Registration No. 4759928

Registered Office:

1 London Bridge
4th Floor, West
London SE1 9BG, United Kingdom

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

Annual Report and Financial Statements for the year ended 31 December 2014

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

STRATEGIC REPORT

The directors present the Strategic Report for Research, Recommendations and Electronic Voting Limited (the "Company") for the year ended 31 December 2014 and in doing so have complied with s414c of the Company Act 2006.

PRINCIPAL ACTIVITY

The principal activity of the Company is the provision of Corporate Governance research services. The Company serves the corporate governance needs of institutional investors based primarily in the United Kingdom and offers a wide menu of corporate governance research services designed specifically to meet the needs of investment managers and pension funds. The Company is based in London.

The Company has no direct employees but is charged at cost value by ISS Europe Limited, a fellow ISS Group undertaking, for the work performed by certain employees of ISS Europe Limited which is attributable to UK corporate governance research. This recharge includes a share of salary costs and other overhead costs related to those employees.

REVIEW OF THE BUSINESS

Both the level of business during the year and the financial position at the end of the year were satisfactory. No significant change in the Company's principal business activity is expected.

The Profit and Loss Account is set out on page 8. The Company has recorded a profit for the year before tax of £0.6 million (2013: £0.9 million). While the operating result stayed on the same level the net interest and other charges decreased to £0.1 million (2013: £0.3 million interest received) as interest received on a loan to MSCI UK Holdings Limited, a former fellow MSCI UK group undertaking, stopped as the loan was repaid.

The balance sheet is set out on page 10 and shows the net assets of the Company were £0.5 million (2013: £6.6 million). This decrease was driven by the distribution and payment of a £6.6 million dividend as part of the sale process from MSCI. See below for further details of the sale.

CORPORATE OWNERSHIP

The Company is owned by Institutional Shareholder Services Inc ("ISS").

On 17 March 2014, MSCI Inc., a Delaware corporation ("MSCI"), RiskMetrics Group Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of MSCI ("Shareholder"), and VISS Acquisition Corp., a Delaware corporation wholly owned by Vestar Capital Partners VI, L.P. ("Buyer"), entered into a Stock Purchase Agreement (the "Stock Purchase Agreement"), pursuant to which, among other things, MSCI and Shareholder agreed to sell to Buyer all of the outstanding capital stock of ISS.

On 30 April 2014, MSCI, Shareholder, and Buyer completed the sale of ISS. As a result of this sale and certain other organisational changes made, ISS is now a wholly-owned subsidiary VISS Intermediate, LLC, which is a wholly-owned subsidiary of VISS Holdings Inc. ("VISS").

This had no impact on the business of the Company.

KEY PERFORMANCE INDICATORS

The performance of the Company is included in the results of Institutional Shareholder Services Inc (the "ISS Group"). The ISS Group manages its key performance indicators on a global basis. For this reason, the Company's directors believe that providing performance indicators for the Company itself would not enhance an understanding of the development, performance or position of the business of the Company. Prior to sale of ISS by MSCI the results were included in the MSCI Inc Group ("MSCI Group").

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

STRATEGIC REPORT (CONTINUED)

PRINCIPAL RISKS AND UNCERTAINTIES

Financial risk management objectives and policies

Risk is an inherent part of the Company's business activity and is managed within the context of the broader Group's business activities. The Group seeks to identify, assess, monitor and manage each of the various types of risk involved in its activities, in accordance with defined policies and procedures.

Credit risk

Credit risk refers to the risk of loss arising from borrower or counterparty default when a borrower, counterparty or obligor is unable to meet its financial obligations.

The Group manages credit risk exposure in consideration of each individual legal entity, but on a global basis, by ensuring transparency of material credit risks, ensuring compliance with established limits, approving material extensions of credit, and escalating risk concentrations to appropriate senior management.

Liquidity and cash flow risk

The Group's senior management establishes the overall liquidity and capital policies of the Group. The Group's liquidity and funding risk management policies are designed to mitigate the potential risk that the Group and the Company may be unable to access adequate financing to service its financial obligations when they fall due without material, adverse franchise or business impact. The key objectives of the liquidity and funding risk management framework are to support the successful execution of the Group's and the Company's business strategies while ensuring ongoing and sufficient liquidity through the business cycle and during periods of financial distress.

