Financial Statements
Attenda Limited

For the year ended 31 December 2012

Registered number: 3276974

Company Information

Company number	3276974
Company secretary	P Howard
Directors	M Fowle P Howard
Registered office	One London Road Staines TW18 4EX
Auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 1020 Eskdale Road IQ Winnersh Wokingham Berkshire RG41 5TS

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Directors' Report
For the year ended 31 December 2012

The directors present their report and the financial statements for the year ended 31 December 2012

The financial statements contain information about Attenda Limited ("Attenda" or "the Company") as an individual company, the ultimate parent company Amphora Topco Limited produces consolidated accounts, which are publicly available

Business review, principal activities and future developments

The Company's principal activity is the operation and management of business critical IT systems, with a strategy to become the "Home of Business Critical IT" throughout the next decade by delivering a client business–centric service via a proprietary cloud delivery platform

Attenda's purpose is to deliver complete Peace of Mind - through building Enduring Relationships with its Clients, facilitating the right choices to Harness Technology, driving successful Business Outcomes Winning companies are those first to anticipate new opportunities, take advantage of disruptive events and respond quickly to competitive manoeuvres, this capability can only be realised through a very different approach to technology and service Attenda calls this approach Business Critical IT - the combination of business outcome focus, structured engagement methodology and supporting services & infrastructure

So what does Business Critical IT mean for Services

- Stronger focus on performance, security and recoverability, as well as availability
- Willingness and ability to customise, if and when required
- Transparency regarding architecture – 'Best for Need' approach, location agnostic
- Monitoring of application service at the point of consumption – as experienced by the users
- Awareness and monitoring of business outcomes- even if these are not tied into the SLA
- Provision of Service Visibility with coherent reporting and KPI Dashboards, linked to business outcomes

Attenda's managed services, consultancy and key capabilities address broad IT issues Through the coherent grouping of services and capabilities, Attenda aims to solve a specific set of business problems of challenges, backed by our credible track record

Attenda's proven operational foundation ensures that it's Clients can achieve better business outcomes, whilst supporting innovation and optimisation This enables Clients to focus on strategy and their business - making them more competitive

Attenda currently focuses on mid-market organisations in the United Kingdom and also has clients in Germany

Attenda has four propositions

- **Critical Applications**
  Keeping Business Transacting - Attenda runs Critical Applications, focusing at the business transaction level, optimising service delivery, whilst maintaining the availability, performance and security of the end to end business process

- **Cloud Services**
  Journey to a Cloud - Attenda is leading the transition to business-centric Cloud Services, delivered against business outcome focused SLAs, enabling you to quickly realise the benefits of scalability, agility and integration

Directors' Report
For the year ended 31 December 2012

- **End User Computing**
  Improving End User Productivity - Attenda is helping clients to overcome the challenges of and reap the benefits of desktop virtualisation, enabling increased workforce mobility, improved data security, creating remote working opportunity and BYOD choices

- **Hosting and Infrastructure Management**
  Managing from Anywhere - Attenda's data centre operations drive business value for its clients, for the lifetime of their contract, through improved service quality, increased agility and reduced total cost of ownership

The results for the company show an operating profit of £3,399k (2011 £1,977k) and revenues of £35,487k (2011 £31,517k)

Key performance indicators

During 2012 Attenda made significant progress with operating profit improving by 72% year on year and revenues growing 12 5% year on year

In 2013 it is forecast that Attenda will continue growth in revenues and profitability, based on a contracted backlog of unrecognised revenues of over £77m at the start of 2013 and budgeted sales to new and existing clients

Business environment and strategy

Attenda's market – the management of enterprise and internet facing application infrastructure (a subset of the operations segment of the overall IT services market) – continues to mature and grow and the trend from in-house to outsourcing is likely to be sustained in the mid-market for many years to come The opportunity remains to manage the computer rooms of mid-market organisations so that they can focus on their core business

