Access Intelligence

Annual Report and Accounts 2010

for the year ended 30 November 2010
Stock Code: ACC

Welcome

Access Intelligence Plc is a leading supplier of compliance Software-as-a-Service solutions.

Access Intelligence is the parent Company of a Group of businesses providing compliance solutions for the financial services, retail and pharmaceuticals sectors as well as the procurement and media departments of both public and private sector organisations.

Strategy

With particular focus on Software-as-a-Service (SaaS) delivery, Access Intelligence continues to develop organically and invest in businesses with:

Strong, defensible recurring revenues

The SaaS model provides predictable revenue and earnings growth generating good levels of free cash flow or attractive returns on the capital reinvested in the business.

High customer retention rates

Our compliance solutions build long-term customer loyalty within regulated industries.

Compliance solutions in regulated industries

The market for compliance-based software solutions is driven by mounting legislation as the business environment becomes more regulated.

Strong management teams

We seek to retain, support and develop existing staff wherever possible. However, we also have the ability to attract leading industry executives to supplement or replace existing teams should the business require it.

Cross-selling opportunities

We identify businesses that complement our existing product divisions in order to encourage cross-and up-selling across the whole Group.

Highlights

Revenue

£7.98m

2009: £5.77m

Gross Margin

£5.73m

2009: £3.18m

Adjusted Operating Profit/(Loss)

£1.48m

2009: £0.58m

Profit/(Loss) before Tax

(£1.55m)

2009: £0.52m

Operational

- Focus on Software-as-a-Service sales/recurring revenue
- Tough stance on operational costs
- Continuous investment in product R&D

Contents

Compliance at a Glance

Procurement

Procurement & contract management solutions operating in a SaaS environment. ProContract Suite's integrated esourcing and contract management solutions assist procurers in the sourcing of goods and services creating competition, lowering costs and managing supply chain risk. The solutions are used by more than 200 organisations. Compliance driven by the UK Anti-Bribery Act 2010 which proposes that both Public and Private organisations will be subject to new laws on bribery and corruption. Due North is the leading provider of procurement solutions to the Public Sector in the UK.

Brands

ProContract Suite includes:

ProTender	ProQuest
ProAuction	ProEvaluate
ProRegister	ProSpend

Customers include:

- Bank of England
- Metropolitan Police
- Met Office
- Ladbrokes
- Leeds Teaching Hospital
- Newcastle University
- Kent County Council

Customers say:

" The Due North Solution has proved invaluable in managing tenders by streamlining and simplifying the process internally and improving interaction with suppliers. The portal helped our organisations to maximise their purchasing power, secure the best value for money from suppliers and deliver tangible cost and time savings."

A major group of Housing Associations

" The Due North eprocurement portal has truly transformed our procurement processes, allowing more time for strategy and development of markets by making tendering easier, more secure and more manageable for buyers and suppliers. It has helped to automate the overall process to achieve tangible cost and time savings."

A major NHS organisation

Training & Competence

Gold standard training & compliance solutions delivered into highly regulated industries. We have three brands in this division — MS2M delivers SaaS compliance solutions addressing the Retail Distribution Review into the financial services sector and Cobent delivers compliance training solutions into the FDA, FSA and HSE markets. Both solutions allow global companies to track all areas of competency in their organisations in a compliant and auditable manner.

Solcara's federated search technology Solsearch has seen steady growth in 2010 connecting lawyers, compliance and risk managers and information professionals to all the information they need when they need it. The software improves efficiencies and reduces costs.

Brands

TrackRecord
Learning Compliance Suite (LCS)
Controlled Document Manager (CDM)

Customers include:

- RBS
- Aviva
- Eli Lilly
- The UN
- Dixons Retail
- Ladbrokes
- Dentsply

Customers say:

" Cobent had the perfect solution and we're looking forward to using a totally integrated,electronic and compliant system which will help us to pass these inspections with ease."

Roxana Jackson, MSD Biologics Compliance Training Manager

" Centric has been able to realise the improvements we sought when implementing the Cobent LCS. Our patient-centred health management approach to our business has been improved by delivering relevant, timely content to our staff — leaving them additional time to service our patients while continuing to be highly trained – and utilising the system's capabilities to improve the efficiency of our measurement and analysis activities."

Doug Carlson, Director, Quality Assurance, Centric Health Resources

Stakeholder Interactions Management

SaaS based solutions transforming the way organisations manage media and other stakeholder interactions in order to protect reputation, assist compliance, and maximise value. The software ensures communications teams have access to the briefing papers, strategy documents, and lines to take on all of the issues that affect a global organisation All teams have visibility of what is being communicated, when and by whom. Within this subsidiary we also have a suite of incident management software, hosted online. Applications include a secure notification system and online virtual incident room through which security and safety incidents can be managed.

Brands

VUELIO
Newsflash
Spotlight
ControlPoint

Customers include:

- Astra Zeneca plc
- BG Group plc
- Civil Aviation Authority
- Carphone Warehouse Group plc
- Health and Safety Executive
- Maritime and Coastguard Agency
- RBS Group plc
- United Utilities plc
- EasyJet
- ING
- Thomas Cook

Customers say:

"Prior to using the software the media relations team relied on a combination of email and documents held on our network and PCs, which made it very difficult to respond quickly and consistently to press enquiries. AIMediaComms solution provides the media team and our key spokespeople with instant access to the information they need minute by minute, and because it is hosted we can access it securely over the Internet from wherever we happen to be."

Head of Media Relations, Major regulated company listed on the LSE

IT Support Services

Willow Starcom provides IT Support, Solutions and Hosted Applications to over 500 clients across the UK on a 24 X 7 X 365 basis. The Company specialises in delivering infrastructure, data security and data protection, with on-site, remote or in-cloud implementation.

Brands

Backup & Running
STARSCAN
STAR Server Monitor
Willow Starcom

Customers include:

- Cardinal Newman College
- Chorley Borough Council
- Fairfield Independent Hospital
- Hargreave Hale
- Komatsu UK
- Michell Bearings (a member of the Rolls-Royce Group)
- Siemens VAI Metals Technologies
- Stanley International Betting

Customers say:

"Willow Starcom has helped us to significantly reduce our IT maintenance budget over the last two years. The quality of service has been excellent and Willow Starcom has been able to provide the response time that this Hospital demands."

Tom Harrison, Director of Finance, Performance and IT, Fairfield Independent Hospital.

Chairman's Statement

Michael Jackson

> " The board intends to grow Access Intelligence both organically and by acquisition, with an emphasis on developing recurring revenues and building compliance related solutions. "

I am pleased to announce our results for the year ended 30 November 2010, a period in which the group has continued to make considerable strategic and financial progress. Our overall strategy as a compliance Software-as-a-Service provider remains our priority and drives our activities. With the exception of the recently acquired Cobent Limited significant progress was made in all areas of the business in 2010.

Results

Group turnover from continuing activities increased by 38% to £7,974,381 (2009: £5,772,000). Like for like sales growth was £ 1,239,913 up 21%. Adjusted profits from trading activities were up 153% to £1,479,960 (2009: £584,000). A goodwill impairment of £2,600,000 (2009: nil), acquisition costs of £98,276 (2009: nil), compensation for loss of office £124,080 (2009: nil) and share based payment charge of £53,004 (2009: nil) reducing the trading profit to a loss for the year attributable to the equity holders of the parent company of £1,562,427 (2009: profit £601,892).The basic loss per share from continuing operations was 0.72p (2009: profit 0.36p). The group had net cash and bank balances of £2,214,278 (2009: £1,714,243).

The continued focus on the Software-as-a-Service business model has enabled the Group to build its long-term visibility of revenues and for the year under review recurring revenues accounted for 65% (2009: 61%) of total revenues at £5,240,950 (2009: £3,461,280).

The directors are unable to recommend the payment of an ordinary dividend. However, it is the board's intention to begin dividend payment in the future and it will be seeking the authority of shareholders at the forthcoming General Meeting to authorise the capital reconstruction that will be required to allow such payments to begin.

Acquisitions

On 1 March 2010 the group announced the acquisition of the entire share capital of Cobent Limited, a training and compliance software delivery business for £5.2 million. Cobent was founded in 2003 and has developed a 'gold standard' training and compliance delivery platform operating in a number of markets including FDA, FSA and HSE regulated industries. It remains the board's view that the Cobent delivery platform fits the group's compliance Software-as-a-Service provider strategy well and long-term will provide significant synergy benefits across most of the group.

→ Group repositioned as a provider of compliance Software-as-a-Service solutions

→ Acquisition of Cobent Limited

→ Sale of Wired-Gov Limited in May

→ Joanna Arnold joins the board as Corporate Development Director

Of the £5 million due at completion, £3 million was paid in cash, £2 million in vendor shares whilst the final £200,000 cash payment was made in June 2010. The £3 million was funded through the placing of 60 million new ordinary shares at 5p. The vendors also received 33.3 million new ordinary shares priced at 6p per share, giving an average issue price per share of 5.4p. The costs of the acquisition were £98,276 expensed through the profit and loss account and £130,265 fund raising costs charged directly to the share premium account.

During this financial year Cobent contributed an operating profit of £183,153 which was below management's initial expectations at the date of acquisition. However this lower than expected performance and the current need to rebuild both the sales and marketing team and the sales pipeline have led to the directors deciding upon a goodwill impairment charge for the year of £2,600,000. Despite this setback the board remains confident that Access Intelligence has an excellent software product in the Cobent Learning Compliance Suite.

In February 2011, the Group establishing a new management team at Cobent and the Company is being streamlined to bring costs in line with current sales levels.

Disposal
In May 2010 the Group sold Wired-Gov Limited to its management for £142,692 in cash. The direct costs of the sale were £7,000 together with the write-off of the inter-company balance of £50,954. Wired-Gov Limited was fundamentally an on-line publisher and as such did not sit comfortably with our compliance led strategy.

Convertible Loan Notes
In June and July 2009 the Group raised £1,850,000 by way of Convertible Loan Notes to fund the acquisition of Ether Ray Ltd, now trading as AI Media & Communications Ltd. These Loan Notes have a coupon of 6% per annum and convert at 4p. In September 2010 £100,000 were converted to equity.

Until December 2010 the Company had the authority to elect to redeem these loans at par plus a 10% premium. A decision was taken in November by the board not to exercise this right and so these loan notes will all convert in June 2014 or such earlier date as the loan note holders may elect. At the next balance sheet date these loans will form a part of the shareholders equity.

Operations — Software-as-a-Service segment
As part of its overall strategy, the Group has focused on delivering services through three core divisions: e-Procurement, training & compliance and stakeholder relationship and reputation management, supported by the IT support services division.

e-Procurement
Due North had another successful year, opening 25 new accounts despite a general slowdown in public sector decision making after the election. Recurring revenues have reached £105,000 per month (2009: £80,000), resulting in a record turnover for the subsidiary.

Due North is successfully developing its private sector offering and investment in sales and marketing in this area has been rewarded with early wins including Tenet Education Services. Demand for services such as Managed Tenders and Auctions, further contributed to Due North's market leadership in the public sector.

Recurring Revenues

up 65%

R&D Spend

£0.8m

Chairman's Statement

2011 brings further strategic investment in our e-Procurement and supplier relationship solutions to help build on our early successes in the private sector and drive Due North's reputation as an innovator in the procurement market.

Stakeholder Relationship and Reputation Management

AI Media & Communications Ltd (AIMediaComms) continued to cement its leadership position in the public sector market whilst benefiting from private sector wins including Carphone Warehouse, RBS and Northern Gas. The merged Solcara Spotlight and EtherRay acquisitions, renamed AI Media & Communications Ltd on 1 December 2009, resulted in the launch of Vuelio and the repositioning of the combined entity as a major provider of stakeholder relationship management software. Recurring revenues have reached £145,000 per month (2009: £100,000) as a result of extending the product reach to incorporate broader stakeholder teams and expanding our overseas accounts including BG Group.

2011 brings further investment in strategic sales and marketing to position AIMediaComms as a major provider in the corporate sector.

A further offering in this segment is AIControlPoint which has developed a suite of incident management software, hosted online. Applications include a secure notification system and online virtual incident room through which security and safety incidents can be managed. This forms part of the Group's solution for those companies who take their reputation management responsibilities seriously.

