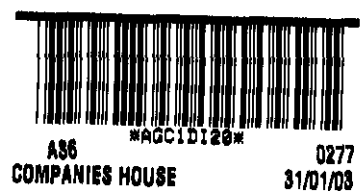


Misys Regulatory Services Limited

Financial statements 31 March 2002
together with directors' and auditors' reports

Registered number: 04219521



Directors' report

For the period to 31 March 2002

The directors present their annual report on the affairs of the company, together with the financial statements, for the period to 31 March 2002.

Principal activity and business review

The company was incorporated on 18 May 2001 as Retroposter Limited. During the period the company changed its name to Misys Regulatory Services Limited.

The company did not trade during the period to 31 March 2002 and consequently reports no turnover or operating result for the period to 31 March 2002.

No dividend is proposed.

Directors and their interests

The directors who served during the period to 31 March 2002 were:

		31 March 2002	Date of Appointment
Misys plc 1p ordinary shares			
N Ansell	(appointed 28 March 2002)	-	-
J P Casey	(appointed 7 June 2001, resigned 11 December 2001)		
R K Graham	(appointed 31 October 2001, resigned 28 March 2002)		
R L Ham	(appointed 31 October 2001, resigned 28 March 2002)		
I Martin	(appointed 28 March 2002)		
M Summerfield	(appointed 29 April 2002)	-	-
M T Wadelin	(appointed 27 March 2002)		
K J Budge	(appointed 2 May 2002)		
A J Pare	(appointed 25 April 2002)		
C Chapman	(appointed 7 June 2001, resigned 31 October 2001)		
Instant Companies Ltd	(resigned 7 June 2001)		

No Directors had any interest in the shares of the company during the period.

I Martin, M T Wadelin and K J Budge are Directors of an intermediate parent company, DBS Management plc, and their interest in shares, share options schemes and share incentive plans all of Misys plc are shown in the financial statements of that company.

The remaining directors had the following interests in the share option schemes of Misys plc.

	Non performance related options	Performance related options	Savings-related options	Total 2002	2001 or date of appointment
N Ansell	30,000	52,533	6,136	88,669	88,669
M Summerfield	0	27,463	0	27,463	27,463

Directors' report (continued)

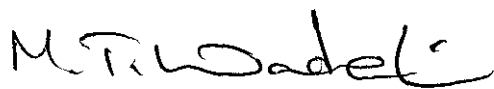
For the period to 31 March 2002

Full details of these schemes can be found in the Misys plc accounts, which are publicly available.

Auditors

PricewaterhouseCoopers were appointed as auditors during the year to fill a vacancy following the resignation of Arthur Andersen. The directors will place a resolution before the annual general meeting to reappoint PricewaterhouseCoopers as auditors for the ensuing year.

On behalf of the Board,

A handwritten signature in black ink, appearing to read 'M T Wadelin', with a stylized flourish at the end.

M T Wadelin

Director

12 July 2002

Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 which 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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention of fraud or other irregularities.

The directors confirm that the financial statements comply with the above requirement.

Profit and loss account
For the period to 31 March 2002

The company has not traded in the period to 31 March 2002 and consequently has made neither a profit nor a loss or any other recognised gain or loss in the period.

Balance Sheet
As at 31 March 2002

	Note	31 March 2002 £
Current assets		
Cash		1
Net assets		<u>1</u>
Capital and reserves		
Called-up share capital	4	1
Equity shareholders' funds		<u>1</u>

For the period ended 31 March 2002 the Company was entitled to the exemption under section 249AA(1) of the Companies Act 1985. Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts 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 its profit or loss for the financial year, in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements comprising the profit and loss account, balance sheet and related notes were approved by the Board on 12 July 2002 and signed on its behalf by:

A J Pare
Director



M T Wadelin
Director



Notes to financial statements

For the period to 31 March 2002

The accompanying notes are an integral part of these financial statements.

1 Accounting policy

The principal accounting policy which has been applied consistently throughout the period to 31 March 2002 is set out below:

Basis of accounting

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

2 Result on ordinary activities before taxation

The company has not traded in the period to 31 March 2002.

3 Staff Costs

The directors received no emoluments in respect of their services to the company and no other persons were employed by the company during the period to 31 March 2002.

Auditors' remuneration for audit services was borne by the company's parent undertaking DBS Management plc.

4 Called-up share capital

	31 March 2002 £
<i>Authorised:</i>	
1,000 ordinary shares of £1 each	<u>1,000</u>
<i>Allotted, called-up and fully-paid:</i>	
1 ordinary share of £1 each	<u>1</u>

5 Ultimate parent company and controlling party

The ultimate parent company and controlling party is Misys plc, a company registered in England and Wales.

The largest and smallest group in which the results of Misys Regulatory Services Limited are consolidated is that headed by Misys plc. The consolidated financial statements of this group are available to the public and may be obtained from Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP.

There are no other related party transactions.