Attenda differentiates itself in this space through leveraging its best of breed operations platform – Attenda M O together with its Virtualisation Platform – and is pursuing a vision of delivering service around a business-based Service Level Agreement supported by management reporting across a range of market propositions underpinned by operation certainty During 2012 this differentiation was extended through the establishment of a Consulting and Professional Services (CaPS) team Attenda's CaPS portfolio offers a range of Consulting and Professional Services that complement and enhance Attenda's IT Managed Services Delivered by specialist consultants, with the right experience to do the job in hand, CaPS provides a range of business and technology services that are specifically designed to meet its Clients' needs

Attenda's strategy is to maintain its strong organic growth, working with strategic partners to introduce new clients and to broaden the services delivered to existing clients and to complement this growth with appropriate M&A

The prevailing economic climate continues to be of concern but Attenda's market has exhibited some resilience to the downturn and the Company believes it can continue to grow through this challenging period as evidenced during 2012 During 2012 Attenda established a new office in Caerphilly in Wales, which was fully operational by mid-year, which will tap into the talent pool in South Wales to complement the Staines office in the South East of London

Directors' Report
For the year ended 31 December 2012

Results and dividends

The profit for the year, after taxation, amounted to £908k (2011 - £647k)

Research and development

The Company continues to invest in extending its products and services whilst delivering continuous improvement to those services During 2012 emphasis continued to be placed on the automation of process in both service deployment and service support

Investment in Attenda's Virtualisation Platform, a scalable, demand-based IT infrastructure supporting cloud services continues alongside the continual development of Attenda M O , our operations platform A range of new services were launched in 2012 including managed services using Amazon Web Services and enhanced security services In 2013 Attenda will extend its current data centre estate establishing a suite in Datum Datacentres new state of the art facility in Farnborough Further development of services will continue

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks, these risks are identified and mitigated where appropriate The key business risks affecting the Company relate to competition The market remains competitive and there is pricing pressure, especially as client contracts come up for renewal In order to mitigate this risk Attenda continues to expand its offerings and increase the value-add provided to clients and carefully monitors client satisfaction to help understand clients' expectations and whether their needs are being met

In the current economic climate there is an increased risk that existing clients may experience financial difficulties and Attenda includes client attrition in its forecasts However client concentration is such that the business is not overly exposed to any one client or group of clients

The business continues to have a sound backlog of contracts and has a long track record of consistent revenue and profit growth coupled with cash generation – this is based on very strong recurring annuity revenues which provide a predictable and robust forward revenue stream

Employee involvement

The company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the company This is achieved through formal and informal meetings Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned 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 It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees

Post balance sheet events

None

Directors' Report
For the year ended 31 December 2012

Going Concern

The company's business activities, together with the factors likely to affect its future development and performance are set out in the Directors' Report

In conclusion, the directors have a reasonable expectation, consistent with their forecasting procedures and the repayments due on the various loans within the group, that the company and the group have adequate resources to continue in operational existence for the foreseeable future Consequently, they continue to adopt the going concern basis in preparation of the annual report and accounts

Directors

The directors who served during the year were

M Fowle
P Howard

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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,
- 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

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

Directors' Report

For the year ended 31 December 2012

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

This report was approved by the board and signed on its behalf

Paul Howard

P Howard
Director

Date 26/04/2013

Grant Thornton

Independent Auditor's Report to the Members of Attenda Limited

We have audited the financial statements of Attenda Limited for the year ended 31 December 2012, which comprise the Profit and loss account, the Balance sheet and the related notes The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor
As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements
A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www frc org uk/apb/scope/private cfm

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 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter 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

Grant Thornton

Independent Auditor's Report to the Members of Attenda Limited

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

Grant Thornton UK LLP

James Rogers (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Chartered Accountants
Statutory Auditor
Reading
Date 26 April 2013