Training & Compliance

MS2M produced a significant turnaround in profitability in 2010, delivering a strong financial performance through strategic relationships with RBS and Aviva. In 2011 management will bring significant focus to the sales and marketing activity on the TrackRecord product as a key risk mitigation solution for the financial services sector.

Cobent, the Group's latest acquisition, despite starting well by winning significant framework agreements with DSG and Focus Solutions has since seen sales slow in part due to market conditions. Cobent's domain expertise in the FDA compliance market was reinforced by new account wins including Sterigenics and I3 Research. Cobent's product offering has been enhanced by the development of a new Controlled Document Manager product, designed to improve the creation and delivery of standard operating procedures (SOPs) within regulated industries, which will be launched during the summer of 2011.

2011 brings new management, a tighter focus on cost control and a rebuilding of the sales and marketing team aiming at the FDA and FSA markets both in the US and UK.

Solcara's federated search technology Solsearch has seen steady growth in 2010 connecting lawyers, compliance and risk managers and information professionals to all the information they need when they need it. The software improves efficiencies and reduces costs and looks well positioned for further growth in 2011.

Operations — IT Support Services segment

Willow Starcom had a successful year, and notably has begun to refocus the business towards hosted services. Although monthly recurring revenues have remained fairly static at £103,000 (2009: £108,000), the product margin mix has been greatly improved over the past 12 months, supported by winning more direct end user relationships. Whilst hardware maintenance retention rates have proved challenging, Willow has focussed on gaining long-term revenue visibility by winning three year contracts within the first three months of launching the Hosted Services Portfolio. 2011 brings investment in data centre infrastructure to broaden the Software-as-a-Service product offering.

Strategy and Market

The Group continues to invest heavily in its suite of compliance solutions for the public and private sectors both in the UK and, increasingly, globally. In all the investment in software research and development in 2009/10 amounted to £815,000. The product suite delivered by the group's portfolio of software and support subsidiaries provides Access Intelligence with the ability to competitively engage with enterprise and SME customers at many stages of the compliance value chain.

The Software-as-a-Service ("SaaS") business model remains highly attractive to both customers and vendors. The increased adoption of SaaS by customers is driven by a desire to reduce capital expenditure costs combined with a greater awareness of the data security services available. As a software vendor, the

Group benefits from long term visibility of revenue and cash flows, with many of its customers on three to six year contracts. Furthermore, due to the capital efficiency, high profitability and "lock-in" effect, the SaaS business model is increasingly more highly valued than the traditional perpetual software model. Nonetheless, despite the improved data security offered, there are some clients that choose to host our software solutions internally and therefore the Group continues to provide the perpetual license model on a case-by-case basis.

The market for compliance solutions, in both the public and private sectors, is driven by risk management requirements and the needs of compliance professionals who are turning to technology to improve the way their companies operate, to ensure that organisations comply with regulations and manage operational issues. The global governance, risk and compliance software market ("GRC") was estimated to be worth c. $749 million in 2010 and is expected to grow 20% year-on-year over the next three years. The group stands to benefit well from this encouraging trend by focussing on process improvement, strategic communication, and risk mitigation solutions offered within Access Intelligence's compliance suite.

2011 brings increased focus on organic growth with investment in cross-selling and marketing resources and the emergence of a .Net centre of excellence at Cobent enabling the sharing of best practices in the development of workflow, user experience and database architecture. This investment will further align the product and operational strategy of the subsidiaries, enabling Access Intelligence to deliver a holistic product offering and cost rationalisation across the Group.

2010 saw Access Intelligence's Software-as-a-Service proposition become more efficient and more competitive and the Group will continue to provide innovative solutions that deliver sustainable profits and long-term growth.

The board is excited about the organic growth opportunities based upon the initial market penetration of the Group's products into the private sector. The board will continue to look for interesting acquisitions with an emphasis on developing recurring revenues and building compliance related solutions.

Directors and Staff

On 1 March 2010 Howard Sears joined the board as a non-executive director and whilst on 31 January 2011 the Group announced that he would be giving up his executive responsibilities at Cobent Ltd he continues to serve as a non-executive on the Plc board

On 16 December 2010 Ms Joanna Arnold joined the Plc board as business development director. She joined the Company in November 2008 after an early career in financial services and has been performing the business development role since joining.

I would like to thank all our staff for their hard work and help in a year where progress was considerable. Together we have delivered significant advances in most areas of the group and I look forward to working with them in 2011.

Outlook

Investment in technology across the Group will continue following the successes of 2010 that have led to several significant product upgrades either completed or for launch in the first-half of 2011.

Early indications suggest that the renewal rates for public sector licenses within AIMediaComms and Due North are promising. These will run in parallel with a continuing push into the private sector for software sales and a gradual move to the provision of 'cloud' computing services for the Group's support business. At Cobent, management is focussed on rebuilding the sales and marketing activities and the resulting sales pipeline. Investment in our software will continue at current levels maintaining the group's competitive position in its markets.

The board remains confident that the strategy to focus on compliance and the Group's ability to offer a "rented" as well as a "purchased" solution through Software-as-a-Service will provide good long term returns for our shareholders.

On behalf of Access Intelligence's board and management, I would like to thank you for your on-going support.

Michael Jackson
Chairman
4 March 2011

Directors and Advisers

Directors:	M E W Jackson (Chairman) J J Hamer (Finance director) D Lowe (Non–executive director) R R Jackson (Non-executive director) H. Sears (Non-executive director) Appointed on 1st March 2010 Ms J. Arnold (Business development director) Appointed 16th December 2010
Company Secretary:	J J Hamer
Registered Office:	32 Bedford Row London WC1R 4HE
Company registration number:	04799195
Bankers:	Bank of Scotland Aldgate House 1-4 Market Place Hull HU1 1RA Investec Bank plc 2 Gresham Street London EC2V 7QP
Legal Advisers:	Rosenblatts 9-13 St Andrew Street London EC4 3AF
Auditors:	Mazars LLP Chartered Accountants & Registered Auditors The Lexicon 10/12 Mount Street Manchester M2 5NT
Brokers and Nominated Advisers:	Northland Capital Partners (formally Astaire Securities plc) 46 Worship Street London EC2A 2EA
Registrars:	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA
Financial PR:	Cubitt Consulting 30 Coleman Street London EC2R 5AL

Directors' Report

The directors present their annual report and the consolidated financial statements of the Group for the year ended 30 November 2010.

Directors and their interests
Principal activity

Access Intelligence is a Software and Computer Services Group of companies providing business critical compliance and legislative driven services to both public and private sectors on a recurring revenue basis. Since the flotation on AIM in November 2003, the Group has made six acquisitions focused in the areas of compliance software and data backup and recovery.

Review of business and future outlook

A review of the Group activities during the year and future outlook is set out in the Chairman's Statement on pages 4 to 7.

Results and dividends

The consolidated trading results for the year and the year-end financial position are shown in the financial statements on pages 16 to 20. The results for the year and future prospects are reviewed in the Chairman's Statement on pages 4 to 7.

Dividends are unable to be paid due to negative reserves.

In addition to the universal performance indicators of sales, gross margins, operating profit, earnings per share and cash flow, the performance of which against expectations is referred to in the Chairman's Statement, indicators of a more activity-specific nature are used within the Group to assess the performance of the subsidiary companies. These are used in conjunction with the controls described in the corporate governance statement and relate to a wide variety of aspects of the business. Due to the differences in size and markets across the Group's businesses, it is not practicable to provide a more detailed analysis of how these indicators are applied to each of the respective activities.

Principal business risks and uncertainties

The on-going nature of the business dictates that the board understands the market in which it competes and the strategy that they are implementing. The Statement of Corporate Governance notes the objectives and mechanisms of internal control. Detailed strategic planning meetings are held at Group and subsidiary level. The board constantly assesses risks and is of the belief that internal control, risk management and stewardship are integral to the proper management of the business.

The directors at the year end and details of their interests, including family interests, in the Company's ordinary 0.5p shares at 30 November 2010 are disclosed below:

	30 November 2010		30 November 2009	
	Beneficial No.	**Options No.**	Beneficial No.	Options No.
M Jackson	**19,363,636**	**2,808,103**	19,363,636	9,808,103
J Hamer	**5,441,762**	**2,100,000**	2,941,762	2,100,000
D Lowe	**4,597,475**	**1,841,897**	3,636,364	1,841,897
R Jackson	**4,636,364**	**3,381,318**	3,636,364	3,381,318
H Sears	**16,666,667**	**4,239,130**	—	—

Directors' Report

Substantial shareholdings

Save for the directors' interests disclosed above together with the following shareholders, the directors are not aware of any other shareholdings representing 3% or more of the issued share capital of the Company at the date of this report.

Investor	No. of shares	% holding
Elderstreet VCT Plc	33,005,000	12.83%
Octopus Asset Management Limited	23,453,000	9.12%
Unicorn AIM VCT Plc	21,400,000	8.32%
A Dillon	13,000,000	5.05%
T1ps Investment Management Limited	10,125,000	3.94%
D Alderson	8,783,557	3.41%

In addition to the above the following substantial shareholders are also holders of the Convertible Redeemable Loan Instruments issued in June 2009 to support the acquisition of Ether Ray Ltd.

Unicorn AIM VCT plc	£750,000
Elderstreet VCT Plc plc	£500,000
Octopus Asset Management Limited	£500,000

These convertible loan notes will now convert to equity in June 2014 at four pence per share unless the loan note holder exercises their right to convert earlier.

Employee relations

The Group supports the employment of disabled people, wherever possible, both in recruitment and by retention of those who become disabled during their employment.

Appropriate steps are taken to inform and consult employees regarding matters affecting them and the Group.

The Group's policy regarding health and safety is to ensure that, as far as is practical, there is a working environment which will minimise the risk to the health and safety of its employees and those persons who are authorised to be on its premises.

Events after the balance sheet date

On 16 December 2010 Ms J Arnold was appointed to the board as an executive director with responsibility for business development, reporting to the Chairman. On 31 January 2011 the Group has signed a compromise agreement with H Sears who is stepping down from all executive responsibilities in March 2011. He will remain employed as a non-executive director. As part of his compromise arrangements he has waived all option entitlements which include the 1,739,130 options granted on 23 March 2010 and the 2,500,000 options transferred to him by M Jackson on the same day. Further the Company has expressly released H Sears from its rights under the Cobent Ltd sale and purchase agreement to seek liquidated damages in relation to the current legal action against Organization Metrics Inc of Canada.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and parent Company financial statements for each financial year. Under AIM rules the directors are required to prepare Group financial statements in accordance with IFRS as adopted by the EU.

The Group financial statements are required by law and IFRS as adopted by the EU to present fairly the financial position and the performance of the Group. The Companies Act 2006 provides in relation to such financial statement that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

The parent Company financial statements are required by law to give a true and fair view of the state of affairs of the parent Company.

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;
- for the Group financial statements, state whether they have been prepared in accordance with IFRS as adopted by the EU;
- for the parent Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the parent Company financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent Company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the parent Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for systems of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware:

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Suppliers' payment policy

It is Group policy to agree and clearly communicate the terms of payment as part of the commercial arrangements negotiated with suppliers and then to pay according to those terms based upon the timely receipt of an accurate invoice.

The Group's trade creditor days for the year ended 30 November 2010 were 60 days (2009: 74 days) calculated in accordance with the requirements set down in the Companies Act 2006. This represents the ratio, expressed in days, between the amounts invoiced to the Group by its suppliers in the year and the amounts due, at the year end, to trade creditors within one year.

Share capital

Details of the Company's share capital are set out in note 23 to the financial statements. Share issues totalling 97,833,333 shares have been made during the year.

Share option plan

The Company administers one approved option scheme called the Access Intelligence Plc Management Incentive Scheme. The scheme was adopted at the AGM held on 22 April 2009 and is open to any eligible employee selected at the discretion of the board. The scheme period will extend for ten years from the adoption date. The scheme rules are available at the Company's registered office. Details of the movement in options during the year are in note 24. In total 6,217,390 options were granted in the year, 2,000,000 were exercised and 1,851,630 lapsed.

