Financial statements as at 31 December 2011
and Independent auditor's report

Cibernet Limited

(formerly Cibernet plc)

Registered No 3074721

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Table of contents

	Pages
General information	2
Directors' report	3 - 5
Statement of directors' responsibilities	6
Independent auditor's report	7 - 8
Profit and loss account	9
Statement of total recognised gains and losses	9
Balance sheet	10
Statement of cash flows	11
Notes to the financial statements	12 - 21

General information

Directors

Guy Sochovsky
Morten Brogger

Auditor

Ernst & Young LLP
1 More London Place
London SE1 2AF

Registered office

18 Mansell Street
London
E1 8AA

Directors' report

The directors present their report and financial statements for the year ended 31 December 2011

The company was re-registered as a private company on 10 October 2011 and is now incorporated under the name Cibernet Limited

Results and dividends

The loss for the year after taxation amounted to £90,720 (2010 – profit of £2,049,982) The directors do not recommend the payment of a dividend (2010 – £nil)

Principal activities and review of the business

The principal activity of Cibernet Limited is financial clearing and settlement and is an extension of Data Clearing Services performed by the MACH Group (the group of companies headed by WP Roaming III S à r l) in the roaming business in the telecommunication industry These activities constitute the core products of the MACH Group

Revenue in 2011 and 2010 was the subscription revenue from those customers who continue to contract with Cibernet Limited

Turnover was £2,067,039 (2010 - £2,868,027)

The number of subscribers serviced by the Company decreased in 2011 as certain customers renewed their financial clearing contracts with other group companies This has led to a decrease in subscription revenue for the Company

Cost of sales at £50,696 (2010 - £728,033) reflects the completion of the transition of the last remaining employee to another group company during the year

Operating expenses at £2,152,852 (2010 - income of £732,504) show a significant increase, but this is due mainly to the exchange gain recorded in 2010, compared to an exchange loss in 2011

Overall debtors have increased by £3,775,745, essentially due to an increase in amounts receivable from affiliated companies Trade debtors have remained stable year on year

Future developments

For the coming year, the Company will continue to focus on automating business processes which are currently manual in order to improve efficiency and reduce cost In addition, all of the Group's financial clearing business is to be migrated onto one single platform in order to further harmonise and centralise processes All of the above is expected to further improve customer satisfaction levels

On 3 July 2012 the Group announced that in a strategic move to expand its global reach and scale, Syniverse, a US based group has signed a definitive agreement to acquire WP Roaming III S à r l and its subsidiaries for cash consideration of approximately €550 million, subject to regulatory approvals Once closed, the transaction is expected to be accretive within the first year of closing the transaction

Directors' report *(continued)*

Principal risks and uncertainties

The Company is reviewing the various different written terms of business that are currently in place with customers as a result the acquisition of entities over the years and the operation of services across different jurisdictions This review has confirmed that some of the company's written contractual framework may not always accurately describe the arrangements which operate in practice between the customer and the Company Based on the course of dealings with its customers to date, the company does not expect that these disparities will lead to disputes that could have a material financial impact on the company However, in the unlikely event a substantial part of the company's customers would litigate and the court(s) would not uphold the company's arguments, then the financial impact could be material The directors note that any such risk would only relate to activities of the Company recorded prior to the accounting period ending 31 December 2009

The Company's principal liability is trade and other payables The Company's largest liability is with a sister company and consists principally of a profit split allocation under the MACH Group's transfer pricing policy

The Company has no loans or borrowings The Company has trade debtors and cash arising directly from its operations The largest debtor balance is with a sister company The Company does not use derivative financial instruments

The Company is exposed to credit risk, interest rate risk, foreign currency risk and liquidity risk

Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a customer contract, leading to financial loss The Company is exposed to credit risk from its operating activities (primarily trade debtors) The Directors have a credit policy in place and the exposure to credit risk is monitored on an ongoing basis at Group level

Interest rate risk

The Company has minimal exposure to interest rates as interest receivable relates to interest arising on an intercompany debtor and there is no interest payable

