

REBUS HUMAN RESOURCES LIMITED

**ANNUAL REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2002**



DIRECTORS' REPORT

For the year ended 31 March 2002

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the year ended 31 March 2002.

Directors' responsibilities

United Kingdom company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those accounts, 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 accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts 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 which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 1985. 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.

Principal activity and business review

The company received a management fee from Rebus HR Limited in respect of management services in prior years. No such fees was due in 2002.

Results and dividends

The audited accounts for the year ended 31 March 2002 are set out on pages 4 to 10. Turnover for the year was £nil (2001 - £2,000,000). Loss after taxation was £239,000 (2001 - profit after tax £1,172,000) and, after dividends of £nil (2001 - £2,000,000), a loss of £239,000 (2001 - £828,000) was transferred to reserves.

Directors and their interests

The directors of the company who held office during the year were as follows:

G P Denley	
D L Meades	(appointed 28 February 2002)
T Score	(resigned 28 February 2002)
A W Scott	(resigned 28 February 2002)

At the year end none of the directors held interests in the shares of any group company.

Creditor payment practice

It is the company's policy that payment is made on time provided that suppliers perform in accordance with the agreed terms. There were no trade creditors in the accounts of the company at 31 March 2002 (2001 - £nil).

DIRECTORS' REPORT (continued)

Employment policies

The company's policy is to consult and discuss with employees matters likely to affect employee interests, including information about the company's achievements and plans. This is accomplished through individual performance reviews, team briefings and in-house newsletters. Participation by employees in the progress and profitability of the company is encouraged, where appropriate through annual performance-related bonus payments.

It is the company's policy to ensure equal opportunity for employment, training, career development and promotion, irrespective of sex, race, religion or disability. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged.

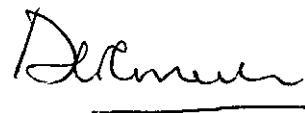
Auditors

Deloitte & Touche were appointed as auditors on 1 August 2002 and have expressed their willingness to continue in office. A resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

64 Baker Street
London
W1U 7GB

27 September 2002

By order of the Board

A handwritten signature in dark ink, appearing to read 'D L Meades', written over a horizontal line.

D L Meades
Secretary

INDEPENDENT AUDITORS' REPORT

To the Shareholder of Rebus Human Resources Limited

We have audited the financial statements of Rebus Human Resources Limited for the year ended 31 March 2002, which comprise the Profit and loss account and the Balance sheet and the related notes numbered 1 to 16. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of directors' responsibilities. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the company, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 March 2002 and of the company's loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche
Chartered Accountants and Registered Auditors

Cambridge

27 September 2002

PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2002

	Notes	2002 £'000	2001 £'000
Turnover	2	-	2,000
Administration costs		<u>(247)</u>	<u>(241)</u>
(Loss) / Profit on ordinary activities before taxation	3	(247)	1,759
Tax on (loss) / profit on ordinary activities	4	<u>8</u>	<u>(587)</u>
(Loss) / Profit on ordinary activities after taxation		(239)	1,172
Dividends paid and proposed	5	<u>-</u>	<u>(2,000)</u>
Loss for the year being amount transferred to reserves	13	(239)	(828)
Retained Profit brought forward		<u>950</u>	<u>1,778</u>
Retained Profit carried forward		<u>711</u>	<u>950</u>

All amounts are derived from continuing operations.

The accompanying notes are an integral part of this profit and loss account.

There were no other gains and losses in the year or proceeding year other than the result for each year and hence no statement of total recognised gains and losses has been prepared.

BALANCE SHEET
31 March 2002

	Notes	2002 £'000	2001 £'000
Fixed assets			
Tangible assets	6	3,658	3,715
Investments	7	<u>3,636</u>	<u>3,636</u>
		<u>7,294</u>	<u>7,351</u>
Current assets			
Debtors	8	66	19,288
Creditors: Amounts falling due within one year	9	<u>(5,866)</u>	<u>(24,898)</u>
Net current liabilities		<u>(5,800)</u>	<u>(5,610)</u>
Total assets less current liabilities		1,494	1,741
Provisions for liabilities and charges	10	<u>(299)</u>	<u>(307)</u>
Net assets		<u>1,195</u>	<u>1,434</u>
Capital and reserves			
Called-up share capital	12	45	45
Share premium account	13	423	423
Other reserves	13	16	16
Profit and loss account	13	<u>711</u>	<u>950</u>
Shareholders' funds - all equity	13	<u>1,195</u>	<u>1,434</u>

Signed on behalf of the Board



D L Meades _____ Director

27 September 2002

The accompanying notes are an integral part of this balance sheet.