Auditors

Mazars LLP have acted as auditors throughout the period and, in accordance with section 485 of the Companies Act 2006 a resolution to reappoint Mazars LLP will be put to the members at the forthcoming annual general meeting.

By order of the board

J J Hamer
Secretary
Approved by the directors on
4 March 2011

Corporate Governance

Application of the principles of good governance

As an AIM listed company, the Group is not required to follow the provisions of the Combined Code as set out in the Financial Services Authority Listing Rules. Nevertheless, the Group is committed to applying the highest principles of corporate governance commensurate with its size.

The board

The Group was managed by a board, consisting of a Chairman, one executive member and two non-executive members until 1 March 2010. From 1 March 2011 following the appointment of H Sears the number of non-executive directors increased to three (2009: 2). On 16 December 2010 subsequent to the year-end Ms J Arnold was appointed to the board as an executive director responsible for business development. These board members retain responsibility for the formulation of corporate strategy, approval of acquisitions, divestments and major capital expenditure and treasury policy. The appointment of new directors is a matter reserved for the board as a whole rather than for a separate nomination committee.

The board meets monthly and has a schedule of matters specifically referred to it for decision. All directors have access to advice from the company secretary and training is available for directors as necessary.

Each member of the board comes up for re-election by the shareholders at annual general meetings every three years by rotation.

The board considers the non-executive directors to be independent.

Internal control

The directors have overall responsibility for ensuring that the Group maintains a system of internal control to provide them with reasonable assurance regarding effective and efficient operations, internal financial control and compliance with laws and regulations. The risk management process and systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Group's strategic objectives. However, there are inherent limitations in any system of internal control and accordingly even the most effective system can only provide reasonable and not absolute assurance. The board has reviewed the operation and effectiveness of the system of internal control in operation during the period.

The board is also responsible for assessing and minimising all business risks, supported by Group personnel able to provide specific assistance in matters relating to regulatory compliance, health and safety, environment, quality systems and insurance cover for property and liability risks.

Monthly accounts, with commentary on current year performance compared with planned performance, together with key ratio analysis and working capital information, are prepared in accordance with Group accounting policies and principles. They are consolidated and reviewed by the board in order to monitor overall performance and trigger appropriate management intervention where applicable.

The board monitors the funding requirements and banking facilities provided to the Group in addition to the management of investment and treasury procedures. Capital and significant investment expenditure is approved against performance criteria.

The board confirms that it has established the procedures necessary to implement the guidance "Internal Control: Guidance for directors on the Combined Code". The board has considered the need for an internal audit function but has concluded that the size of the Group does not justify the expense at present. The need for an internal audit function will continue to be reviewed periodically.

Relations with shareholders

The board attaches great importance to maintaining good relationships with shareholders. The board regards the Annual General Meeting as an opportunity to communicate directly with investors who are encouraged to participate.

Report on remuneration

The Remuneration Committee comprises one non-executive director, D Lowe, and the Chairman, M Jackson. The Chairman of the Remuneration Committee is D Lowe.

The Committee reviews the terms of employment and total remuneration of the executive directors, including the granting of share options, meeting twice this year (2009: 2) to ensure that the Company can attract, retain and motivate directors capable of delivering the Company's objectives. No director is involved in the decision relating to his/her own remuneration.

Full details of directors' remuneration are given in note 5 to the financial statements.

The executive Chairman's remuneration package comprises a basic salary and fees relating to acquisitions. The Committee has regard to rates of pay for similar positions in comparable companies as well as internal factors such as performance. The objective of the Company's remuneration policy is to ensure that members of the executive management are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company.

The directors are eligible for share options under the Company's share option scheme. The exercise of options granted under this share option scheme is not dependent on performance criteria.

Audit committee

The audit committee is appointed by the board and must comprise a minimum of two members, including one non-executive director. D Lowe chairs the audit committee with M Jackson as the other member. The committee met on two occasions in 2010 (2009: 2).

The audit committee may examine any matters relating to the financial affairs of the Group. This includes reviews of the annual accounts and announcements, internal control procedures, accounting policies, compliance with accounting standards, the appointment of external auditors and other such related functions as the board may require.

The audit committee has given consideration to the possibility of their current auditor withdrawing from the market. The committee has a short list of suitable alternative auditors and would begin immediately to seek tenders as part of the process of appointing a replacement.

Nominations committee

The Group has not appointed a nominations committee despite the recommendation in the Combined Code. The board has concluded that given the size of the Group this function can be effectively carried out by the whole board.

Compliance

In the opinion of the directors, the Company has complied throughout the year with the provisions of Section 1 of the Combined Code with the exception that there is no separate Nomination Committee.

The Company has complied fully with the requirements of provision C2.1 of the Combined Code (review of effectiveness of internal control system) throughout the period.

Going concern

The directors report that, in connection with paragraph C1.2 of the Combined Code and after making enquiry, they have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Independent Auditors' Report

We have audited the financial statements of Access Intelligence Plc for the year ended 30 November 2010 which comprise the Group and Parent Company Balance Sheet, the Group Statement of Comprehensive Income, the Group Statement of Cash Flow, the Group Statement of Changes in Equity and the related notes. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards ('IFRS's') as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards ('United Kingdom Generally Accepted Accounting Practice').

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 10 and 11, 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 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. This report is made solely to the Company's shareholders, 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 shareholders those matters we are required to state to them in an auditors' 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 shareholders, as a body for our audit work, for this report, or for the opinions we have formed.

Scope of the audit of the financial statements

A description of the scope of an audit of the financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/UKNP.

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 30 November 2010 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRS's as adopted by the European Union;
- the parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- the financial statements 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 by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements to be audited 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.

Pamela Dawes
(Senior statutory auditor)
for and on behalf of Mazars LLP, Chartered Accountants (Statutory auditor)

The Lexicon
10/12 Mount Street
Manchester
M2 5NT

Consolidated Statement of Comprehensive Income

Year ended 30 November 2010

	Note	**2010 £'000**	2009 £'000
Revenue — continuing operations	3	**7,975**	5,772
Cost of sales		**(2,242)**	(2,593)
Gross profit		**5,733**	3,179
Administrative expenses		**(4,377)**	(2,595)
Share-based payment	24	**(53)**	—
		1,303	584
Impairment of goodwill	13	**(2,600)**	—
Cost of acquisition		**(98)**	—
Operating (loss)/profit	4	**(1,395)**	584
Financial income	6	**—**	2
Financial expense	7	**(155)**	(66)
(Loss)/profit before taxation		**(1,550)**	520
Taxation (charge)/credit	8	**(119)**	50
(Loss)/profit for the year from continuing operations		**(1,669)**	570
Profit for the year from discontinued operations net of income tax expense	9	**107**	31
(Loss)/profit for the year attributable to the equity holders of the parent Company		**(1,562)**	601
Other comprehensive income		**—**	—
Total comprehensive income for the period attributable to the owners of the parent Company		**(1,562)**	601
Earnings per share			
Continuing and discontinued operations			
Basic (loss)/profit per share	11	**(0.67)p**	0.38p
Diluted (loss)/profit per share	11	**(0.67)p**	0.29p
Continuing operations			
Basic (loss)/profit per share	11	**(0.72)p**	0.36p
Diluted (loss)/profit per share	11	**(0.72)p**	0.27p

The notes on pages 21 to 54 form part of these financial statements

Consolidated Balance Sheet

Year ended 30 November 2010

	Note	2010 £'000	2009 £'000
Non-current assets			
Property, plant and equipment	14	**204**	181
Intangible assets	13	**8,519**	4,996
Deferred tax assets	22	**420**	493
Total non-current assets		**9,143**	5,670
Current assets			
Inventories	15	**248**	265
Trade and other receivables	16	**2,041**	1,481
Cash and cash equivalents	18,25	**2,214**	1,714
Total current assets		**4,503**	3,460
Total assets		**13,646**	9,130
Current liabilities			
Trade and other payables	19	**761**	662
Accruals and deferred income		**2,889**	2,349
Current income tax liabilities		**—**	98
Total current liabilities		**3,650**	3,109
Non-current liabilities			
Interest bearing loans and borrowings	17	**1,607**	1,655
Deferred tax liabilities	22	**554**	55
Total non-current liabilities		**2,161**	1,710
Total liabilities		**5,811**	4,819
Net Assets		**7,835**	4,311
Equity			
Share capital	23	**1,286**	797
Share premium account		**13,490**	8,955
Capital redemption reserve		**191**	191
Share option valuation reserve		**319**	247
Equity reserve		**176**	186
Retained earnings		**(7,627)**	(6,065)
Total equity attributable to the equity holders of the parent Company		**7,835**	4,311

The financial statements were approved and authorised for issue by the board of directors on Friday 4 March 2011 and signed on its behalf by:

M E W Jackson
Chief Executive

The notes on pages 21 to 54 form part of these financial statements

Consolidated Statement of Changes in Equity

Year ended 30 November 2010

	Share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Share option valuation reserve £'000	Equity reserve £'000	Retained earnings £'000	Total equity attributable to the equity holders of the Company £'000
At 1 December 2008	779	8,873	191	183	—	(6,666)	3,360
Total comprehensive income for the year	—	—	—	—	—	601	601
Issue of new shares	18	82	—	—	—	—	100
Equity component of convertible loan notes	—	—	—	—	186	—	186
Tax credit relating to share-based payment	—	—	—	64	—	—	64
At 30 November 2009	797	8,955	191	247	186	(6,065)	4,311
At 1 December 2009	797	8,955	191	247	186	(6,065)	4,311
Total comprehensive income for the year	—	—	—	—	—	(1,562)	(1,562)
Issue of new shares for cash	310	2,754	—	—	—	—	3,055
Issue of other shares	179	1,920	—	—	—	—	2,099
Equity component of convertible loan notes	—	—	—	—	(10)	—	(10)
Share-based payments	—	—	—	53	—	—	53
Tax credit relating to share-based payments	—	—	—	19	—	—	19
Cost of fundraising		(130)					(130)
At 30 November 2010	**1,286**	**13,490**	**191**	**319**	**176**	**(7,627)**	**7,835**

Share capital and share premium account
When shares are issued, the nominal value of the shares is credited to the share capital reserve. Any premium paid above the nominal value is taken to the share premium account. Access Intelligence Plc shares have a nominal value of 0.5 pence per share. Directly attributable transaction costs associated with the issue of equity investments are accounted for as a reduction from equity, net of any relating income tax benefit.

Share option valuation reserve
This reserve arises as a result of amounts being recognised in the income statement relating to share-based payment transactions granted under the Group's share option scheme. The reserve will fall as share options vest and are exercised over the life of the options.

Capital redemption reserve
This reserve arises as a result of keeping with the doctrine of capital maintenance when the Company purchases and redeems its own preference shares. Amounts transferred into/out from this reserve from a purchase/redemption is equal to the amount by which share capital has been reduced/increased, when the purchase/redemption has been financed wholly out of distributable profits, and is the amount by which the nominal value exceeds the proceeds of any new issue of share capital, when the purchase/redemption has been financed partly out of distributable profits.

Equity reserve
The equity reserve arises as a result of the equity component that has been recognised on the convertible loan notes that have been issued by the Group (note 17). The reserve is determined by deducting the amount of the liability component from the fair value of the convertible loan notes as a whole, net of income tax effects and the relative proportion of the directly attributable transaction costs associated with the issue of the compound instruments.

Retained earnings
The retained earnings reserve records the accumulated profits and losses of the Group since inception of the business. Where subsidiary undertakings are acquired, only profits arising from the date of acquisition are included.