Foreign currency risk

The Company incurs foreign currency risk on sales and purchases that are denominated in a currency other than sterling The currencies which give rise to this risk are primarily the Euro and the US Dollar Sensitivity to foreign currency fluctuations is monitored at a Group level

Liquidity risk

The Company monitors its risk to a shortage of funds using a cash forecasting tool as an application of Group policy

Directors' report *(continued)*

Going concern

The company's business activities along with factors likely to affect its future position as well as its exposure to credit risk, interest rate risk, foreign currency risk and liquidity risk are disclosed above

The directors believe that Cibernet Limited has adequate resources to continue as a going concern for the foreseeable future This conclusion is based upon the 2012 budget as approved by the Group's board, 2013 forecast and no anticipated change in either the business activities of the company, or the capital cost structure

In addition, the profit margin provided by the Group's transfer pricing policies and the continued overall profitability of the Group's data clearing/financial clearing profit group in which the company is a profit sharing partner, should not have any impact on the company's ability to continue as a going concern Should the data clearing and financial clearing profit group have a significant reduction in profits, the directors believe the Company would retain its allocation of its own profit within the group

Accordingly the directors continue to adopt the going concern basis in preparing the annual report and financial statements for the year ending 31 December 2011

Directors

The directors who served the company during the year and appointed subsequently were as follows

B Pagliuca	(resigned 31 December 2011)
J Mandeville	(resigned 1 January 2011)
G Dubois	(resigned 31 March 2011)
G Sochovsky	(appointed 1 January 2011)
M Brogger	(appointed 1 April 2011)

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

Auditor

A resolution to reappoint Ernst & Young LLP as auditor will be put to the members at the Annual General Meeting

By order of the Board

Guy Sochovsky
Date 28 November 2012

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 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 its profit or loss 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

Independent auditor's report

We have audited the financial statements of Cibernet Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the Statement of Cash Flows and the related notes 1 to 21 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 set out on page 6 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 Report and Financial Statements to identify material inconsistencies with the audited financial statements 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 2011 and of its loss 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 matters 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

Ernst & Young LLP

Neil Cullum (Senior statutory auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
London

5 December 2012

Profit and loss account

for the year ended 31 December 2011

	Notes	2011 £	2010 £
Turnover	2	2,067,039	2,868,027
Cost of sales		(50,696)	(728,033)
Gross profit		**2,016,343**	**2,139,994**
Administrative expenses		(2,152,852)	732,504
Operating (loss)/profit	3	**(136,509)**	**2,872,498**
Interest receivable and similar income	6	265,660	24
Interest payable and similar charges	7	(25,500)	(12,122)
Profit on ordinary activities before taxation		**103,651**	**2,860,400**
Tax charge on profit on ordinary activities	8	(194,371)	(810,418)
(Loss)/profit for the financial year	13	**(90,720)**	**2,049,982**

Statement of total recognized gains and losses

For the year ended 31 December 2011

There are no recognised gains or losses other than the loss attributable to the shareholders of the company of £90,720 in the year ended 31 December 2011 (2010 - profit of £2,049,982)

Balance sheet

as at 31 December 2011

	Notes	2011 £	2010 £
Fixed assets			
Tangible assets	9	**13,744**	**28,300**
Current assets			
Debtors	10	18,765,419	15,073,525
Cash at bank and in hand	16,17	1,816,443	768,284
		20,581,862	**15,841,809**
Current liabilities			
Creditors amounts falling due within year	11	(6,611,596)	(1,795,379)
Net current assets		**13,970,266**	**14,046,430**
Total assets less current liabilities		**13,984,010**	**14,074,730**
Capital and reserves			
Called up share capital	12	72,898	72,898
Share premium account	13	2,654,265	2,654,265
Profit and loss account	13	11,251,620	11,342,340
Capital redemption reserve	13	5,227	5,227
Shareholders' funds	14	**13,984,010**	**14,074,730**