NOTES TO THE ACCOUNTS
31 March 2002

1. Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below.

(a) Basis of accounting

The accounts have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable accounting standards.

In accordance with s228 of the Companies Act 1985, group accounts have not been prepared because the company is itself a wholly-owned subsidiary of another UK company (see note 16) which itself prepares consolidated accounts that are publicly available.

(b) Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less amounts provided for impairment.

(c) Tangible fixed assets

All fixed assets are shown at cost or valuation net of depreciation and any provision for impairment.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life as follows:

Freehold property	-	2% per annum
Furniture, fixtures and fittings	-	10% to 15% per annum

(d) Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of VAT.

Turnover in respect of the rental or maintenance of computer software programs is recognised as earned. Billings are included in trade debtors in accordance with the terms of the relevant rental or maintenance contract. To the extent that billings are recorded in advance of the relevant turnover, such advance billings are included in deferred income.

(e) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains or losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold. Deferred tax assets and liabilities are not discounted.

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies (continued)

(e) Taxation (continued)

The taxation liabilities of certain group undertakings are reduced wholly or in part by the surrender of losses by fellow group undertakings. The tax benefits arising from group relief are recognised in the accounts of the surrendering and recipient undertakings.

(f) Cashflow statement

Under the provisions of Financial Reporting Standard No 1 (Revised) "Cash flow statements", the company has not prepared a cashflow statement because the ultimate parent undertaking, Suber Acquisition Limited, which is incorporated in Bermuda, has prepared consolidated accounts for the year which contain a cashflow statement, and are available from the address in note 16.

2. Turnover

All turnover and (loss) / profit before taxation arises in the UK from the company's principal activity.

3. (Loss) / Profit on ordinary activities before taxation

(Loss) / Profit on ordinary activities before taxation is stated after charging:

	2002 £'000	2001 £'000
Depreciation of tangible fixed assets:		
- owned	<u>57</u>	<u>57</u>

The audit fee was borne by another group undertaking in both years.

Directors' costs are borne by other group undertaking in both years. It is not practical to split that remuneration between their services as directors of Rebus Human Resources Limited and other group companies.

4. Tax on (loss) / profit on ordinary activities

The tax (credit) / charge is based on the (loss) / profit for the year and comprises:

	2002 £'000	2001 £'000
UK corporation tax	-	595
Deferred taxation credit arising from:		
- capital allowances	<u>(8)</u>	<u>(8)</u>
	<u>(8)</u>	<u>587</u>

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax is as follow.

	2002 £000	2001 £000
(Loss) / Profit on ordinary activities before tax	<u>(247)</u>	<u>1,759</u>

(Loss) / Profit on ordinary activities at the standard UK corporation tax rate of 30%

	(74)	528
Effects of:		
Depreciation in excess of capital allowances	12	12
Tax losses carried forward	62	-
Adjustment to tax charge in respect of prior periods	-	55
Current tax charge for the year	<u>-</u>	<u>595</u>

There is no prior year impact from the implementation of FRS 19, "Deferred Tax".

NOTES TO THE ACCOUNTS (continued)

5. Dividends paid and proposed

	2002 £'000	2001 £'000
Final dividend paid: £ nil per ordinary share (2001 - £44.09)	-	2,000

6. Tangible fixed assets

	Freehold property £'000	Fixtures & fittings £'000	Total £'000
Cost or valuation			
At 1 April 2001	4,000	206	4,206
Depreciation			
At 1 April 2001	285	206	491
Charge for the year	57	-	57
At 31 March 2002	342	206	548
Net book value			
At 31 March 2001	3,715	-	3,715
At 31 March 2002	3,658	-	3,658

Freehold land and buildings include land valued at £1,150,000 (2001 - £1,150,000) which has not been depreciated.

Basis of valuation

Tangible fixed assets are shown at cost except for freehold land and buildings, which were valued by Martin Blackwell BSc ARICS (Chartered Surveyor) of Colin Brooks Associates Limited as at 9 February 1996. The basis of valuation was the current existing use value of the freehold interest assuming full vacant possession.