Consolidated Statement of Cash Flow

Year ended 30 November 2010

	Note	2010 £'000	2009 £'000
Cash flows from continuing operating activities			
(Loss)/profit for the year attributable to equity shareholders of the parent		**(1,669)**	570
Adjusted for:			
Depreciation		**82**	79
Impairment of intangible assets		**2,600**	—
Share option valuation charge		**53**	—
Interest income		**—**	(1)
Interest expense		**155**	66
Taxation		**119**	(35)
Loss on disposal of property, plant and equipment		**11**	1
Operating cash inflow before changes in working capital		**1,351**	680
(Increase) in trade and other receivables		**(436)**	(620)
Decrease in inventories		**27**	3
Increase in trade and other payables		**478**	598
Net cash inflow from the continuing operations		**1,420**	661
Taxation (paid)/received		**(128)**	98
Net cash inflow from continuing activities		**1,292**	759
Cash flows from investing in continuing activities			
Interest received		**—**	1
Acquisition of subsidiary		**(3,200)**	(2,598)
Cash acquired with subsidiary		**64**	889
Acquisition of property, plant and equipment		**(108)**	(61)
Proceeds of sale of subsidiary (net)		**136**	—
Cost of software development		**(415)**	—
Net cash (outflow) from investing in continuing activities		**(3,523)**	(1,769)
Cash flows from financing continuing activities			
Interest paid		**(113)**	(1)
Issue of equity share capital		**3,055**	100
Issue of loan notes		**—**	1,850
Cost of share issues		**(130)**	—
Repayment of borrowings		**(17)**	(43)
Net cash inflow from financing continuing activities		**2,795**	1,906
Net increase in cash and cash equivalents	25	**564**	896
Cash from discontinued operations	9, 25	**(64)**	55
Opening cash and cash equivalents		**1,714**	763
Closing cash and cash equivalents	25	**2,214**	1,714

The notes on pages 21 to 54 form part of these financial statements

Notes to the Consolidated Statements

Year ended 30 November 2010

1 GENERAL INFORMATION

Access Intelligence Plc ('the Company') and its subsidiaries (together the 'Group') provide software and computer services to critical compliance and legislative driven businesses in both the public and private sectors. During the year the Group acquired control of Cobent Limited, a software development company with a recurring revenue base.

The Company is a public limited company which is listed on the Alternative Investment Market and is incorporated and domiciled in the UK. The address of the Company's registered office is provided in the Officers and Professional Advisers page of this Annual Report.

2 ACCOUNTING POLICIES

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

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS's') as adopted by the European Union, and with those parts of the Companies Acts applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The areas involving a high degree of judgement or complexity and where key assumptions and estimates have been made by management relate to the impairment of goodwill and the valuation of the intangible assets that were acquired through a business combination during the year, refer to note 13 for further details and the charge for share-based payment transactions which include assumptions on future share prices, dividends, and risk-free discount rates as per note 24.

A separate income statement for the parent Company has not been presented as permitted by section 408(3) of the Companies Act 2006.

New standards and interpretations

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 December 2009 and are relevant to the Group or Company's operations:

	Effective dates (periods beginning on or after)
IFRS 2 Amendment — Share-based payment: vesting conditions and cancellations	1 January 2009

Vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. Under IFRS 2, features of a share-based payment that are not vesting conditions should be included in the grant date fair value of the share-based payment. The fair value also includes market-related vesting conditions.

Notes to the Consolidated Statements

Year ended 30 November 2010

2 ACCOUNTING POLICIES continued

All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. Under IFRS 2, a cancellation of equity instruments is accounted for as an acceleration of the vesting period. Therefore any amount unrecognised that would otherwise have been charged is recognised immediately. Any payments made with the cancellation (up to the fair value of the equity instruments) is accounted for as the repurchase of an equity interest. Any payment in excess of the fair value of the equity instruments granted is recognised as an expense.
The Group has adopted this policy in full, except in the case of an option for A Dillon that was granted and lapsed during the same year, which was totally disregarded for accounts purposes.

IFRS 2 Amendment — Share-based payment: Scope of IFRS 2 revised — 1 July 2009

An entity that receives goods or services in a share-based payment arrangement must account for those goods or services no matter which entity in the Group settles the transaction, and no matter whether the transaction is settled in shares or cash.
In IFRS 2 a 'Group' has the same meaning as in IAS 27 Consolidated and Separate Financial Statements, that is, it includes only a parent and its subsidiaries.
The Group has adopted this policy in full, except in the case of an option for A Dillon that was granted and lapsed in the same year, which was totally disregarded for accounts purposes.

IFRS 3 Revised — Business combinations — 1 July 2009

The standard continues to apply the acquisition method to business acquisition, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with any contingent payments subsequently re-measured at fair value through income. The acquisition of Cobent in March 2010 and the valuation of Cobent at that time has been accounted for as a business combination.

IFRS 5 Revised — Non-current assets held for sale and discontinued operations: — 1 July 2009

This effects the treatment of the Group's discontinued operations.
The Group has adopted this policy in full in relation to the disposal of Wired Gov Ltd.1 July 2009

IAS 1 Presentation of Financial Statements – comprehensive revision — 1 January 2009

The revised standard requires entities to prepare a statement of comprehensive income. All non-owner changes in equity are required to be shown in a performance statement, but entities can chose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and the statement of comprehensive income).
The Group has chosen to show a statement of comprehensive income and an income statement for the first time.

IFRS 7 Amendment — Improving Disclosures about Financial Instruments — 1 January 2009

The amendment requires enhanced disclosures about fair value measurement and liquidity risk. The disclosures required by the amendments are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

2 ACCOUNTING POLICIES continued

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Additional disclosures are required for fair value measurements in Level 3 of the fair value hierarchy.

The notes provided in relation to Financial Instruments reflect only level 3, as level 2 and 1 are not applicable.

IFRS 8 Original Issue — Operating segments:	1 January 2009

IFRS 8 applies to the separate or individual financial statements of an entity (and to the consolidated financial statements of a Group with a parent) whose debt or equity instruments are traded in a public market or that files, or is in the process of filing, its (consolidated) financial statements with a securities commission or other regulatory organisation for the purpose of issuing any class of instruments in a public market [IFRS 8.2].

However, when both separate and consolidated financial statements for the parent are presented in a single financial report, segment information need be presented only on the basis of the consolidated financial statements [IFRS 8.4].

IFRS 8 defines an operating segment as follows. An operating segment is a component of an entity: [IFRS 8.2] that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity) whose operating results are reviewed regularly by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Group presents consolidated accounts to comply with IFRS 8.

IAS 36 Impairment of Assets: amendments resulting from May 2008 annual improvements to IFRS's.	1 January 2009
Amendment to disclosure of estimates used to determine a recoverable amount. The Group, at the year end, has carried out the impairment tests on all intangible assets. Details of these assets and tests are laid out in the body of the accounts.	*1 January 2009*

IAS 38 Intangible Fixed assets *The amendment clarifies guidance in measuring the fair value of an intangible fixed asset acquired in a business combination and permits the grouping of intangible assets as a single asset if each asset has similar useful economic life.*	Partly 1 January 2009 and partly 1 July 2009

The intangible assets resulting from the acquisition of Cobent were valued in line with the standard at acquisition.

Notes to the Consolidated Statements

Year ended 30 November 2010

2 ACCOUNTING POLICIES continued

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 December 2009 but they are not relevant to the Group or Company's operations

	Effective dates (periods beginning on or after)
IAS 1 Presentation of Financial Statements: Amendments relating to puttable instruments and obligations arising on liquidation.	1 January 2009
IAS 16 Property, Plant and Equipment: Amendments relating to routine sales of assets held for rental.	1 January 2009
IAS 19 — Employee Benefits: Annual improvements to a Defined benefit scheme.	1 January 2009
IAS 20 Government Grants and Disclosure of Government Assistance : Annual amendments.	1 January 2009
IAS 23 Borrowing Costs: Amendments resulting from the May 2008 Annual Improvements to IFRS's.	1 January 2009
IAS 27 Consolidated and Separate Financial Statements: Consequential amendments arising from amendments to IFRS 3 and amendments resulting from May 2008 annual improvements to IFRS's.	1 July 2009
IAS 28 Investments in Associates.	Partly 1 January 2009 and partly 1 July 2009
IAS 29 Financial Reporting in Hyperinflationary Economies.	1 January 2009
IAS 31 Interests in Joint Ventures.	Partly 1 January 2009 and partly 1 July 2009
IAS 32 Financial Instruments Presentation – amendments to puttable instruments and obligations arising on liquidation.	1 January 2009
IAS 39 Financial Instruments – Recognition and Measurement: Hedging	Partly 1 January 2009 and partly 1 July 2009
IAS 40 Investment Property.	1 January 2009
IAS 41 Agriculture.	1 January 2009
IFRIC 9 Reassessment of Embedded Derivatives.	1 July 2009
IFRIC 15 Agreements for the Construction of Real Estate.	1 January 2009
IFRIC 16 Hedges of a Net Investment in a Foreign Operation.	1 July 2009
IFRIC 17 Distributions of Non-cash Assets to Owners.	1 July 2009
IFRIC 18 Transfers of Assets from Customers.	1 July 2009

2 ACCOUNTING POLICIES continued

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 December 2010 or later periods but the Group and Company have not early adopted them:

	Effective dates (periods beginning on or after)
IFRS 3 Revised — Business combinations: Amendments resulting from May 2010 annual improvements to IFRS's.	1 July 2010
IFRS 5 Revised — Non-current Assets Held for sale and Discontinued Operations: amendments resulting from April 2009 annual improvements to IFRS's.	1 January 2010
IFRS 7 Amendment — Improving Disclosures about Financial Instruments.	Partly 1 January 2011 and partly 1 July 2011
IFRS 8 Operating segments: amendments resulting from April 2009 annual improvements to IFRS's.	1 January 2010
IFRS 9 Financial Instruments: Classification and Measurement — Original Issue November 2009.	1 January 2013
IAS 1 Presentation of Financial Statements: amendments resulting from the 2009 annual improvements to IFRS's.	1 January 2010
IAS 1 Presentation of Financial Statements: amendments resulting from the 2010 annual improvements to IFRS's.	1 January 2011
IAS 7 Statement of Cash Flows: amendments resulting from the 2009 annual improvements to IFRS's.	1 January 2010
IAS 12 Income taxes: limited scope amendment (recovery of underlying assets).	1 January 2012
IAS 24 Related Party Disclosures: revised definition of related parties.	1 January 2011
IAS 27 Consolidated and Separate Financial Statements: amendments resulting from May 2010 annual improvements to IFRS's.	1 July 2010
IAS 34 Interim Financial Reporting: amendments resulting from May 2010 annual improvements to IFRS's.	1 January 2011
IAS 36 Impairment of Assets: amendments resulting from April 2009 annual improvements to IFRS's.	1 January 2010

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 December 2010 or later periods but are not relevant for the Group and Company:

IFRIC 13 Customer Loyalty Programmes	1 July 2011
IFRIC 14 — AS 19: The limit on a defined benefit asset, minimum funding requirements and their interaction	1 January 2011
IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments	1 July 2010
IAS 32 Financial Instruments Presentation: amendments relating to classification of rights issues.	1 February 2010
IAS 39 Financial Instruments Recognition and Measurement: amendments resulting from April 2009 annual improvements to IFRS's.	1 January 2010
IFRS 2 Share Based Payments: amendments relating to Group cash settled share-based payment transactions.	1 January 2010

Notes to the Consolidated Statements

Year ended 30 November 2010

2 ACCOUNTING POLICIES continued

Basis of consolidation

The Group financial statements comprise the financial statements of the Company and all of its subsidiary undertakings made up to the financial year end. Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Adjustments are made where necessary to bring the accounting policies of acquired businesses into alignment with those of the Group.

The results of subsidiary undertakings acquired or disposed of in the year are included in the Group Income Statement from the effective date of acquisition or to the effective date of disposal. Accounting policies are consistently applied throughout the Group. Inter-company balances and transactions have been eliminated. Material profits from intercompany sales, to the extent that they are not yet realised outside the Group, have also been eliminated.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the income statement on both a straight-line and reducing balance basis over the estimated useful lives of fixtures, fittings and equipment. The estimated useful lives are as follows:

Fixtures, fittings and equipment — three to five years

Intangible assets

Goodwill

All business combinations are accounted for by applying the purchase method. Goodwill represents amounts arising on acquisition of subsidiaries. Goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets and contingent liabilities acquired. Identifiable intangibles assets are those which can be sold separately or which arise from legal rights regardless of whether those rights are separable.

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is allocated to cash generating units and is not amortised, but is tested annually for impairment.

In respect of acquisitions prior to 1 December 2006, goodwill is included at 1 December 2006 on the basis of its deemed cost, which represents the amount recorded under UK GAAP which was broadly comparable save that only separable intangibles were recognised and goodwill was amortised. On transition, amortisation of goodwill has ceased.