Profit and Loss Account

For the year ended 31 December 2012

	Note	2012 £000	2011 £000
Turnover	1,2	**35,487**	31,517
Cost of sales		**(21,359)**	(19,849)
Gross profit		**14,128**	11,668
Distribution costs		**(2,630)**	(2,460)
Administrative expenses		**(7,599)**	(6,156)
Exceptional administrative expenses		**(500)**	(1,075)
Total administrative expenses		**(8,099)**	(7,231)
Operating profit	5	**3,399**	1,977
Interest receivable and similar income	3	**-**	146
Interest payable and similar charges	4	**(1,896)**	(651)
Profit on ordinary activities before taxation		**1,503**	1,472
Tax on profit on ordinary activities	8	**(595)**	(825)
Profit for the financial year	16	**908**	647

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the Profit and loss account

The notes on pages 10 to 19 form part of these financial statements

Attenda Limited
Registered number. 3276974

Balance Sheet

As at 31 December 2012

	Note	£000	2012 £000	£000	2011 £000
Fixed assets					
Tangible assets	9		**7,418**		6,390
Current assets					
Debtors	11	**11,964**		11,870	
Cash at bank		**4,175**		3,549	
		16,139		15,419	
Creditors: amounts falling due within one year	12	**(10,094)**		(10,483)	
Net current assets			**6,045**		4,936
Total assets less current liabilities			**13,463**		11,326
Creditors: amounts falling due after more than one year	13		**(3,658)**		(2,429)
Net assets			**9,805**		8,897
Capital and reserves					
Called up share capital	15		-		-
Profit and loss account	16		**9,805**		8,897
Shareholders' funds	18		**9,805**		8,897

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

M Fowle
Director

Date 26/4/13

The notes on pages 10 to 19 form part of these financial statements

Notes to the Financial Statements
For the year ended 31 December 2012

1. Accounting Policies

1.1 Basis of preparation of financial statements

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

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006 These financial statements therefore present information about the company as an individual undertaking and not about its group

1 2 Turnover

Turnover is stated net of value added tax and trade discounts Deployment revenues are recognised over the length of the set-up period on a percentage to completion basis Recurring revenues are recognised on a straight line basis, from ready for service to the end of the contract Flowthrough revenues are recognised in full once fulfilment has been achieved

1 3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

1 4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at historical cost less accumulated depreciation

Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for intended use

Depreciation is provided at rates calculated to write off the cost less estimated residual value of fixed assets on a straight line basis over their estimated useful lives as follows

Leasehold Improvements	-	5 years
Fixtures, fittings and equipment	-	3 years/5 years

1.5 Investments

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment Impairment reviews are performed by the directors when there has been an indication of potential impairment

Notes to the Financial Statements
For the year ended 31 December 2012

1. Accounting Policies (continued)

1.6 Deferred taxation

Deferred tax 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

A net deferred tax asset is recognised 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 against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on an undiscounted basis

1.7 Pensions

The company operates a money purchase pension scheme There were £69k (2011 £100k) of contributions outstanding at the year end

The assets of the pension scheme are held separately to that of the company and the pension cost charge represents contributions payable to the scheme

1 8 Foreign currencies

Trading activities denominated in foreign currencies are recorded in sterling at actual exchange rates as of the date of the transaction Monetary assets and liabilities denominated in foreign currencies at the year end are reported at rates of exchange prevailing at the year end Any resulting exchange gain or loss is dealt with in the profit and loss account

1.9 Finance Leases

Assets acquired under finance leases are recorded in the balance sheet as tangible fixed assets at their equivalent capital value and are depreciated over their useful economic life The corresponding liability is recorded as a loan creditor and the interest element of the finance charge is charged to the profit and loss account over the lease period or its estimated useful life, whichever is shorter

1.10 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term

1 11 Research and development

Research and development expenditure is written off in the profit and loss account in the period in which it is incurred

Notes to the Financial Statements
For the year ended 31 December 2012

2. Turnover

The whole of the turnover is attributable to the principal activities undertaken by the company