Signed on behalf of the Board of Directors

Guy Sochovsky

Date 28 November 2012

Statement of cash flows

for the year ended 31 December 2011

	Notes	2011 £	2010 £
Net cash inflow/(outflow) from operating activities	*15*	**498,387**	**(705,154)**
Returns on investments and servicing of finance			
Interest received		265,660	24
Interest paid		(25,500)	(12,122)
Net cash inflow from returns on investments and servicing of finance		**240,160**	**(12,098)**
Taxation			
Corporation tax refunded		**315,244**	**8,711**
Capital expenditure & financial investment			
Purchase of tangible fixed assets		(5,632)	(12,791)
Net cash outflow from capital expenditure & financial investment		**(5,632)**	**(12,791)**
Decrease in cash in the year	*16,17*	**1,048,159**	**(721,332)**

Notes to the financial statements

for the year ended 31 December 2011

1. Accounting policies

1 1 Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2. Going concern

The company's business activities along with factors likely to affect its future position, as well as its exposure to credit risk, interest rate risk, foreign currency risk and liquidity risk are disclosed in the directors' report

The directors believe that Cibernet Limited has adequate resources to continue as a going concern for the foreseeable future This conclusion is based upon the current positive cash flow generated from operations, the 2012 budget as approved by the Group's board and no anticipated change in either the business activities of the company, nor the capital cost structure

In addition, the routine return provided by the Group's transfer pricing policies and the continued overall profitability of the data clearing/financial clearing profit group in which the company is a profit sharing partner should not have any impact on the company's going concern Should the data clearing and financial clearing profit group have a significant reduction in profits, the residual profit allocation would not generate negative earnings before interest and tax within Cibernet Limited as the Company would always retain its allocation of its own profits within the group

Accordingly the directors continue to adopt the going concern basis in preparing the annual report and financial statements for the year ending 31 December 2011

1 3. Turnover and revenue recognition

Turnover comprises data clearing and financial clearing revenue

Data clearing turnover consists of per transaction processing fees These fees are recognised at the time the transactions are processed

Financial clearing turnover consists of fees for settlement, invoicing and consultancy services provided to telephone operators and carriers These fees are recognised once the service has been delivered

1 4 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses

Depreciation is provided on all fixed assets to write down the cost of assets to their estimated residual value over their estimated useful lives as follows

Fixtures and fittings	–	3 - 5 years
Computer equipment and associated software	–	3 years

Leasehold improvements are depreciated over the shorter of the term of the lease, with a maximum of 10 years, and useful lives

1. Accounting policies *(continued)*

1 5. Software costs
Externally purchased software is capitalised Internally developed software is expensed to the profit and loss account as incurred

1.6. Taxation
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 have occurred at that date that will result in an obligation to pay more, or the right to pay less or to receive more tax, with the following exception

- 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 future reversal of 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

1.7 Foreign currencies
Foreign currency transactions during the year are translated into sterling at the rates ruling on the dates of the transactions Foreign currency balances at the year end are translated at the rate ruling at that date Any exchange differences are charged to the profit and loss account in the period in which they arise

1 8. Operating leases
Costs in respect of operating leases are charged on a straight line basis over the lease term

1 9. Pensions
Pensions cost consist of payments to a defined contribution scheme All full time employees having successfully completed their 6 month probationary period are eligible to join the scheme at which point the company contributes 5% of their base salary to the plan Contributions to defined contribution schemes are recognised in the profit and loss account in the period in which they become payable

1 10. Interest
Interest is calculated using the opening and closing intercompany balance with a market rate of interest charged

2. Turnover

The company carries on a single class of business, being the principal activity of financial clearing and settlement services, which is carried on entirely within the UK All turnover, results and assets arise from this single class of business

The geographical analysis of turnover by destination is as follows

	2011 £	2010 £
UK	-	76,817
Africa	31,946	111,595
Asia	324,037	119,879
Europe	437,696	1,063,923
North America	495,774	716,080
Latin America	450,538	734,248
Rest of the world	327,048	45,485
	2,067,039	2,868,027