2 ACCOUNTING POLICIES continued

Research and development expenditure

Expenditure identified as development expenditure being costs incurred on clearly defined unique projects whose outcome can be assessed with reasonable certainty and which are expected to lead to new products and revenue streams is measured at cost less accumulated amortisation and accumulated impairment losses. Where development expenditure does not meet these requirements then it is recognised as an expense in the period it is incurred.

Amortisation will be calculated so as to write off the cost of an asset less its estimated residual value over the useful economic life of that asset as follows. In 2009/10 there were two capitalised development projects. The directors assess the useful life of the current capitalised development projects to be three years from the date of the product launch and amortisation will begin at that time.

Brand value

Acquired brands, which are controlled through custody or legal rights and could be sold separately from the rest of the Group's businesses, are capitalised where fair value can be reliably measured. The directors have adopted a brand valuation of two times the historic operating profit before tax based on the 12 months trading immediately prior to the date of acquisition.

Impairment of non-financial assets

The carrying amounts of the Group's assets other than, inventories and deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated

For goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

Impairment losses recognised in respect of cash-generating units are allocated first to the carrying amount of the goodwill allocated to that cash-generating unit and then to the carrying amount of the other assets in the unit on a pro rata basis. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or Groups of assets.

Reversals of impairment

An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment loss is reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Inventories

Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow-moving items. Cost is calculated as the cost of materials, direct labour and appropriate production overheads based on normal capacity levels. Net realisable value is based on estimated selling price less additional costs to completion and costs to be incurred in marketing, selling and distribution.

Notes to the Consolidated Statements

Year ended 30 November 2010

2 ACCOUNTING POLICIES continued

Segmental reporting

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman who leads strategic decisions.

Financial instruments

Financial instruments comprise trade and other receivables, cash and cash equivalents, loans and borrowings, trade and other payables and other financial liabilities.

Financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs, except as described below. Subsequent to initial recognition financial instruments are measured as described below.

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or are cancelled.

Trade and other receivables are recorded initially at fair value and subsequently measured at amortised cost, using the effective interest method, less provision for impairment. Specific impairment provisions are made when management consider the debtor irrecoverable and these are charged to the income statement. Trade and other payables are recorded initially at fair value and subsequently measured at amortised cost, using the effective interest method,

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments.

Loans and borrowings and other financial liabilities, which include the convertible redeemable loan notes, are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest rate method. Interest expense is measured on an effective yield basis and recognised in the income statement over the relevant period.

Issue costs are apportioned between the liability and equity components of the convertible loan notes based upon their relative carrying amounts at the date of issue. The portion relating to the equity component is charged to the Consolidated Statement of Changes in Equity.

Finance payments associated with financial liabilities are dealt with as part of finance expenses. Finance payments associated with financial instruments that are classified in equity are dividends and are recorded directly in equity.

The Group does not hold or issue derivative financial instruments for trading purposes.

2 ACCOUNTING POLICIES continued

Convertible loan notes

The component parts of compound instruments issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, in the case of a convertible loan note denominated in the functional currency of the issuer that may be converted into a fixed number of equity shares, the fair value of the liability component is estimated at the present value of the stream of future cash flows (including both coupon payments and redemption) discounted at the market rate of interest that would have been applied to an instrument of comparable credit quality with substantially the same cash flows, on the same terms, but without the conversion option. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently re-measured.

Issue costs are apportioned between the liability and equity components of the convertible loan notes based upon their relative carrying amounts at the date of issue. The portion relating to the equity component is charged.

Debt/equity classification

Financial instruments issued by the Group are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company (or Group as the case may be) to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company (or Group); and

(b) where the instrument will or may be settled in the Group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Group's own equity instruments or is a derivative that will be settled by the Group's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Group's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy. The finance cost on the financial liability component is correspondingly higher over the life of the instrument.

Share capital

Incremental costs directly attributable to the issue of Ordinary shares are recognised as a deduction from equity.

Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Notes to the Consolidated Statements

Year ended 30 November 2010

2 ACCOUNTING POLICIES continued

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future, against which the reversal of temporary differences can be deducted. Recognition, therefore, involves judgement regarding the future financial performance of the particular legal entity or tax group in which the deferred tax asset has been recognised.

Historical differences between forecast and actual taxable profits have not resulted in material adjustments to the recognition of deferred tax assets.

Share-based payments

The Group issues equity-settled share based payments to certain employees. These equity-settled share-based payments are measured at fair-value at the date of the grant. Where material, the fair value as determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

Fair value is measured by use of the binominal method one of the recognised options valuation methods.

Employee benefits

Individual subsidiaries of the Group operate defined contribution pension schemes for their employees. The assets of the schemes are held separately from those of the Group. The annual contributions payable are charged to the income statement when they fall due for payment.

Revenue

Revenue represents the amounts derived from the provision of goods and services, stated net of Value Added Tax.

In respect of income relating to annual service contracts which are invoiced in advance at the inception of the agreement, it is the Group's policy to spread equally the income of each contract over the contract's life.

Revenues from the delivery of infrastructure are recognised on installation with associated training and consultancy fees recognised when specified contractual milestones are met or on project completion.

Income from the sale of licences is recognisable in full by the Group at the date of sale.

Operating lease payments

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

2 ACCOUNTING POLICIES continued

Finance income and finance expenses

Finance income and finance expenses are recognised in profit or loss as they accrue, using the effective interest method.

Finance income relates to interest income on the Group's bank account balances.

Interest payable comprises interest payable on finance charges on shares classified as liabilities.

In relation to interest relating to the convertible redeemable loan notes, the charge to the profit and loss account is an 'effective interest charge' over the period as opposed to the actual interest paid or payable. The effective interest charge is higher than the actual interest paid.

Discontinued operations

A discontinued operation is a component of the Group's business that represents a separate major line of business of operations that has been disposed of or held for resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for resale, if earlier. When an operation is classified as a discontinued operation, the comparative income statement is restated as if the operation had been discontinued from the start of the comparative year.

Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares which comprise share options granted to employees and convertible loan notes. The calculations are made both for 'continuing and discontinued activities' and 'continuing activities' alone.

Notes to the Consolidated Statements

Year ended 30 November 2010

3 REVENUE

The Group's revenue is primarily derived from the rendering of services with the value of sales of goods being not significant in relation to total Group revenue.

The Group's revenue was split into the following territories:

	2010 £'000	2009 £'000
United Kingdom	**7,524**	5,643
European Union	**85**	87
Rest of the World	**366**	42
	7,975	5,772

All non-current assets are held in the United Kingdom as they were in 2009.

No customer represents 10% or more of revenue as was the case in 2009.

Segment reporting

Segment information is presented in respect of the Group's business segments which are based upon the Group's management and internal business reporting.

Inter-segment pricing is determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly head office expenses.

Segment non-current asset additions show the amount relating to property, plant and equipment and intangibles including goodwill.

Business segments

The Group business segments have been decided upon according to their revenue model and product or service offering. The software as a service segment derives its revenues from software licence sales and support and training revenues. The IT support services revenue derives from maintenance and back-up services. The segments are:

- Software as a service
- IT support services
- Head Office

3 **REVENUE** continued

The segment information for the year ended 30 November 2010 is as follows:

	Software as a service £'000	IT support services £'000	Head office £'000	Other £'000	Consolidation adjustment £'000	Total £'000
External revenue	**6,215**	**1,760**	**—**	**—**	**—**	**7,975**
Internal revenue	**5**	**10**	**—**	**(15)**	**—**	
Operating profit	**1,519**	**156**	**(372)**	**—**	**—**	**1,303**
Impairment of Goodwill	**(2,600)**	**—**				**(2,600)**
Cost of acquisition	**—**	**—**	**(98)**	**—**	**—**	**(98)**
Finance income	**—**	**—**	**—**	**—**	**—**	**—**
Finance costs	**(4)**	**—**	**(151)**	**—**	**—**	**(155)**
Taxation	**(142)**	**(8)**	**31**	**—**	**—**	**(119)**
Discontinued operations	**—**	**—**	**—**	**107**		**107**
Profit/(loss) after taxation	**(1,227)**	**148**	**(590)**	**107**	**—**	**(1,562)**
Reportable segment assets	**6,471**	**1,263**	**10,623**	**—**	**(4,711)**	**13,646**
Reportable segment liabilities	**3,584**	**665**	**3,772**	**—**	**(2,210)**	**5,811**
Other information:						
Additions to property, plant and equipment	**90**	**18**	**—**	**—**	**—**	**108**
Additions to intangible assets	**5,327**	**—**	**—**	**—**	**—**	**5,327**
Depreciation and amortisation	**42**	**33**	**7**	**—**	**—**	**82**

The segment information for the year ended 30 November 2009 restated is as follows:

	Software as a service £'000	IT support services £'000	Head office £'000	Other £'000	Consolidation adjustment £'000	Total £'000
External revenue	3,517	2,255	—	—	—	5,772
Internal revenue	12	8	—	—	(20)	—
Operating profit	629	277	(322)	—	—	584
Finance income	2	—	—	—	—	2
Finance costs	(4)	(1)	(61)	—	—	(66)
Taxation	(20)	(26)	96	—	—	50
Discontinued Operations	—	—	—	31	—	31
Profit/(loss) after taxation	607	250	(287)	31	—	601
Reportable segment assets	3,994	1,392	7,855	172	(4,283)	9,130
Reportable segment liabilities	2,726	978	3,256	1,080	(3,221)	4,819
Other information:						
Additions to property, plant and equipment	28	33	—	—	—	61
Depreciation and amortisation	38	34	7	—	—	79

Notes to the Consolidated Statements

Year ended 30 November 2010

4 OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging:

	2010 £'000	2009 £'000
Depreciation of property, plant and equipment	**82**	80
Loss on disposal of property, plant and equipment	**11**	1
Impairment of goodwill	**2,600**	—
Compensation for loss of office	**124**	—
Operating lease charges — land and buildings	**191**	138
Acquisition costs	**98**	—
Auditors' remuneration (see below)	**70**	33
Share based payments	**53**	—
Research and development expenditure	**403**	276
Cost of inventories	**10**	13
Impairment losses on trade receivables	**11**	5

Auditors' remuneration is further analysed as:

	2010 £'000	2009 £'000
Fees payable to the Company's auditor for the audit of the Company's annual accounts	**8**	8
Fees payable to the Company's auditor and its associates for other services:		
The audit of the Company's subsidiaries, pursuant to legislation	**37**	20
Tax services	**5**	5
Other services	**20**	—

5 PARTICULARS OF EMPLOYEES

	2010 No.	2009 No.
The average number of persons (including directors) employed by the Group during the year was:		
Selling, distribution and administration	**65**	62
Technical	**39**	28
	104	90

Costs incurred in respect of these employees were:

	£'000	£'000
Wages and salaries	**3,650**	2,802
Social security costs	**419**	297
Pension costs	**54**	68
Health Insurance	**2**	2
Employee benefits	**29**	34
Compensation for loss of office	**124**	—
	4,278	3,203

5 PARTICULARS OF EMPLOYEES continued

The compensation for loss of office of £124,000 (2009: nil) relates to A Dillon who was a director of Cobent Limited a subsidiary company.

Directors' remuneration

	Salaries £	Fees £	**2010 £**	2009 £
M Jackson	41,333	—	**41,333**	36,667
J Hamer	33,333	26,440	**59,773**	33,250
D Lowe	12,250	—	**12,250**	9,750
R Jackson	50,000	24,952	**74,952**	72,750
H Sears	48,333	—	**48,333**	—
	185,249	51,392	**236,641**	152,417

Ray Jackson received £4,560 in health and insurance benefits. No other directors received any other benefits than those detailed above.

The number of directors at 30 November 2010 accruing retirement benefits under money purchase schemes was nil (2009: nil).

Elderstreet, a company controlled by M Jackson and D Lowe received £10,000 on the Cobent acquisition and £8,460 for office rental and support costs.