FUTURE DEVELOPMENTS

The ISS brand is well-established and recognised throughout the investment community worldwide. The brand strength reflects the longstanding quality and widespread use of ISS products.

The directors expect the general level of the Company's activity within the corporate governance research sector to increase moderately in the forthcoming year as the Company continues to develop its client base.

EVENTS AFTER THE BALANCE SHEET DATE

On 12 January 2015, the company entered its new office at 1 London Bridge, 4th Floor, West London SE1 9BG.

By order of the Board on 9 March 2016

Allen Heery, director

1 London Bridge,
4th Floor, West,
London SE1 9BG

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the Company, together with the financial statements and auditors' report, for the year ended 31 December 2014.

FUTURE DEVELOPMENTS AND EVENTS AFTER THE BALANCE SHEET DATE

Details of future developments and events that have occurred after the balance sheet date can be found in the Strategic Report on page 3 and form part of this report by cross-reference.

DIVIDENDS

On 7 April 2014 the directors approved the payment of a dividend of £6.62 million to the Company's immediate parent undertaking. This dividend was paid on 9 April 2014.

GOING CONCERN

At 31 December 2014 the Company has £0.1 million in cash and net current assets of £0.5 million. The directors believe that the Company operates with satisfactory cash flow and has little exposure to credit, liquidity or other financial risk. As a result, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

DIRECTORS

The directors, who served throughout the year except as noted, were as follows:

L J Gamble (resigned 30 April 2014)
J C Pawliczek (resigned 30 April 2014)
A K Eadie (resigned 30 April 2014)
G Retelny (appointed 30 April 2014)
A Heery (appointed 30 April 2014)
M Kramer (appointed 30 April 2014)
S Harvey (appointed 30 April 2014)

EMPLOYEES

As noted above, the Company has no direct employees but receives services from employees of ISS Europe Limited.

Both the Company and the Group place considerable value on the investment in their employees and have continued their practice of keeping employees informed on matters affecting them. Employees are encouraged to present their suggestions and views on the Group's performance to management and employees participate directly in the success of the business through both the Company's and the Group's various compensation incentive plans.

Every effort is also made to ensure that disabled applicants, or those existing employees that are disabled or may have become disabled, are treated as fairly as possible on terms comparable with those of other employees. Appropriate training is arranged for disabled persons, including retraining for alternative work of employees who become disabled, to promote their career development within the organisation.

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the Company made no political or charitable contributions (2013: £nil).

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

DIRECTORS' REPORT (CONTINUED)

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to continue in office as auditor of the Company and under Sections 485-488 of the Companies Act 2006 will be deemed to be reappointed.

Approved by the Board and signed on its behalf by:

Allen Heery, director, 9 March 2016.

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED
DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 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 to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

We have audited the financial statements of Research, Recommendations and Electronic Voting Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 17. 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 auditor

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 Auditing Practices Board'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. In addition, we read all the financial and non-financial information in the annual 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.

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 2014 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[s] 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.

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. [illegible]

Alan Chaudhuri (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
9 March 2016

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

PROFIT AND LOSS ACCOUNT
Year ended 31 December 2014

	Notes	2014 £'000	2013 £'000
TURNOVER	2	4,675	4,707
Administrative expenses		(4,053)	(4,081)
OPERATING PROFIT	3	622	626
Interest receivable and similar income	6	73	272
Interest payable and similar charges	7	(73)	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		622	898
Tax charge on profit on ordinary activities	8	(137)	-
PROFIT FOR THE FINANCIAL YEAR	12	485	898

All operations were continuing in the current and prior year.

There were no recognised gains or losses for 2014 or 2013 other than those included in the profit and loss account.

A reconciliation of the movement in shareholders' funds has been prepared in note 12 to the financial statements.

The notes on pages 12-18 form an integral part of the financial statements.