The geographical analysis by destination is based on the location of each customer

3. Operating profit

Operating profit is stated after charging/(crediting)

	2011 £	2010 £
Auditor's remuneration	14,499	27,762
Depreciation of owned tangible fixed assets	20,188	30,175
Operating lease rentals - land and buildings	35,014	67,004
Foreign exchange losses/(gains)	54,647	(2,244,872)

4. Directors' remuneration

The directors do not receive any remuneration from the Company The aggregate remuneration received by the directors during the year from other Group companies was £593,097 (2010 - £1,011,509) The highest paid director received £183,598 (2010 - £549,479)

5. Staff costs

The aggregate payroll costs of these persons were as follows

	2011 £	2010 £
Staff costs (excluding directors)		
Wages and salaries	19,555	392,585
Social security costs	2,001	44,044
Other pension costs	813	23,804
	22,369	460,433

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

	No.	No
By activity		
Selling	-	-
Distribution	-	9
Administration	-	2
	-	11

All pension contributions had been paid and there were no accrued pension costs as at 31 December 2011 (2010 - £nil)

The scheme is a Group Stakeholder Pension Scheme and is a defined contribution scheme

6. Interest receivable and similar income

An amount of £1 (2010 - £24) interest was earned on bank balances

7. Interest payable and similar charges

An amount of £25,498 (2010 - £12,122) interest was paid on trading intercompany balances

8. Tax

8.1 Tax on profit on ordinary activities

The tax charge is made up as follows

	2011 £	2010 £
Current tax		
UK corporation tax on the profit for the year		
Total current tax (note 8 2)	92,591	789,989
Deferred tax:		
Origination and reversal of timing differences (note 8 3)	101,780	20,429
Tax on profit on ordinary activities	194,371	810,418

8.2. Factors affecting tax charge for the year

The current tax charge for the year is higher (2010 - higher) than the standard rate of corporation tax in the UK of 26 5% (2010 28%) The differences are explained below

	2011 £	2010 £
Profit on ordinary activities before tax	103,651	2,860,400
Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 26 5% (2010 28%)	27,467	800,912
Effects of		
Accelerated capital allowances/other timing differences	(18,816)	(15,683)
Expenses not allowable for tax purposes	1,068	4,760
Adjustments in respect of previous periods	82,872	-
Current tax for the year (note 8 1)	92,591	789,989

8 3 Deferred tax

The deferred tax include in the balance sheet is as follows

	2011 £	2010 £
Included in (creditors)/ debtors	(17,928)	83,852

The deferred tax relates to timing differences in capital allowances

	£
At 1 January 2011	83,852
Deferred tax charge in profit and loss account for the year (note 8 1)	(101,780)
At 31 December 2011	(17,928)

8 4 Factors affecting future tax charges

The UK tax rate was 26% at 31 December 2011 but will fall to 24% from 1 April 2012 At 31 December 2011, a reduction to 25% from 1 April 2012 had been substantively enacted and deferred tax falling after 1 April 2012 has been calculated at 25% The UK government has further announced its intention to legislate to reduce the rate further by 1% per year falling to 22% with effect from 1 April 2014

The company expects to continue to be able to claim capital allowances in excess of depreciation in future years

Group losses have been fully utilised, so there will be no further group relief

9. Tangible fixed assets

	Short leasehold property	*Leasehold improve-ments*	*Fixtures and fittings*	*Computer equipment and associated software*	Total
	£	£	£	£	£
Cost					
At 1 January 2011	20,000	53,058	41,950	304,243	**419,251**
Additions	-	5,100	-	532	**5,632**
At 31 December 2011	20,000	58,158	41,950	304,775	**424,883**
Depreciation					
At 1 January 2011	20,000	50,934	41,950	278,067	**390,951**
Charges for the year	-	3,078	-	17,110	**20,188**
At 31 December 2011	20,000	54,012	41,950	295,177	**411,139**
Net book value					
At 31 December 2011	-	**4,146**	-	**9,598**	**13,744**
At 1 January 2011	-	**2,124**	-	**26,176**	**28,300**