The interests of the directors in share options are as follows:

Name	Date of grant	Exercise price per ordinary share (p)	No. of ordinary shares under option	Exercise period
J Hamer	17 December 06	6.75p	100,000	Dec 2009–Nov 2016
M Jackson	23 October 08	2.75p	9,808,103	No time limit
D Lowe	23 October 08	2.75p	1,841,897	No time limit
J Arnold	3 April 09	2.75p	1,000,000	Apr 2012–Apr 2019
R Jackson	8 April 09	3.00p	3,381,318	Apr 2012–Apr 2019
J Hamer	29 September 09	4.375p	2,000,000	Sept 2012–Sept 2019
H Sears	25 March 10	5.75p	1,739,130	Mar 2013–March 2020

The market price of the shares at 30 November 2010 was 5.25 pence (2009: 5.5 pence) and the high and low market prices during the year were 6.625 pence and 3.875 pence respectively.

6 FINANCIAL INCOME

	2010 £'000	2009 £'000
Interest receivable on bank accounts	**—**	2

Notes to the Consolidated Statements

Year ended 30 November 2010

7 FINANCIAL EXPENSE

	2010 £'000	2009 £'000
Effective interest payable on redeemable loan notes	**147**	63
Interest on bank loans, overdraft and other loans	**8**	1
Interest on finance leases	**—**	2
	155	66

The actual interest payable on the redeemable loan notes as at 30 November 2010 is £109,500 (2009: £46,105).

8 TAXATION

Analysis of tax charge/(credit) in the year	2010 £'000	2009 £'000
Current income taxes credit:		
UK corporation tax/credit for the year	**(74)**	(101)
Adjustment in respect of prior year	**(15)**	16
	(89)	(85)
Deferred tax (note 22)		
Origination and reversal of temporary differences	**208**	35
Income tax expense on continuing operations	**119**	(50)

As shown above, the tax assessed on the (loss)/profit for the year is higher than (2009: lower than) the standard rate of corporation tax in the UK of 28% (2009: 28%). The differences are explained as follows:

Factors affecting tax credit	2010 £'000	2009 £'000
(Loss)/profit on ordinary activities before tax	**(1,550)**	520
(Loss)/profit on ordinary activities by rate of tax of 28% (2009: 28%)	**(434)**	146
Expenses not deductible for tax purposes	**741**	4
Adjustment in respect of prior year	**(15)**	16
Utilisation of previously unrecognised losses	**—**	(55)
Additional R&D claim CTA 2009	**(173)**	(161)
	119	(50)

9 DISCONTINUED OPERATION

On 12 May 2010 the Group sold the share capital of Wired-Gov Limited for £142,692 less costs. This Company was one of the legacy businesses acquired when the Group was admitted to AIM. The business was not a discontinued operation or classified as held for resale as at 30 November 2009 and the comparative income statement has been restated to show the discontinued operation separately from continuing operations.

Results of discontinued operation	Note	**2010 £'000**	2009 £'000
Revenue		**92**	243
Expenses		**(96)**	(196)
Results from operating activities		**(4)**	47
Financial expense		**—**	(1)
Pre-tax (loss)/profit of the discontinued operation		**(4)**	46
Related tax expense		**—**	(15)
		(4)	31
Proceeds of sale		**142**	—
Net assets sold		**(25)**	—
Costs of sale		**(6)**	—
Profit for the period		**107**	31
Basic profit per share		**0.005p**	0.002p
Diluted profit per share		**0.003p**	0.002p
Cash flows from discontinued operation			
Net cash used in operating activities		**(64)**	55
Net cash used in discontinued operation		**(64)**	55

Effect of disposal on the financial position of the Group

	2010 £'000	2009 £'000
Property Plant and equipment	**3**	2
Trade and other receivables	**70**	38
Cash and cash equivalents	**(2)**	62
Trade and other payables	**(33)**	(95)
Accruals	**(13)**	(27)
Net Assets	**25**	(20)

10 LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

As permitted by Section 408(3) of the Companies Act 2006, the profit and loss account of the parent Company is not presented as part of these accounts. The parent Company's loss after taxation for the financial year amounted to £3,054,176 (2009: loss £287,452).

Notes to the Consolidated Statements

Year ended 30 November 2010

11 EARNINGS PER SHARE

The calculation of earnings per share is based upon the loss for the continuing and discontinued business after taxation of £1,562,427 (2009: profit of £601,892) divided by the weighted average number of ordinary shares in issue during the year which was 231,609,874 (2009: 159,337,737). The loss for continuing operations of the Group of £1,669,474 (2009: £570,892. The weighted average number of ordinary shares used in the calculation of diluted earnings per share is 311,054,231 (2009: 209,231,224). This has been adjusted for the effect of potentially dilutive share options granted under the Company's share option schemes and convertible loan notes issued.

This has been computed as follows:

	(Loss) after tax £'000	**2010 Weighted average no. of shares**	**(Loss) per share (pence)**	Profit after tax £'000	2009 Weighted average no. of shares	Earnings per share (pence)
Continuing and discontinued operations						
(Loss)/earnings attributable to ordinary shareholders from continuing activities	**(1,562)**	**231,609,874**	**(0.67)**	601	159,337,737	0.38
Dilutive effect of options	**—**	**77,444,357**	**—**	—	49,893,487	—
Dilutive effect of conversion	**—**	**2,000,000**	**—**	—	—	—
Diluted (loss)/earnings per share for the year	**(1,562)**	**311,054,231**	**(0.67)**	601	209,231,224	0.29
Continuing operations						
(Loss)/earnings attributable to ordinary shareholders from continuing activities	**(1,669)**	**231,609,874**	**(0.72)**	570	159,337,737	0.36
Dilutive effect of options	**—**	**77,444,357**	**—**	—	49,893,487	—
Dilutive effect of conversion	**—**	**2,000,000**	**—**	—	—	—
Diluted (loss)/earnings per share for the year	**(1,669)**	**311,054,231**	**(0.72)**	570	209,231,224	0.27

If converted in full the options would generate £1,223,473 in cash and reduce actual interest charges by £105,000 per annum.

At the 30 November 2010 22,570,714 staff options were eligible for exercising at an average price of three pence plus the 43,750,000 shares that would be issued if conversion notices were served by the holders of the £1,750,000 of loan notes. At the 30 November 2010 21,387,744 of these options were priced below the market price.

Potential ordinary shares from the share option schemes and convertible loan notes have an anti-dilutive effect due to the Group being in a loss position. As a result, dilutive loss per share is disclosed as the same value as basic loss per share.

12 PURCHASE OF SUBSIDIARY UNDERTAKING AND BUSINESS

On 1 March 2010 the Group acquired 100% of the share capital of Cobent Limited, a software provider of learning platforms for regulated markets.

The fair and book values of the assets and goodwill acquired is set out below:

	Book value £'000	Adjustment £'000	Brand Value £'000	Deferred tax liability £'000	Fair value £'000
Net liabilities acquired					
Property, plant and equipment	8	—	—	—	8
Deferred Tax Asset	51	—	—	—	51
Work in Progress	9	—	—	—	9
Trade and other receivables	349	(275)	—	—	74
Cash and cash equivalents	64	—	—	—	64
Trade and other payables	(338)	5	—	—	(333)
Brand value	—	—	169	—	169
	143	(270)	169	—	42
Deferred tax	—	—	—	(383)	(383)
Goodwill	5,057	270	(169)	383	5,541
		5,200	—	—	5,200
Consideration made up of:-					
Cash		3,200			3,200
Shares		2,000			2,000
		5,200			5,200

Brand value relates to the brand value associated with software products and is defined in more detail in note 13 to the financial statements.

Goodwill represents the value of synergies, future prospects and the acquiree's assembled workforce and is defined in more detail in note 13 to the financial statements.

In September 2010, immediately prior to the filing of the Cobent Limited December 2009 accounts, the directors of Cobent Limited reviewed its trade receivables and decided that a trade debt of £275,000 relating to a 2009 sale to Organization Metrics Inc. of Canada should be provided against (see adjustment column above). This provision and a tax adjustment of £5,000 were recognised increasing the goodwill on acquisition from £5,057,000 to £5,327,000 before the recognition of brand value. The Group is now taking legal action against Organization Metric Inc. to recover the debt.

Following an impairment review at 30 November 2010 the directors are of the opinion that the goodwill should be written-down by £2,600,000 to reflect the less than optimal trading performance in the nine months since acquisition. See note 13 for additional information on the impairment tests applied.

In the 12 months to November 2010 Cobent Ltd earned revenues of £1,548,081 and made a profit before tax of £135,586. For the period from 1 March 2010 to 30 November 2010, the company earned revenues of £964,968 and made a profit, before tax of £174,788.

Notes to the Consolidated Statements

Year ended 30 November 2010

12 PURCHASE OF SUBSIDIARY UNDERTAKING AND BUSINESS continued

Below is a summary of the consolidated income statement showing information separating between continuing operations and acquisitions for the year ended 30 November 2010:

	From continuing operations £'000	Acquisition £'000	Total £'000
Revenue	7,009	965	7,974
Gross profit	4,965	767	5,732
Administrative expenses	(3,796)	(580)	(4,376)
Trading profit	1,169	187	1,356
Shared-based payments	(45)	(8)	(53)
Impairment of Goodwill	—	(2,600)	(2,600)
Cost of acquisition(98)	—	(98)	
Effective finance costs	(151)	(4)	(155)
(Loss)/Profit before taxation	875	(2,425)	(1,550)

If the acquisition had occurred on 1 December 2009, management estimates that consolidated revenue would have been £8,600,000 and consolidated trading profit for the year would have been £1,304,000.

13 INTANGIBLE FIXED ASSETS

	Brand value £'000	Goodwill £'000	Development costs £'000	Total £'000
Cost				
At 1 December 2008	—	5,672	639	6,311
Additions on acquisition of subsidiary	1,200	1,074	—	2,274
Fully impaired and no longer in use	—	—	(639)	(639)
At 30 November 2009	1,200	6,746	—	7,946
At 1 December 2009	1,200	6,746	—	7,946
Additions on acquisition of subsidiary	169	5,541	—	5,710
Capitalised during the year	—	—	413	413
At 30 November 2010	**1,369**	**12,287**	**413**	**14,069**
Amortisation and impairment				
At 1 December 2008	—	2,950	639	3,589
Amortisation in year	—	—	—	—
Fully impaired and no longer in use	—	—	(639)	(639)
At 30 November 2009	—	2,950	—	2,950
At 1 December 2009	—	2,950	—	2,950
Amortisation in year	—	—	—	—
Impairment	—	2,600	—	2,600
At 30 November 2010	**—**	**5,550**	**—**	**5,550**
Net Book Value				
At 30 November 2010	**1,369**	**6,737**	**413**	**8,519**
At 30 November 2009	1,200	3,796	—	4,996

13 INTANGIBLE FIXED ASSETS continued

Brand value

On the acquisition of Ether Ray Ltd (now renamed AI Media Communications Ltd) the directors judged the brand value associated with the software products purchased on the basis of a multiple of the 'clean' annualised operating profit of the business at the end of June 2009 The valuation was agreed by the directors at £1,200,000.

On the acquisition of Cobent Limited the directors judged the brand value associated with the software products purchased on the basis of a multiple of the 'clean' annualised operating profit of the business in the 12 months before acquisition. The valuation was agreed by the directors at £169,000.

Impairment testing for cash-generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's business segments which represent the lowest level within the group at which the goodwill is monitored for internal management accounts purposes.

The aggregate carrying amounts of goodwill allocated to each business segment are:

	2010 £'000	2009 £'000
Software as a service	**5,937**	2,996
IT Support Services	**800**	800
	6,737	3,796

The value in use was determined by discounting the future cash flows generated from the continuing operation of the business segment and was based on the following assumptions:

- Cash flows were projected based on actual operating results and a one year Group trading forecast as approved by management.
- Cash flows were extrapolated for a further four years based on a revenue growth rate in a range of between two and 20% per annum in each year from two to five, and an increasing cost base in a range of between three and 15% per annum. These rates of revenue growth are based upon past achievements of the Group companies and have been decided upon company by company.
- A residual value is calculated based upon a multiple of the after tax projected profit in year five.
- The weighted average cost of capital used in the DCF calculation is 11% (2009: 5%)

In addition to revenue growth, the key assumptions used in the impairment testing were:

- Gross margins remain consistent over the five year period with software businesses of a similar type.
- 60% of costs relate to employment costs which are therefore the key cost driver. Our experience has been that in the recent low inflation years we have been able to hold salary increases to 3% levels. Certain subsidiaries are expected to grow significantly over the next few years and will need to build their infrastructure accordingly. Our costs have been assumed to rise at 20%.