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
Year ended 31 December 2014

	Note	2014 £000	2013 £000
Profit for the financial year		485	898
Unrealised surplus on revaluation of investment properties		-	-
Currency translation difference on foreign currency net investments		-	-
Currency translation difference on related borrowings		-	-
Unrealised surplus on revaluation of tangible fixed assets		-	-
Actuarial gain relating to the pension scheme		-	-
UK deferred tax attributable to actuarial gain		-	-
Total recognised gains and losses relating to the year		485	898

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED
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BALANCE SHEET
31 December 2014

	Notes	2014 £'000	2013 £'000
CURRENT ASSETS			
Debtors	9	1,718	6,618
Cash at bank		129	1,724
		1,847	8,342
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Other creditors	10	(1,350)	(1,710)
NET CURRENT ASSETS		497	6,632
TOTAL ASSETS LESS CURRENT LIABILITIES		**497**	**6,632**
CAPITAL AND RESERVES			
Called up share capital	11	10	10
Profit and loss account	12	487	6,622
SHAREHOLDERS' FUNDS		**497**	**6,632**

The notes on pages 12-18 form an integral part of the financial statements.

These financial statements were approved by the Board and authorised for issue on 9 March 2016.

Signed on behalf of the Board of Directors by:

Allen Heery, director

RESEARCH, RECOMMENDATIONS AND ELECTRONIC VOTING LIMITED
Registration No. 4759928

CASH FLOW STATEMENT
As at 31 December 2014

	Note	2014 £'000	2013 £'000
Net cash inflow from operating activities	15	5,025	(908)
Dividends from associates		-	-
Returns on investments and servicing of finance	16	-	272
Taxation	16	-	(173)
Capital expenditure and financial investment		-	-
Acquisition and disposals		-	-
Equity dividends paid		(6,620)	-
Cash outflow before management of liquid resources and financing		**(1,595)**	**(809)**
Management of liquid resources		-	-
Financing		-	-
Decrease in cash in the year	17	(1,595)	(809)

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2014

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and to the preceding year.

a) Basis of accounting

The financial statements are prepared under the historical cost convention, and in accordance with applicable United Kingdom company law and accounting standards.

b) Functional currency

The financial statements are prepared in Pounds sterling, the currency of the primary economic environment in which the Company operates.

c) Foreign currencies

All monetary assets and liabilities denominated in currencies other than Pounds sterling are translated into Pounds sterling at the rates ruling at the balance sheet date. Transactions in currencies other than Pounds sterling are recorded at the rates ruling at the dates of the transactions. Translation differences are taken through the profit and loss account.

d) Offsetting of financial assets and financial liabilities

Where there is a legally enforceable right to set off the recognised amounts and an intention to settle on a net basis or to realise the asset and the liability simultaneously, financial assets and financial liabilities are offset and the net amount is presented on the balance sheet. All other amounts are presented on a gross basis.

e) Taxation

UK corporation tax is provided at amounts expected to be paid / recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Full provision has been made for deferred tax assets and liabilities arising from timing differences. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. 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.

f) Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the lease term. Rentals receivable under operating leases are credited to the profit and loss account on a straight-line basis over the lease term. Lease incentives are allocated on a straight-line basis over the shorter of the lease term and a period ending on a date from which it is expected the market rent will be payable.

g) Cash flow statement

The Company's produces a cash flow statement accordingly to FRS 1 (Revised 1996) *Cash Flow Statements.* This is presented at the end of the financial statements.

h) Segmental reporting

The Company has only one class of business as described in the directors' Report and operates in one geographic market, Europe.

i) Going concern

At 31 December 2014 the Company has £0.1 million in cash (2013: £1.7 million) and net current assets of £0.5 million (2013: £6.6 million). The Company earns all of its revenue through the provision of corporate governance services to customers located primarily in the United Kingdom. The majority of the Company's expenses relate to recharges of personnel and other operating costs from ISS Europe Limited, a fellow Group undertaking. The directors believe that the Company operates with satisfactory cash flow and has little exposure to credit, liquidity or other financial risk. As a result, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

j) Interest receivable and interest payable

Interest receivable and interest payable arises from cash and intercompany balances and financing activities. Interest is recognised in the profit and loss account on an accruals basis using the effective interest method.

2. TURNOVER

Turnover represents revenues earned for corporate governance and proxy voting services provided to the Company's customers. The whole of the turnover is attributable to the provision of corporate governance services.

Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the value of the consideration due. Where a contract has only been partially completed at the balance sheet date turnover represents the value of the service provided to date based on a proportion of the total contract value. Where payments are received from customers in advance of services provided, the amounts are recorded as Deferred Income and included as part of Creditors due within one year.

A geographical analysis of turnover is as follows:

	2014	2013
	£'000	£'000
United Kingdom	4,354	4,370
Rest of World	321	337
	4,675	4,707

3. OPERATING PROFIT

	2014	2013
	£'000	£'000
Operating profit is stated after charging:		
Auditor's remuneration - audit fees	(9)	(9)

4. STAFF COSTS

The Company does not employ directly any employees. ISS Europe Limited, a fellow Group undertaking, recharged personnel costs to the Company amounting to £1,437,070 (2013: £1,301,000) in respect of work performed by employees of ISS Europe Limited on behalf of the Company.

Remuneration received by directors in respect of their services to the Company amounts to £nil (2013: £7,000) and is disclosed in note 5 below.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2014

5. DIRECTORS' EMOLUMENTS

	2014 £'000	2013 £'000
Total emoluments of all Directors:		
Aggregate emoluments	-	7
Company contributions to pension schemes	-	-
Disclosures in respect of the highest paid Director:		
Aggregate emoluments	-	3
Company pension contributions to money purchase schemes	-	-

Directors' emoluments have been calculated as the sum of cash, accrued bonuses and benefits in kind. In 2014 the directors were not paid for their services to the Company.

All directors in 2013 who were employees of the MSCI Group were eligible for shares and share options of the parent undertaking, MSCI Inc., awarded under the MSCI Group's equity-based long-term incentive schemes.

There were three directors in 2013 to whom retirement benefits were accruing under a money purchase scheme.

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2014 £'000	2013 £'000
Interest receivable from fellow Group undertakings	72	258
Other interest receivable	1	1
Other foreign exchange gains, net	-	13
	73	272

Interest receivable from fellow Group undertakings represents accrued interest on the loan of £4,500,000 granted to MSCI UK Holdings Limited in November 2012, repaid in April 2014. Other interest receivable represents interest received on cash balances deposited with external financial institutions.

Foreign exchange gains are generated through the revaluation of monetary assets and liabilities into the functional currency of the Company.

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2014 £'000	2013 £'000
Other foreign exchange losses, net	73	-

Foreign exchange losses are generated through the revaluation of monetary assets and liabilities into the functional currency of the Company. The Company recorded foreign exchange losses in 2014 primarily as a result of the revaluation of US Dollar and Euro denominated balances into the Company's functional currency.

8. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES

Analysis of charge in the year

	2014 £'000	2013 £'000
UK corporation tax at 21.50% (2013: 23.25%)		
- Current year	137	-
Total current tax	137	-
Tax charge on profit on ordinary activities	137	-

Factors affecting the tax charge for the year

The current tax charge is equivalent to £0.1 million (2013: £nil million) that results from applying the standard UK corporation tax of 21.50% (2013: 23.25%).

	2014 £'000	2013 £'000
Profit on ordinary activities before tax	622	898
Profit on ordinary activities multiplied by the standard rate of UK corporation tax in the UK of 21.50% (2013: 23.25%)	137	209
Effect of:		
Group relief not paid for		(209)
Current tax charge for the year	137	-

The standard rate of tax applied to the reported profit on ordinary activities is 21.50% (2013: 23.25%). The applicable tax rate has changed following the substantive enactment of the Finance Act 2014.
Factors that may affect future tax charges: The Finance Act 2013 included legislation reducing the main rate of corporation tax to 20% from 1 April 2015. This reduction in the tax rate will impact the tax charge in 2015. Finance Act 2015 enacted reductions in the UK corporation tax rate to 19% with effect from 1 April 2017 and 18% with effect from 1 April 2020. These reductions in the tax rate will impact the tax charge in future periods.

9. TRADE DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014 £'000	2013 £'000
Trade debtors	854	476
Amount owing by current ISS Group undertakings	775	1,237
Amounts owing by former MSCI Group undertakings	-	4,780
Corporation tax receivable	-	63
VAT and other taxes	89	59
Prepayments and accrued income	-	3
	1,718	6,618

On 15 November 2012, the Company entered into a long-term loan agreement with MSCI UK Holdings Limited, a fellow Group undertaking, whereby the Company granted MSCI UK Holdings Limited an interest-bearing loan of £4,500,000 with a maturity date of 29 November 2022. The loan had interest at the rate of 5.62% per annum with interest of £280,000 being accrued at the balance sheet date end of 2013. The loan was fully repaid as part of sale in April 2014.