7. Investments

Investment in subsidiary undertakings

	2002 £'000
At 1 April 2001 and 31 March 2002	3,636

The principal subsidiary undertakings, all of which are 100% owned, are:

<u>Company</u>	<u>Country of registration and principal country of operation</u>
Rebus Software Limited	England and Wales
Rebus Australia Pty Limited	Australia
Rebus New Zealand Limited	New Zealand
Rebus France SA	France
Rebus Software Singapore Pte Limited	Singapore
Peterborough Software (UK) Limited (<i>dormant</i>)	England and Wales
Marketwide Systems Limited	England and Wales
Rebus Nederland BV	Netherlands
Rebus HR Limited	England and Wales
Rebus China Limited	China

The principal activity of all non-dormant subsidiary undertakings is the development and supply of computer software and the provision of related consultancy and support services. Rebus HR Limited also provides computer bureau services.

NOTES TO THE ACCOUNTS (continued)

8. Debtors

	2002 £'000	2001 £'000
Amounts falling due within one year:		
Amounts owed by group undertakings	63	19,284
Other debtors	<u>3</u>	<u>4</u>
	<u>66</u>	<u>19,288</u>

9. Creditors: Amounts falling due within one year

	2002 £'000	2001 £'000
Amounts owed to group undertakings	5,866	24,526
Corporation tax payable	<u>-</u>	<u>372</u>
	<u>5,866</u>	<u>24,898</u>

10. Provisions for liabilities and charges

	2002 £'000	2001 £'000
Deferred tax (see note 11)	<u>299</u>	<u>307</u>

11. Deferred taxation liability

The deferred taxation is attributable to:

	2002 £'000	2001 £'000
Excess of tax allowances over book depreciation of fixed assets	<u>299</u>	<u>307</u>

The movement on deferred taxation comprises:

	2001 £'000	2000 £'000
Balance at beginning of year	307	315
Credited to profit and loss account in respect of:		
- capital allowances	<u>(8)</u>	<u>(8)</u>
Balance at end of year	<u>299</u>	<u>307</u>

12. Called-up share capital

	2002 £'000	2001 £'000
<i>Authorised</i>		
75,000 ordinary £1 shares	<u>75</u>	<u>75</u>
<i>Allotted, issued and fully-paid</i>		
45,360 ordinary £1 shares	<u>45</u>	<u>45</u>

NOTES TO THE ACCOUNTS (continued)

13. Capital and reserves

	Called-up share capital £'000	Share premium account £'000	Other reserves £'000	Profit and loss account £'000	Total £'000
At 31 March 2001	45	423	16	950	1,434
Loss for the year	-	-	-	(239)	(239)
At 31 March 2002	<u>45</u>	<u>423</u>	<u>16</u>	<u>711</u>	<u>1,195</u>

14. Guarantees and other financial commitments

Contingent liabilities

The company and certain of its subsidiaries have guaranteed the borrowings of certain other Rebus Group companies amounting, at 31 March 2002, to £9,209,266 (2001 - £9,802,080)

In addition to the above guarantee, the company and certain other companies within the Rebus Group entered into arrangements securing facilities of up to £50,555,112 (2001 - £53,253,920), made available to Suber Acquisition Limited and Rebus HR Group Limited (a wholly owned subsidiary of Suber Acquisition Limited).

15. Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard No. 8 "Related Party Transactions" and not disclosed transactions with other group entities that eliminate on consolidation.

16. Ultimate parent company

Rebus Human Resources Limited's ultimate parent company is Suber Acquisition Limited, a company registered in Bermuda. The registered address is Cedar House, 41 Cedar Avenue, Hamilton, HM12, Bermuda. Suber Acquisition Limited is ultimately owned as to 50% by funds managed by E M Warburg Pincus & Co LLC and as to 50% by funds managed by General Atlantic Partners, LLC.

The smallest group in which the results of Rebus Human Resources Limited are consolidated is that headed by Rebus HR Holdings Limited, whose principal place of business is at 64 Baker Street, London, W1U 7GB. The consolidated accounts of Rebus HR Holdings Limited are available from that address.

The largest group in which the results of Rebus Human Resources Limited are consolidated is that headed by Suber Acquisition Limited whose principal place of business is at Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. The consolidated accounts of Suber Acquisition Limited are available from that address and from 64 Baker Street, London, W1U 7GB.