Notes to the Consolidated Statements

Year ended 30 November 2010

13 INTANGIBLE FIXED ASSETS continued

- In overall terms the directors view the key sensitivity to be employment costs. However it would take an increase of over 15% in employment costs (as opposed to 3%) in the case of each subsidiary to bring about any impairment to the carrying value of goodwill with the exception of Cobent Limited.

In the case of Cobent Limited the resulting discounted cash flows fell short of the carrying value of goodwill by £2.6 million. The directors concluded that on the basis of their experiences with Cobent since its acquisition in March 2010 it would be appropriate to reduce the carrying value of goodwill by that full shortfall. The directors concluded following this review that they can justify for all other segments the carrying value of the respective goodwill.

14 PROPERTY, PLANT & EQUIPMENT

	Fixtures fittings and equipment £'000
Cost	
At 1 December 2008	621
Additions	63
Disposals	(4)
On acquisition of subsidiary	8
At 30 November 2009	688
At 1 December 2009	688
Additions	109
Transfers	(6)
Disposals	(27)
On acquisition of subsidiary	36
At 30 November 2010	**800**
Depreciation	
At 1 December 2008	429
Charge for the year	80
On disposals	(2)
At 30 November 2009	507
At 1 December 2009	507
Charge for the year	82
On transfers	(5)
On disposals	(16)
On acquisition of subsidiary	28
At 30 November 2010	**596**
Net Book Value	
At 30 November 2010	**204**
At 30 November 2009	181
At 30 November 2008	192

15 INVENTORIES

	2010 £'000	2009 £'000
Work in progress	**3**	10
Finished goods	**245**	255
	248	265

The cost of inventories recognised as an expense and included in 'cost of sales' amounted to £10,000 (2009: £13,000).

16 TRADE AND OTHER RECEIVABLES

	2010 £'000	2009 £'000
Current assets		
Trade receivables	**1,928**	1,223
Less: provision for impairment of trade receivables	**(317)**	(46)
	1,611	1,177
Other receivables	**—**	7
Current taxes receivable	**6**	—
Prepayments	**350**	297
Corporation tax receivable	**74**	—
	2,041	1,481

As at 30 November 2010, trade receivables of £317,452 (2009: £46,535) were impaired and fully provided for. The ageing of trade receivables which are past due and not impaired is as follows:

	2010 £'000	2009 £'000
Days outstanding:		
31–60 days	**378**	334
61–90 days	**436**	124
	814	458

Notes to the Consolidated Statements

Year ended 30 November 2010

16 TRADE AND OTHER RECEIVABLES continued

Movements on the Group provision for impairment of trade receivables are as follows:

	£'000
At 1 December 2008	75
Movement on the provision for receivables	(24)
Receivables written off during the year	(5)
At 30 November 2009	46

	£'000
At 1 December 2009	46
Movement on the provision for receivables	282
Receivables written off during the year	(11)
At 30 November 2010	**317**

The creation and release of a provision for impaired receivables has been included in 'administrative expenses' in the income statement. Amounts charged to the allowance account are generally written off, where there is no expectation of recovering additional cash.

Ageing on impaired debt	**2010 £'000**	2009 £'000
Days outstanding:		
90–180 days	**11**	10
181–270 days	**31**	18
271–365 days	**275**	18
	317	46

The other asset classes within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

17 OTHER INTEREST BEARING LOANS AND BORROWINGS

	2010 £'000	2009 £'000
Non-current		
Convertible loan notes	**1,607**	1,655

On 30 June 2009 £1,750,000 convertible loan notes were issued. The notes mature on 30 June 2014 and carry a coupon of 6% per annum, payable semi-annually until such time as they were repaid or converted in accordance with their terms. The holders of the notes may convert all or part of the notes held by them into new ordinary shares in the company on delivery to the company of a conversion notice, at four pence per share. The company reserved the right to redeem the Notes, in whole or part, at any time within 18 months of the date of issue, at a premium of 10%. The directors decided in November 2010 not to exercise the redemption option and that opportunity has now lapsed.

17 OTHER INTEREST BEARING LOANS AND BORROWINGS continued

On 9 July 2009 the Company issued a further £100,000 convertible loan notes with the same terms as those issued on 30 June 2009 except that their maturity date is 9 July 2014. In August 2010 this loan note holder exercised his right to convert this loan to equity at four pence per share. These 2,500,000 shares were admitted to AIM on 1 September 2010.

The net proceeds received from the issues of the convertible loan notes have been split between the liability element and an equity component, representing the fair value of the embedded option to convert the liability into equity of the Company, as follows:

	2010 **£'000**	2009 £'000
Proceeds of issue of convertible loan notes	**1,750**	1,850
Equity component	**(176)**	(186)
Deferred taxation	**(40)**	(72)
	1,534	1,592
Interest charged	**73**	63
Liability component at 30 November 2010	**1,607**	1,655

The equity component of £175,834 (2009: £185,882) has been credited to equity reserve (see note 9 of the parent Company). The interest charged for the year is calculated by applying an effective rate of interest of 9.8% to the liability component for the five month period since the loan notes were issued. The liability component is measured at amortised cost. The difference between the carrying amount of the liability component at the date of issue and the amount reported in the balance sheet at 30 November 2010 represents the effective interest rate less interest paid to that date.

18 CASH AND CASH EQUIVALENTS

	2010 **£'000**	2009 £'000
Cash at banks and in hand	**2,214**	1,714

Cash at banks is primarily held in non-interest earning current accounts, with each subsidiary managing its own deposits into interest earning accounts.

19 TRADE AND OTHER PAYABLES

	2010 **£'000**	2009 £'000
Trade and other payables	**382**	348
Other taxes and social security costs	**123**	118
VAT payable	**256**	196
	761	662

Notes to the Consolidated Statements

Year ended 30 November 2010

20 FINANCIAL INSTRUMENTS

The Group's treasury activities are designed to provide suitable, flexible funding arrangements to satisfy the Group's requirements. The Group uses financial instruments comprising borrowings, cash, liquid resources and items such as trade receivables and payables that arise directly from its operations. The main risks arising from the Group financial instruments relate to liquidity across the seven Group entities and debt collection. The board reviews policies for managing each of these risks and they are summarised below.

The Group finances its operations through a combination of cash resources, loan notes and equity. Short term flexibility is provided by moving resources between the individual subsidiaries. Exposure and interest rate fluctuations are minimal as all borrowings are at fixed rates of interest. The Group has also 30 day deposit facilities on which 1.7% interest can be earned and will be optimising the use of these accounts going forward.

At 30 November 2010 borrowings comprised:

- Convertible loan notes of £1,750,000 (2009: £1,850,000)
- Former director's loan of £54,160 (2009: Nil) – included in trade and other payables

There is no material difference between the fair values and book values of the Group's financial instruments.

Short-term trade receivables and payables have been excluded from the above disclosures.

The objectives of the Group's treasury activities are to manage financial risk, secure cost-effective funding where necessary and minimise adverse effects of fluctuations in the financial markets on the value of the Group's financial assets and liabilities, on reported profitability and on cash flow of the Group. Interest income is sought wherever possible which has proven difficult in 2010.

The Group's principal financial instruments for fundraising are through share issues.

2010	Loans and receivables and other payables £'000	Total £'000
Assets per the balance sheet		
Trade and other receivables excluding prepayments	**2,041**	**2,041**
Cash and cash equivalents	**2,214**	**2,214**
	4,255	**4,255**
Liabilities per the balance sheet		
Trade and other payables excluding accruals	**761**	**761**
Interest bearing loans and borrowings	**1,607**	**1,607**
	2,368	**2,368**

20 FINANCIAL INSTRUMENTS continued

2009	Loans and receivables and other payables £'000	Total £'000
Assets per the balance sheet		
Trade and other receivables excluding prepayments	1,481	1,481
Cash and cash equivalents	1,714	1,714
	3,195	3,195
Liabilities per the balance sheet		
Trade and other payables excluding accruals	662	662
Interest bearing loans and borrowings	1,655	1,655
	2,317	2,317

21 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks which are managed by the Group and subsidiary management teams as part of their day-to-day responsibilities. The Group's overall risk management policy concentrates on those areas of exposure most relevant to its operations. These fall into four categories:

- Competitive risk – that our product is no longer competitive
- Cash flow and liquidity risk – that we run out of day-to-day liquidity
- Credit risk – that our customers do not pay
- Key personnel risk – that we cannot attract and keep good people

Competitive risk
All of our businesses are active in competitive markets. These markets are predominantly UK based but nevertheless face global competition. To succeed we need staff with the appropriate skills, offering state of the art solutions at competitive prices. They need a full understanding of the benefits and attributes of our products as well as an understanding of competitor products. They also need to know about sales opportunities on a timely basis.

As a small company, with limited resources, we need to manage our investments but we tackle these risks as follows:

- We encourage an investment of up to 10% (2009: 5%) of revenue on product research and development
- We are building our sales teams in a controlled manner
- We make time and funds available for staff training
- We incentivise through balanced sales commission schemes
- We monitor individual sales person performance, taking action where necessary
- We expect subsidiary directors to have an excellent understanding of their market

Notes to the Consolidated Statements

Year ended 30 November 2010

21 FINANCIAL RISK MANAGEMENT continued

Cash flow and liquidity risk

As a Group we support the cash requirements of seven individual company units, all of which have their individual working capital movements during a trading month. At the end of 2010 we had no bank borrowing (2009: nil) but as an acquisitive business which also invests in its existing infrastructure continually, the need to project future requirements is important. To encourage tough cash management and good planning we manage cash as follows:

- We collect and communicate a weekly cash summary every Friday by subsidiary
- We pay sales commissions, when appropriate, only once cash is received
- We monitor detailed aging analysis of debtors from each subsidiary on a monthly basis
- We encourage subsidiary cash generation by minimising the 'sweeping' of cash to the Plc.
- We track the link between reported profit and generated cash as a key indicator of company performance.

Credit risk

Our sales are split 50:50 (2009 60:40) between public and private sector organisations. Whilst recognising that circumstances change, we are of the opinion that the public sector will pay its debts providing the purchasing rules have been followed. We have no reason to change this view at the present time. The private sector however remains a high risk and we need to be very diligent about our approach to these sales:

- We will not do business without a purchase order number
- We must take credit checks on new customers
- We track aged debtors very diligently, reporting them monthly at Group board level
- We do not pay sales commission on unpaid sales

Key personnel risk

This is a people business. Our technical staff creates the product and our sales staff sell it. In 2010 63% (2009: 60%) of our operating costs were on people. In a competitive market we recognise good people can be poached or just lose their way. There is nothing that can beat a motivated, educated and focused team. Whilst our size limits the extent of our actions — we address this risk as follows:

- We take care to take references when recruiting
- We monitor performance individually whatever the role in the organisation
- We offer training of specific skills where appropriate
- We encourage flat management structures, open plan offices and easy accessibility up and down the organisation
- We pay competitive market prices, recognising regional differences
- We incentivise subsidiary managing directors on subsidiary profit performance
- We have a broadly distributed approved option scheme for senior employees
- A number of key personnel are significant shareholders in their own right

21 FINANCIAL RISK MANAGEMENT

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern providing long term returns for shareholders and security for other stakeholders whilst maintaining an optimal capital structure to allow for future acquisition and growth.

In order to manage the overall objective above we take note of the following:

- The board views equity firstly as the key source of funding for acquisitions and secondly as an important incentivisation tool for management. These are the key justifications for our AIM listing.
- In relation to acquisitions the appropriate funding structure will be a blend of our own available cash, gearing and equity. The structure for each transaction will take into account our intention for an immediate enhancement in earnings per share.
- The board is also sensitive to the fact that there may be times when capital is in short supply justifying fundraising beyond our immediate needs. With a buy and build strategy such as ours new acquisition opportunities may appear at any time.
- As an incentivisation tool for management using equity based payments, in line with market prices at the time of grant, align shareholders and management and are an important part of our remuneration approach.
- Financial performance has not justified a dividend to date. However once felt appropriate the board intends to begin paying a regular dividend as a reflection of growing confidence in future performance.

