Registration number: 08723448

CMO Software Limited

Annual report and financial statements

for the Year Ended 22 October 2014

CMO Software Limited

Contents

CMO Software Limited

Company Information

Directors	J Darragh J R S Cotton S R N Humphris M F Kassai D M Paton T C Smallbone
Company secretary	D M Paton
Registered office	Level 25 Millbank Tower 21-24 Millbank London SW1P 4QP
Auditor	Deloitte LLP London

Directors' Report for the Year Ended 22 October 2014

The directors present their report and the financial statements for the year ended 22 October 2014.

The address of its registered office is:
Level 25 Millbank Tower
21-24 Millbank
London
SW1P 4QP.

Directors of the Company
The directors who held office during the year and up to the date of this report were as follows:

J R S Cotton (appointed 23 October 2013)

S R N Humphris (appointed 23 October 2013)

M F Kassai

D M Paton (appointed 7 November 2013)

M L Williams (resigned 7 July 2015)

The following directors were appointed after the year end:

J Darragh (appointed 7 July 2015)

T C Smallbone (appointed 7 July 2015)

The following company secretary was appointed after the year end:

D M Paton (appointed 7 July 2015)

Principal activity
The Company's principal activities during the period were that of providing Health, Safety and Environment Software as a service (SaaS) solution to manage occurrences or incidents that cause an interruption to standard operation, whether it is a risk that has eventuated, or a lack of, or break in, compliance to law, policy, procedure, licensing or standards.

On 23 October 2013 Inflexion Private Equity Partners LLP ("IPEP"), one of the UK's leading independent mid-market private equity houses, was the advisor to Inflexion 2010 Buyout Fund, which completed the management buyout ("MBO") of the business and intellectual property of CMO Compliance ("CMO") the market leader in enterprise health, safety, environment ("HSE") and governance, risk, compliance ("GRC") software solutions for global corporations and regulators through its CMO COMPLIANCE product.

The MBO was completed through a newly formed holding company CMO Topco Limited including its subsidiary companies ("Group"). CMO Software Limited is one of these subsidiary companies.

The role of CMO Software Limited during the year has included the purchase of business and net assets of CMO International ApS, the outstanding shares of CMO Global Limited and CMO Handheld Software Pty Limited.

CMO Software Limited

Directors' Report for the Year Ended 22 October 2014 (continued)

Dividends
The directors do not recommend a dividend for the year.

Going concern
The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements. Further details are contained in the accounting policies note in the financial statements.

Directors' indemnities
The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Auditor
The persons who are directors at the date of approval of this report confirm that:

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Small companies provision statement
This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

This report has been prepared in accordance with the provisions of part 15, s417(I) of the Companies Act relating to small companies. No strategic report has been presented as the entity qualifies as a small company under s383 of the Companies Act and is therefore exempt.

Under company law it is the directors' responsibility to prepare and approve the financial statements in accordance with Financial Reporting Standard 101 (FRS 101) 'Reduced Disclosure Framework'. In arriving at the decision to approve the financial statements the board as a whole did not reach full agreement with one director disagreeing with the decision to approve the financial statements and one abstaining. The director who disagreed with the financial statements did so on the basis that he disagreed with certain assumptions in relation to the investment impairment review. His view was that the impairment of investment in the accounts was too high. The majority of the directors consider the methodology and assumptions used to conduct the impairment review to be reasonable and that it is compliant with Financial Reporting Standard 101 (FRS 101) 'Reduced Disclosure Framework'. On this basis, they consider it appropriate to impair the carrying value of investment.

Approved by the Board on ..13.. November 2015 and signed on its behalf by:

....
D M Paton
Director and company secretary

CMO Software Limited

Statement of Directors' Responsibilities

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 Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the members of CMO Software Limited

We have audited the financial statements of CMO Software Limited for the year ended 22 October 2014 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is applicable law and Financial Reporting Standard 101 Reduced Disclosure Framework.

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 Statement of Directors' Responsibilities (set out on page 4), 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 (APB's) Ethical Standards for Auditors to the financial statements.

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 the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 22 October 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework; 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.

Independent Auditor's Report to the members of CMO Software Limited (continued)

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.

....