All turnover arose within the United Kingdom

3. Interest receivable and similar income

	2012 £000	2011 £000
Income on early settlement of finance leases	-	63
Interest receivable	-	83
	-	146

4. Interest payable and similar charges

	2012 £000	2011 £000
Interest payable on bank facility	-	1
Interest and finance charges recharged from group undertakings	1,257	-
Interest payable on finance leases	639	650
	1,896	651

5. Operating profit

The operating profit is stated after charging

	2012 £000	2011 £000
Depreciation of tangible fixed assets		
- owned by the company	3,314	2,938
Auditor's remuneration	45	48
Auditors' remuneration - taxation services	8	8
Operating lease rentals		
- plant and machinery	16	12
- other operating leases	2,484	2,637
Difference on foreign exchange	57	44
Exceptional administrative expenses	500	1,075

Included in the operating profit are exceptional administrative expenses consisting of one off administative expenses In the year ended 31 December 2011 the exceptional administrative expenses also included compensation for loss of office for senior management and professional fees in respect of a business forecasting model

Notes to the Financial Statements

For the year ended 31 December 2012

6. Staff costs

Staff costs, including directors' remuneration, were as follows

	2012 £000	2011 £000
Wages and salaries	**14,519**	12,733
Social security costs	**1,578**	1,428
Other pension costs	**774**	688
	16,871	14,849

The average monthly number of employees, including the directors, during the year was as follows

	2012 No.	2011 No
Selling and distribution	**213**	188
Administration	**48**	45
	261	233

7. Directors' remuneration

	2012 £000	2011 £000
Emoluments	**503**	351

During the year retirement benefits were accruing to 2 directors (2011 - 2) in respect of defined contribution pension schemes

The highest paid director received remuneration of £267k (2011 - £254k)

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £20k (2011 - £19k)

Notes to the Financial Statements

For the year ended 31 December 2012

8. Taxation

	2012 £000	2011 £000
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	**11**	12
	11	12
Foreign tax on income for the year	**6**	9
Total current tax	**17**	21
Deferred tax (see note 14)		
Origination and reversal of timing differences	**578**	804
Tax on profit on ordinary activities	**595**	825

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 24 5% (2011 - 26 49%) The differences are explained below

	2012 £000	2011 £000
Profit on ordinary activities before tax	**1,503**	1,472
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24 5% (2011 - 26 49%)	**368**	390
Effects of		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	**42**	23
Fixed asset timing differences	**812**	(203)
Utilisation of tax losses	**(1,175)**	(186)
Additional deduction for R&D expenditure	**(49)**	-
Short term timing difference	**13**	(1)
Foreign tax credits	**6**	9
Group relief	**-**	(8)
Marginal relief	**-**	(3)
Current tax charge for the year (see note above)	**17**	21

Notes to the Financial Statements

For the year ended 31 December 2012

9. Tangible fixed assets

	Short Leasehold £000	Fixtures, fittings and equipment £000	Total £000
Cost			
At 1 January 2012	427	21,732	22,159
Additions	-	4,342	4,342
Disposals	-	(1,862)	(1,862)
At 31 December 2012	427	24,212	24,639
Depreciation			
At 1 January 2012	427	15,342	15,769
Charge for the year	-	3,314	3,314
Disposals	-	(1,862)	(1,862)
At 31 December 2012	427	16,794	17,221
Net book value			
At 31 December 2012	-	7,418	7,418
At 31 December 2011	-	6,390	6,390

The above amounts includes assets held under finance leases amounting to £6,007k at cost (2011 £6,782k) As the substance of the transaction is a secured loan, the asset has remained on the balance sheet and the sale price reflected as a liability

10. Investments

As at 31 December 2012 and 31 December 2011, the company held 100% of the ordinary share capital of Attenda GmbH, a company incorporated in Germany and involved in the selective outsourcing and management of vital computer applications

