFTWARE LIMITED (FORMERLY BUSINESS COLLABORATOR LIMITED)  
 NOTES (forming part of the financial statements)  
 YEAR ENDED 31 DECEMBER 2009

9. **Tangible fixed assets**

	Leasehold Improvements £	Office Equipment £	Computer equipment £	Total £
<i>Cost:</i>				
At beginning of year	152,575	118,130	468,588	739,293
Additions	6,875	-	254,127	261,002
At end of year	159,450	118,130	722,715	1,000,295
<i>Depreciation:</i>				
At beginning of year	34,314	22,760	335,119	392,193
Charge for the year	31,546	19,688	141,167	192,401
At end of year	65,860	42,448	476,286	584,594
Net book value at 31 December 2009	93,590	75,682	246,429	415,701
Net book value at 31 December 2008	118,261	95,370	133,469	347,100

10 **Debtors**

	2009 £	2008 £
Trade debtors	489,690	1,123,115
Amounts owed by group undertakings	434,628	-
Other debtors	-	335
Deferred tax asset (see note 12)	23,780	19,298
Prepayments and accrued income	50,826	69,312
	998,924	1,212,060

Debtors include amounts owed of £40,296 (2008. £1,090) due after more than one year.

11. **Creditors:** amounts falling due within one year

	2009 £	2008 £
Bank loans and overdrafts	11,330	53,394
Trade creditors	95,204	69,020
Amounts owed to group undertakings	-	505,016
Taxation and social security	45,253	53,682
Corporation tax	38,288	47,990
Other creditors	82,201	129,499
Accruals and deferred income	888,504	688,431
	1,160,780	1,547,032

UNIT4 COLLABORATION SOFTWARE LIMITED (FORMERLY BUSINESS COLLABORATOR LIMITED)  
 NOTES (forming part of the financial statements)  
 YEAR ENDED 31 DECEMBER 2009

12. **Deferred Taxation**

<i>Deferred taxation due to accelerated capital allowances and provisions</i>	£
At beginning of year	19,298
Credit for the year (see note 8)	4,408
Prior year adjustment	74
Adjustments relating to change in tax rate	
At end of year (shown within debtors – see note 10)	23,780

13 **Called up share capital**

	No. of ordinary shares of £1	£
<i>Allotted, called-up and fully paid</i>		
At beginning and end of year	1,000,000	1,000,000

14 **Reserves**

	2009 £
At beginning of year	(987,872)
Profit for the year	241,717
At end of year	(746,155)

15 **Commitments**

Annual commitments under non-cancellable operating leases are as follows:

	2009 £	2009 £	2008 £	2008 £
	Land and buildings	Other	Land and buildings	Other
Operating leases which expire: In second to fifth years inclusive	36,665	-	36,665	-

16. **Pensions**

The company is part of a group defined contribution pension scheme open to all of its permanent employees. Some employees are members of two other defined contribution pension schemes, dating back to the previous ownership of the company, which are now closed to new entrants. The pension cost charge for the year represents contributions payable by the company to the schemes and amounted to £63,666 (2008:£64,568).

**17. Related parties**

Throughout the year the Company was controlled by Unit 4 Agresso N.V., a Company incorporated in the Netherlands and its ultimate holding Company. The Company has taken advantage of the exemption within Financial Reporting Standard 8 "Related Party Transactions", not to include details of transactions within the group. There are no other related party transactions requiring disclosure.

**18. Ultimate Holding Company**

As at 31 December 2009 the Company's immediate parent undertaking is CODA Group International Ltd and its ultimate parent Company and controlling party is Unit 4 Agresso N.V., a Company incorporated in the Netherlands.

Unit 4 Agresso N.V. is the parent undertaking of the largest group to consolidate these financial statements. Copies of Unit 4 Agresso N.V. consolidated financial statements can be obtained from the Company Secretary at Unit 4 Agresso N.V., Stationspark 200, 3364 Sliedrecht, The Netherlands.