John Charlton (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
2 New Street Square
London
EC4A 3BZ

..13... November 2015

CMO Software Limited

Profit and Loss Account for the Year Ended 22 October 2014

	Note	Year ended 22 October 2014 $	8 October 2013 to 22 October 2013 $
Turnover	3	3,076,069	-
Cost of sales		(2,556,769)	-
Gross profit		**519,300**	-
Administrative expenses		(23,597,912)	-
Operating loss	4	**(23,078,612)**	-
Exceptional items included within administrative expenses	5	22,466,568	-
Operating loss before exceptional items		(612,044)	-
Loss before tax	4	**(23,078,612)**	-
Tax on loss on ordinary activities	9	-	-
Loss for the financial year		**(23,078,612)**	-

The above results were derived from continuing operations.

CMO Software Limited

Statement of Comprehensive Income for the Year Ended 22 October 2014

	Year ended 22 October 2014 $	8 October 2013 to 22 October 2013 $
Total loss for the year	(23,078,612)	-

CMO Software Limited

Balance Sheet as at 22 October 2014

	Note	22 October 2014 $	22 October 2013 $
Fixed assets			
Intangible assets	10	1,899,958	-
Investments	11	10,865,405	-
		12,765,363	-
Current assets			
Debtors	12	4,655,012	1
Cash at bank and in hand		2,428,658	-
		7,083,670	1
Total assets		19,849,033	1
Creditors: amounts falling due within one year	13	(2,784,143)	-
Net current assets		**4,299,527**	1
Net assets		**17,064,890**	1
Capital and reserves			
Called-up share capital	14	1	1
Other reserve	15	40,143,501	-
Profit and loss account		(23,078,612)	-
Shareholder's funds		**17,064,890**	1

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

The financial statements of CMO Software Limited (registration number: 08723448) were approved by the Board of directors and authorised for issue on ...13... November 2015 and were signed on its behalf by:

....

D M Paton

Director and company secretary

CMO Software Limited

Statement of Changes in Equity for the Year Ended 22 October 2014

	Called-up share capital $	Total $
New share capital subscribed	1	1
At 22 October 2013	1	1

	Called-up share capital $	Other reserve $	Profit and loss account $	Total $
At 23 October 2013	1	-	-	1
Total loss for the year	-	-	(23,078,612)	(23,078,612)
Other reserve movements	-	40,143,501	-	40,143,501
At 22 October 2014	1	40,143,501	(23,078,612)	17,064,890

1 General information

The Company is a private company limited by share capital incorporated and domiciled in England and Wales.

The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the Directors' report on pages 2 to 3.

These financial statements are presented in United States Dollars because that is the currency of the primary economic environment in which the Company operates.

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements because it is included in the group accounts of CMO Topco Limited. The group accounts of CMO Topco Limited are available to the public and can be obtained as set out in note 18.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates
The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation
These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council. The Company has opted to prepare its financial statements under FRS 101 earlier than required.

Summary of disclosure exemptions
CMO Software Limited meets the definition of a qualifying entity under FRS 101. Exemptions have been taken in relation to share-based payments, financial instruments, presentation of a cash flow statement, related party transactions and remuneration of key management personnel.

Where relevant, equivalent disclosures have been given in the group accounts of CMO Topco Limited. The group accounts of CMO Topco Limited are available to the public and can be obtained as set out in note 18.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. The principal accounting policies adopted are set out below.

Going concern
During the year, the company made a loss of $23,078,612 (2013: $nil) and the balance sheet shows net assets of $17,064,890 (2013: $1). The directors have considered the basis of preparation of the financial statements and have concluded that it is appropriate to prepare the financial statements on a going concern basis. This assessment is due to the Company having significant resources to meet its liabilities as they fall due within 12 months of the approval of the financial statements.

2 Accounting policies (continued)

Turnover

Turnover represents the amounts derived from the provision of services, stated net of Value Added Tax. The methodology applied to income recognition is dependent upon the services being supplied.

Turnover relates to annual service contracts and/or hosted services which are invoiced in advance, and is spread evenly over the related year. The unrecognised portion remains in deferred revenue until released.

Turnover from delivery of training and consultancy fees are recognised when contractual milestones are met or evenly over the course of the project.

Income from the sale of perpetual licences is recognised in full at the date of sale.

Exceptional items

Exceptional items are non-recurring material items which are outside the normal scope of the Company's ordinary activities such as impairment of assets and acquisition related costs. Such items are disclosed separately in the financial statements.

Foreign currencies

The financial statements are presented in United States Dollars, which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

2 Accounting policies (continued)

Taxation (continued)
The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Intangible assets
Separately acquired trademarks and licences are shown at historical cost.

Trademarks, licences (including software), intellectual property and customer-related intangible assets acquired are initially recognised at cost.