11. Debtors

	2012 £000	2011 £000
Trade debtors	5,069	5,145
Amounts owed by group undertakings	718	-
Other debtors	269	592
Prepayments and accrued income	2,104	1,764
Deferred tax asset (see note 14)	3,804	4,369
	11,964	11,870

Notes to the Financial Statements
For the year ended 31 December 2012

12. Creditors:
Amounts falling due within one year

	2012 £000	2011 £000
Net obligations under finance leases	2,134	2,094
Trade creditors	1,759	2,394
Amounts owed to group undertakings	-	516
Corporation tax	-	12
Social security and other taxes	1,451	1,768
Other creditors	94	114
Accruals and deferred income	4,656	3,585
	10,094	10,483

13. Creditors:
Amounts falling due after more than one year

	2012 £000	2011 £000
Net obligations under finance leases	3,658	2,429

Obligations under finance leases and hire purchase contracts, included above, are payable as follows

	2012 £000	2011 £000
Between one and five years	3,658	2,429

Finance leases

Future minimum payments under finance leases are as follows

	2012 £000	2011 £000
Within one year	2,371	2,513
Between one and five years	3,658	2,312
Total gross payments	6,029	4,825
Less finance charges included above	(237)	(302)
Total	5,792	4,523

Notes to the Financial Statements
For the year ended 31 December 2012

14. Deferred tax asset

	2012 £000	2011 £000
At beginning of year	**4,369**	5,186
Charged for year	**(578)**	(817)
Other movements	**13**	-
At end of year	**3,804**	4,369

The deferred tax asset is made up as follows

	2012 £000	2011 £000
Fixed asset timing differences	**2,878**	1,500
Tax losses carried forward	**913**	2,862
Short term timing differences	**13**	7
	3,804	4,369

15. Share capital

	2012 £000	2011 £000
Authorised, allotted, called up and fully paid		
1 ordinary share of 1p	-	-

16. Reserves

	Profit and loss account £000
At 1 January 2012	8,897
Profit for the year	908
At 31 December 2012	9,805

Notes to the Financial Statements

For the year ended 31 December 2012

17. Operating lease commitments

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings		Other	
	2012	2011	**2012**	2011
	£000	£000	**£000**	£000
Expiry date.				
Within 1 year	**74**	28	**-**	-
Between 2 and 5 years	**1,870**	1,870	**16**	16
After more than 5 years	**480**	480	**-**	-

18. Reconciliation of movement in shareholders' funds

	2012	2011
	£000	£000
Opening shareholders' funds	**8,897**	19,195
Profit for the year	**908**	647
Dividends (Note 19)	**-**	(11,341)
FRS20 charge for employee share schemes	**-**	53
Other reserves movement	**-**	343
Closing shareholders' funds	**9,805**	8,897

The other reserves movement in 2011 related to the repayment of a £343,000 loan made to the Attenda EBT which had previously been written off directly to reserves under UITF 38

19. Dividends

	2012	2011
	£000	£000
Dividends paid on equity capital	**-**	11,341

20. Related party transactions

The company has taken advantage of the exemption provided by Financial Reporting Standard 8 'Related Party Disclosures' not to disclose transactions with fellow group undertakings controlled by Amphora Topco Limited where 100% of the voting rights are controlled within the group

21. Contingent liabilities

There exists an unlimited cross guarantee between Attenda Limited in favour of HSBC plc, which gives HSBC plc a floating charge of all assets owned by the company

Notes to the Financial Statements

For the year ended 31 December 2012

22. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Amphora Acquisitions Limited and the ultimate parent undertaking is Amphora Topco Limited Both companies are incorporated in the United Kingdom

Amphora Midco Limited and Amphora Topco Limited are respectively the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 31 December 2012 The consolidated financial statements of Amphora Midco Limited and Amphora Topco Limited are available from Companies House on request

The ultimate controlling party is Darwin Private Equity LLP which manages a majority of the shares in Amphora Topco Limited