10. Debtors

	2011	2010
	£	£
Trade debtors	361,398	305,139
Amounts owed by group undertakings	18,364,740	14,552,886
Other debtors	1,745	17,112
Prepayments and accrued income	37,536	114,537
Deferred tax	-	83,852
	18,765,419	15,073,526

Notes to the financial statements

for the year ended 31 December 2011 (*continued*)

11. Creditors: amounts falling due within one year

	2011 £	2010 £
Trade creditors	16,463	15,612
Amounts owed to group undertakings	5,743,142	1,302,781
Other taxation and social security costs	-	3,644
Accruals and deferred income	11,187	84,659
Other creditors	47,168	20,812
Corporation tax	775,708	367,871
Deferred tax	17,928	-
	6,598,056	1,795,379

12. Issued share capital

		2011		2010
Allotted, called up and fully paid	No	£	No.	£
Ordinary shares of £1 each	72,898	72,898	72,898	72,898

13. Movements on reserves

	Share premium account	Profit and loss account	Capital redemption reserve
	£	£	£
At 1 January 2011	2,654,265	11,342,340	5,227
Loss for the financial year	-	(90,720)	-
At 31 December 2011	2,654,265	11,251,620	5,227

14. Reconciliation of shareholders' funds

	2011 £	2010 £
Opening shareholders' funds	14,074,730	12,024,748
(Loss)/Profit for the financial year	(90,720)	2,049,982
Closing shareholders' funds	13,984,010	14,074,730

Notes to the financial statements

for the year ended 31 December 2011 (*continued*)

15. Reconciliation of operating profit to net operating cash flows

	2011	2010
	£	£
Operating (loss)/profit	(136,508)	2,872,498
Depreciation charges	20,188	30,175
(Increase)/decrease in debtors	(3,775,745)	(3,473,472)
Increase/(decrease) in creditors	4,390,452	(134,355)
Net cash (outflow)/inflow from operating activities	498,387	(705,154)

16. Reconciliation of net cash flows to movement in net funds

	2011	2010
	£	£
Increase / (decrease) in cash in the year	1,048,159	(721,332)
Net funds at 1 January	768,284	1,489,616
Net funds at 31 December	1,816,443	768,284

17. Analysis of net funds

	At 1 January 2011	Cash Flows	Exchange Loss	At 31 December 2011
	£	£	£	£
Cash at bank and in hand	768,284	1,062,256	(14,097)	1,816,443

18. Other financial commitments

At 31 December 2011 the company had annual commitments under non-cancellable operating leases expiring as follows

	Land and buildings 2011 £	Land and buildings 2010 £
In one to two years	-	70,875
In two to five years	-	-
After five years	-	-
	-	70,875

19. Related party transactions

The Company has taken advantage of the exemption granted by paragraph 3(c) of the Financial Reporting Standard 8, Related Party Disclosures, not to disclose transactions with other group companies or interests of the Group who are related parties

20. Ultimate parent undertaking and controlling party

Due to its 86% shareholding in the issued share capital of the company, the immediate parent undertaking is Cibernet Corporation, a company incorporated in the United States of America
The ultimate parent undertaking is WP Roaming IV S à r l , a company incorporated in Luxembourg The largest group in which the results of the company are consolidated is WP Roaming III S à r l The controlling party is Warburg Pincus Copies of WP Roaming III S à r l 's group financial statements may be obtained from 18 Mansell Street, London, E1 8AA

21. Subsequent events

On 3 July 2012 the Group announced that in a strategic move to expand its global reach and scale, Syniverse, a US based group, has signed a definitive agreement to acquire WP Roaming III S à r l and its subsidiaries for cash consideration of approximately €550 million, subject to regulatory approvals Once closed, the transaction is expected to be accretive within the first year of closing the transaction