Intangible assets have a finite useful life subsequent to initial recognition, and are reported at cost less accumulated amortisation and accumulated impairment losses.

Amortisation
Amortisation is recognised on a straight-line basis over their estimated useful lives and charged to administrative expenses on the following basis:

Asset class	*Amortisation rate*
Customer contracts	5 years

Investments in subsidiaries
Investments in subsidiaries are accounted for at cost less, where appropriate, provisions for impairment.

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2 Accounting policies (continued)

Debtors

Debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company has only financial assets which are classified as "loans and receivables".

2 Accounting policies (continued)

Financial assets (continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Financial liabilities

The financial liabilities of the Company are classified as "other financial liabilities".

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

2 Accounting policies (continued)

Critical accounting judgements and potential uncertainties

In the application of the Company's accounting policies, which are described in this note, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Company's accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Useful economic life of intangible assets

The Company's management team have acquired only one main class of intangibles being contractual customer relationships.

The intangibles are amortised over their useful economic life ("UEL"). For the intangibles identified in relation to contractual customer relationships, UEL is estimated at five years.

The carrying value for intangible assets at 22 October 2014 was $1,899,958.

Impairment of contractual customer contracts

The estimates used to determine impairment of contractual customer contracts include the customer retention rate and a suitable discount rate. The carrying amount of the contractual customer relationships at the balance sheet date was $1,899,958 after an impairment loss of $851,824 was recognised during the year. Details of the impairment loss calculation are set out in note 10.

Impairment of investments

The impairment of investments requires the carrying amount of the investment to be compared to the recoverable amount. The recoverable amount includes estimates of the future cash generated from the investments, and includes critical judgments including the forecasted reveues and the pre-tax discount rate.

The carrying amount of the investments at the balance sheet date was $10,864,405 after an impairment loss of $21,614,744 was recognised during the year. Details of the impairment loss calculation are set out in note 11.

3 Turnover

The analysis of the Company's turnover for the year from continuing operations is as follows:

	Year ended 22 October 2014 $	8 October 2013 to 22 October 2013 $
Licenced income	2,611,950	-
Professional services	444,697	-
Other income	19,422	-
	3,076,069	-

4 Operating loss before exceptional items

This is stated after charging/(crediting)

	Year ended 22 October 2014 $	8 October 2013 to 22 October 2013 $
Amortisation expense	687,945	-
Foreign exchange gains	(11,869)	-

5 Exceptional items

	Year ended 22 October 2014 $	8 October 2013 to 22 October 2013 $
Impairment of investments	21,614,744	-
Impairment of customer contracts (note 10)	851,824	-
	22,466,568	-

6 Staff costs

The company had no employees other than the directors during the current period.

7 Auditor's remuneration

The auditor's remuneration of $12,187 has been borne by CMO Topco Limited.

8 Directors' remuneration

Total directors' remuneration for the year was $4,167 (2013: $nil); the highest paid director received $4,167 (2013: $nil).

9 Taxation

Tax result in the income statement

	Year ended 22 October 2014 $	8 October 2013 to 22 October 2013 $
Current taxation		
UK corporation tax	-	-

Factors affecting tax result for current period
The tax result for the year can be reconciled to the loss in the profit and loss account as follows:

	Year ended 22 October 2014 $	8 October 2013 to 22 October 2013 $
Loss before tax	(23,078,612)	-
Corporation tax at standard rate 21.88%	(5,049,600)	-
Non-deductible expenses	4,729,537	-
Unrecognised tax losses	320,063	-
Total tax result	-	-

There is an unrecognised deferred tax asset of $53,414 (2013: $nil) which has not been recognised in full as there is insufficient evidence of the likelihood of the Company having taxable profits in future periods against which additional deductions can be offset.

10 Intangible assets

	Customer contracts $
Cost	
At 23 October 2013	-
Acquired on acquisition of subsidiary	3,439,727
At 22 October 2014	3,439,727
Amortisation	
At 23 October 2013	-
Amortisation charge	687,945
Impairment	851,824
At 22 October 2014	1,539,769
Carrying amount	
At 22 October 2014	1,899,958

Customer contracts are amortised over their estimated useful lives, which on average is five years.

Intangible assets are tested for impairment if indicators of an impairment exist. The carrying value of Customer contracts as of the balance sheet date was compared to the net present value of those customer contracts acquired as part of the acquisition for a ten year period.