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014 £'000	2013 £'000
Amounts owing to current ISS Group undertakings	-	123
Amounts owing to former MSCI Group undertakings	-	23
Corporation tax payable	73	-
Other taxes and social security costs	131	316
Accruals and deferred income	1,146	1,248
	1,350	1,710

11. CALLED UP SHARE CAPITAL

	2014 Number	2013 Number
Authorised:		
Equity shares		
10,000 "Ordinary" shares of £1 each (2013:10,000)	10,000	10,000

	2014 £'000	2013 £'000
Allotted and fully paid:		
Equity shares		
10,000 "Ordinary" shares of £1 each (2013:10,000)	10	10

12. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 January 2012	10	5,034	5,044
Profit for the year	-	690	690
At 31 December 2012	**10**	**5,724**	**5,734**
Profit for the year	-	898	898
At 31 December 2013	**10**	**6,622**	**6,632**
Profit for the year	-	**485**	**485**
Distribution of dividend	-	**(6,620)**	**(6,620)**
At 31 December 2014	**10**	**487**	**497**

On 9 April 2014 the Company paid a dividend of £6,620,000 to its immediate parent undertaking, Institutional Shareholder Services Inc.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2014

13. POST BALANCE SHEET EVENTS

On 12 January 2015 the company entered its new office at 1 London Bridge, 4th Floor, West London SE1 9BG.

14. PARENT UNDERTAKINGS

The Company is a wholly-owned subsidiary of Institutional Shareholder Services Inc., which is the smallest and largest group, for which consolidated accounts are prepared. Institutional Shareholder Services Inc. is incorporated in Delaware, the United States of America. Copies of the group accounts for Institutional Shareholder Services Inc. are not publicly available.

15. RECONCILIATION OF OPERATING PROFIT TO OPERATING CASH FLOWS

	2014 £000	2013 £000
Operating profit	622	626
Decrease/(Increase) in debtors	4,836	(1,356)
Decrease in creditors	(433)	(178)
Net cash inflow from operating activities	5,025	(908)
Net cash inflow from operating activities comprises:		
Continuing operating activities	5,025	(908)
Discontinued operating activities		
	5,025	(908)

On 15 November 2012, the Company entered into a long-term loan agreement with MSCI UK Holdings Limited, a fellow Group undertaking, whereby the Company granted MSCI UK Holdings Limited an interest-bearing loan of £4,500,000 with a maturity date of 29 November 2022. The loan had interest at the rate of 5.62% per annum with interest of £280,000 being accrued at the balance sheet date end of 2013. The loan was fully repaid as part of sale in April 2014.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2014

16. ANALYSIS OF CASH FLOWS

	2014 £000	2013 £000
Returns on investments and servicing of finance		
Interest received	73	272
Interest paid	(73)	-
Net cash outflow	-	272
Taxation		
UK corporation tax paid	-	(173)
Foreign tax paid	-	-
Net cash outflow	-	(173)

17. ANALYSIS AND RECONCILIATION OF NET DEBT

	1 January 2014 £000	Cash flow £000	Acquisitions and disposals* £000	Other non-cash changes £000	Exchange movement £000	31 December 2014 £000
Cash in hand, at bank	1,724	(1,595)	-	-	-	129
Net debt	(1,724)	1,595	-	-	-	(129)

* Excluding cash and overdrafts.

	2014 £	2013 £
Decrease in cash in the year	1,595	809
Cash inflow from increase in debt and lease financing	-	-
Cash inflow from decrease in liquid resources	-	-
Change in net debt resulting from cash flows	1,595	809
Loans and finance leases acquired with subsidiary	-	-
New finance leases	-	-
Translation difference	-	-
Movement in net debt in year	1,595	809
Net debt at 1 January 2014	(1,724)	(2,533)
Net debt at 31 December 2014	(129)	(1,724)