11 Investments

Subsidiaries	$
Cost	
At 23 October 2013	-
Additions acquired as part of the MBO	32,480,149
At 22 October 2014	32,480,149
Provision	
At 23 October 2013	-
Impairment charge	21,614,744
At 22 October 2014	21,614,744
Carrying amount	
At 22 October 2014	10,865,405

The subsidiaries were acquired as a part of the MBO. The investments in subsidiaries are carried at cost. The investment was tested for impairment by comparing the recoverable amount (computed as the net present value of the expected direct cash flows from these investments) to the carrying value. This resulted in an impairment of $21,614,744 which was recognised during the period.

Details of the subsidiaries as at 22 October 2014 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held 2014
CMO Global Limited	Incident Reporting & Management software solutions	United Kingdom	100%
CMO Compliance, LLC	Incident Reporting & Management software solutions	United States of America	100%
CMO Handheld Software PTY	Incident Reporting & Management software solutions	Australia	100%

12 Debtors

Debtors: due within one year

	22 October 2014 $	22 October 2013 $
Trade debtors	269,666	-
Loans to group undertakings	4,060,968	-
Accrued income	293,916	-
Other debtors	30,462	1
	4,655,012	1

The amounts due from group undertakings are interest free, unsecured and repayable on demand.

13 Creditors: amounts falling due within one year

	22 October 2014 $	22 October 2013 $
Amounts due to group undertakings	1,835,001	-
Other creditors	139,690	-
Deferred income	809,452	-
	2,784,143	-

The amounts due to group undertakings are interest free, unsecured and repayable on demand.

14 Called-up share capital

Allotted, called-up and fully paid shares

	22 October 2014		22 October 2013	
	No.	$	No.	$
Ordinary shares of $1 each	1	1	1	1

15 Other reserve

	22 October 2014 $	22 October 2013 $
At 23 October 2013	-	-
Movement in the year	40,143,501	-
At 22 October 2014	40,143,501	-

Other reserve relates to a contribution from the immediate parent company CMO Bidco Limited to acquire the businesses as part of the MBO.

16 Related party transactions

As a wholly-owned subsidiary and qualifying entity the company has taken advantage of the exemption in FRS 101 "Related Party Disclosures" from disclosing transactions with other wholly-owned members of the Group.

There were no other related party transactions.

17 Events after the balance sheet date

On 7 July 2015, as a result of 3,396 CMO Topco Limited B Ordinary shares being held by a Leaver, the Inflexion 2010 Fund became the holder of more than 50% of the voting rights of CMO Topco Limited. However, it retains only 2 out of 6 votes on the Board of Directors of CMO Topco Limited and as such is not the ultimate controlling entity.

18 Parent and ultimate parent undertaking

The Company's immediate parent undertaking is CMO Bidco Limited which is a wholly owned subsidiary of CMO Topco Limited.

CMO Topco Limited is the company's ultimate parent undertaking, a company incorporated in Great Britain and the largest and smallest group which includes the company and for which group financial statements are prepared.

Consolidated financial statements of CMO Topco Limited are available from Level 25 Millbank Tower, 21-24 Millbank, London, SW1P 4QP.

There is no ultimate controlling party as no single shareholder holds a majority.

Inflexion 2010 General Partner Limited holds 49.49% of the equity in its capacity as the General Partner of Inflexion 2010 Buyout Fund Limited Partnership and Inflexion 2010 Buyout Fund (No 2) Limited Partnership (together the "Inflexion 2010 Fund"). Whilst Inflexion 2010 Fund does not hold a majority shareholding nor control the board of directors, it is the sole holder of A-class Ordinary shares which under certain circumstances, have special rights over the other classes of shares in issue.

18 Parent and ultimate parent undertaking (continued)

Under normal circumstances all share classes have equal voting rights. However:

Where a "Default Event", whether "Financial" or "Reporting" or (where it arises as a consequence of fraud, wilful misconduct or intentional deceit) otherwise (as defined for the purposes of article 10 of the Company's Articles of Association) occurs, and notice triggering such consequences is served on the Company, the voting rights for the B and C Ordinary Shares fall away until the Default Event breach is remedied.

If any B Ordinary Shares are held by a "Leaver" as defined in the Articles of Association then the voting rights attaching to those shares cease (until a transfer of the relevant shares is subsequently registered or such provisions is waived in accordance with the Articles of Association).

In addition to having control at General Meetings when a "Default Event" occurs the Investor Directors, appointed by Inflexion 2010 Fund are able to cast as many votes necessary to constitute a majority at the board.

It should be noted no Default Event occurred in the period covered by these Financial Statements.