22 DEFERRED TAX ASSET

The following are the major deferred tax assets and liabilities recognised by the Group and the movements thereon during the current year end the prior year:

	Accelerated tax depreciation £'000	Convertible loan note equity component £'000	Share-based payment £'000	Tax losses £'000	Develop-ment costs expensed £'000	Arising from business combin-ations £'000	Total £'000
At 1 December 2008	82	—	—	413	—	—	415
Charge to income	(10)	(55)	26	(2)	—	—	(41)
Charge to equity	—	—	64	—	—	—	64
At 30 November 2009	(8)	(55)	90	411	—	—	438
At 1 December 2009	(8)	(55)	90	411	—	—	438
On acquisition of subsidiary	—	—	—	—	—	(383)	(383)
Charge to income	(8)	15	15	(115)	(115)	—	(208)
Charge to equity	—	—	19	—	—	—	19
At 30 November 2010	**(16)**	**(40)**	**124**	**296**	**(115)**	**(383)**	**(134)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where the there is an intention to settle the balances on a net basis.

Notes to the Consolidated Statements

Year ended 30 November 2010

22 DEFERRED TAX ASSET continued

The following is the analysis of deferred tax balances, after offset, for financial reporting purposes:

	2010 £'000	2009 £'000
Deferred tax assets	**420**	493
Deferred tax liabilities	**(554)**	(55)
	(134)	438

23 SHARE CAPITAL

Equity: Ordinary shares of 0.5p each	**2010 £'000**	2009 £'000
Authorised Share Capital		
275,000,000 Ordinary shares of 0.5p each		
(2009: 175,000,000 ordinary shares of 0.5p each	**1,375**	875
Allotted, issued and fully paid:		
257,270,696 Ordinary shares of 0.5p each		
(2009: 159,437,363 ordinary shares of 0.5p each)	**1,286**	797
Non-equity		
Authorised:		
191,177 8.5% Redeemable preference shares of £1 each	**191**	191
50,000 Redeemable shares of £1 each	**50**	50
	241	241

The following issues of 0.5 pence Ordinary shares were made during the year:

Date of Issue	Price	Cash	Number of shares	Purpose
1 Mar 2010	5p	2,755	55,100,000	Fundraising for Cobent Ltd acquisition
1 Mar 2010	6p	—	33,333,333	Shares issued to vendor of Cobent Ltd
8 Mar 2010	5p	245	4,900,000	Fundraising for Cobent Ltd acquisition
31 Mar 2010	2.75p	55	2,000,000	Exercise of options by J Hamer
01 Sept 2010	4p	—	2,500,000	Conversion of £100,000 loan notes
		3,055	97,833,333	

23 SHARE CAPITAL

Ordinary share options granted and subsisting at 30 November 2010 were as follows:

Date of grant	Option price	Number of shares	Exercisable between
17 October 2005	8.0p	90,000	Oct 2008–Oct 2015
24 April 2006	7.5p	881,303	Apr 2009–Apr 2016
17 November 2006	6.75p	100,000	Nov 2009–Nov 2016
28 February 2007	6.75p	111,667	Nov 2010–Nov 2017
1 February 2008	2.75p	1,000,000	Feb 2011–Feb 2018
23 October 2008	2.75p	21,300,000	No time limit
3 April 2009	2.75p	1,000,000	Apr 2012–Apr 2019
8 April 2009	3.0p	5,999,999	Apr 2012–Apr-2019
19 May 2009	3.5p	87,744	Nov 2009–Nov 2016
29 September 2009	4.375p	2,000,000	Sept 2012–Sept 2019
04 December 2009	5.5p	1,000,000	Dec 2012–Dec 2019
25 March 2010	5.75p	1,739,130	Mar 2013–Mar 2020
17 May 2010	4.0p	1,739,130	Mar 2013–Mar 2020

On 31 March 2010 J Hamer exercised 2,000,000 options granted on 23 October 2008 at 2.75 pence.

24 EQUITY-SETTLED SHARE BASED PAYMENTS

The Company has a share option scheme for employees of the Group. Details of the share options are as follows:

At 1/12/09 No.	Granted in year No.	Exercised in year No.	Lapsed in year No.	At 30/11/10 No.	Exercise price	Exercise date From	Exercise date To
90,000	—	—	—	90,000	8.0p	Oct 2008	Oct 2015
881,303	—	—	—	881,303	7.5p	Apr 2009	Apr 2016
100,000	—	—	—	100,000	6.75p	Nov 2009	Nov 2016
111,667	—	—	—	111,667	6.75p	Nov 2010	Nov 2017
1,000,000	—	—	—	1,000,000	2.75p	Feb 2010	Feb 2018
23,300,000	—	2,000,000	—	21,300,000	2.75p	Immediately	
1,000,000	—	—	—	1,000,000	2.75p	Apr 2012	Apr 2019
5,999,999	—	—	—	5,999,999	3.0p	Apr 2012	Apr 2019
200,244	—	—	112,500	87,744	3.5p	Nov 2009	Nov 2016
2,000,000	—	—	—	2,000,000	4.375p	Sep 2012	Sep 2019
—	1,000,000	—	—	1,000,000	5.5p	Dec 2012	Dec 2019
—	1,739,130	—	—	1,739,130	5.75p	Mar 2013	Mar 2020
—	1,739,130	—	1,739,130	—	5.75p	Mar 2013	Mar 2020
—	1,739,130	—	—	1,739,130	4p	Mar 2013	May 2020
34,683,213	6,217,390	2,000,000	1,851,630	37,048,973			

Notes to the Consolidated Statements

Year ended 30 November 2010

24 EQUITY-SETTLED SHARE BASED PAYMENTS continued

During the year to 30 November 2010 2,000,000 options were exercised by J.Hamer at an exercise price of 2.75p. Details of the number of share options and the weighted average exercise price ('WAEP') outstanding during the year are as follows:

	2010		2009	
	Number	**WAEP (pence)**	Number	WAEP (pence)
Outstanding at start of year	**34,683,213**	**3.05**	30,061,135	3.64
Granted during year	**6,217,390**	**5.22**	9,200,243	3.28
Exercised during year	**2,000,000**	**2.75**	—	—
Forfeited during the year	**1,851,630**	**5.61**	4,578,165	7.38
Outstanding at the year end	**37,048,973**	**3.30**	34,683,213	3.05
Exercisable at the year end	**22,570,714**	**3.00**	24,571,547	2.96

The options grants detailed below resulted in a share based payment charge for the Group of £53,004 (2009: nil)

2010

Inputs and Assumptions	**4 December 2009**	**25 March 2010**	**17 May 2010**
Share price at grant date	**5.5p**	**5.18p**	**4.65p**
Exercise price	**5.5p**	**5.75p**	**4.0p**
Expected volatility	**72%**	**72%**	**72%**
Expected life of options	**7 years**	**7 years**	**7 years**
Expected dividend yield	**0%**	**0%**	**0%**
Risk free rate	**2.64%**	**2.83%**	**2.5%**

2009

Inputs and Assumptions	1 February 2009	3 April 2009 2009	8 April 2009 2009	19 May 2009 2009	29 Sept 2009 2009
Share price at grant date	2.5p	2.5p	3.25p	3.00p	4.38p
Exercise price	2.75p	2.75p	3.0p	3.50p	4.38p
Expected volatility	72%	72%	72%	72%	74%
Expected life of options	7 years	7 years	7 years	7 years	7 years
Expected dividend yield	%	0%	0%	0%	0%
Risk free rate	2.64%	2.64%	2.62%	2.63%	2.71%

25 CASH AND CASH EQUIVALENTS

The Group monitors its exposure to liquidity risk based on the net cash flows that are available. The following provides an analysis of the changes in net funds:

	As at 1 December 2009 £'000	Cash flow from discontinued operations £'000	Cash flow from continuing operations £'000	**As at 30 November 2010 £'000**
Cash in hand and at bank	1,714	(64)	564	**2,214**

26 COMMITMENTS

Capital commitments

The Group had no capital commitments at the end of the financial year.

Operating lease commitments

At 30 November 2010, the Group was committed to making the following payments in respect of operating leases for land and buildings expiring:

	Land and buildings	
	2010	2009
	£'000	£'000
Amounts payable within 1 year	**98**	43
Between 2 and 5 years	**131**	64
	229	107

The Group leases various offices and storage units under non-cancellable operating lease agreements. The lease terms are up to five years and they are renewable at the end of the lease period at a market rate.

27 RELATED PARTY TRANSACTIONS

Two of the directors have received a portion of their remuneration through their individual service companies during the year. The amounts involved are as follows and relate to activities outside their responsibilities as directors:

	2010	2009
	£	£
M Jackson	**—**	10,000
J Hamer	**26,440**	22,000
D Lowe	**—**	2,000
R Jackson	**24,952**	22,750
	51,392	56,750

In all cases the directors are responsible for their own taxation and national insurance liabilities.

Elderstreet, a company controlled by M Jackson and D Lowe received £5,000 on the Cobent acquisition and £21,691 for office rental and support costs. These amounts are included in the remuneration details in note 5.

Wedlake Bell, a company in which Mrs R Jackson, wife of R Jackson, is a consultant received £7,183 for legal services during the year.

Notes to the Consolidated Statements

Year ended 30 November 2010

28 PENSION COMMITMENTS

Individual subsidiaries of the Group operate defined contribution pension schemes for their employees. The assets of the schemes are held separately from those of the Group. The annual contributions payable are charged to the income statement when they fall due for payment.

During the year £54,327 (2009: £68,293) was contributed by the Group to individual pension schemes. At 30 November 2010 no pension contributions were outstanding (2009: Nil).

29 EVENTS AFTER THE BALANCE SHEET DATE

On 16 December 2010 Ms J Arnold was appointed to the board as an executive director with responsibility for business development, reporting to the Chairman.

On 31 January 2011 the Group signed a compromise agreement with H Sears who is stepping down from all executive responsibilities in March 2011. He will remain employed as a non-executive director. As part of his compromise arrangement he has waived all option entitlements. Further the Company has expressly released H Sears from its rights under the Cobent Limited sale and purchase agreement to seek liquidated damages in relation to the current legal action against Organisation Metrics Inc of Canada.

Company Balance Sheet

Year ended 30 November 2010

	Note	2010 £'000	2009 £'000
Fixed assets			
Tangible assets	2	**—**	7
Investments	3	**9,083**	6,483
		9,083	6,490
Current assets			
Debtors	4	**1,610**	1,349
Cash at bank and in hand		**66**	51
		1,676	1,400
Creditors: amounts falling due within one year	5	**(2,165)**	(1,359)
Net current assets		**(489)**	41
Creditors: amounts falling due over one year	6	**(1,607)**	(1,655)
Net Assets		**6,987**	4,876
Capital and reserves			
Share capital	7, 9	**1,286**	797
Share premium account	9	**13,490**	8,955
Capital redemption reserve	9	**191**	191
Share option valuation reserve	9	**313**	247
Equity reserve	9	**176**	186
Profit and loss account	9	**(8,469)**	(5,500)
Equity shareholders funds	10	**6,987**	4,876

The financial statements were approved by the board of directors on 4 March 2011 and signed on its behalf by:

M E W Jackson
Chief Executive

Notes to the Company Financial Statement

Year ended 30 November 2010

1 ACCOUNTING POLICIES

Basis of preparation

These separate financial statements of the parent Company, Access Intelligence Plc, which have been prepared in accordance under the historical cost convention and in accordance with applicable accounting standards under UK GAAP, are presented as required by the Companies Act 2006.

On the basis of current financial projections and available funds and facilities, the directors are satisfied that the Company, taking into account that it operates as part of the Access Intelligence Plc Group, has adequate resources to continue in operation for the foreseeable future and therefore consider it appropriate to prepare the financial statements on the going concern basis. The particular accounting policies adopted by the Company are described below.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures, fittings and equipment — 20% on cost
All tangible assets are now fully written down.

Share-based payments

The fair value of equity-settled share-based payments to employees is determined at the date of grant and is expensed on a straight-line basis over the vesting period based on the Company's estimate of shares or options that will eventually vest. In the case of options granted, fair value is measured by the binomial option pricing model. Further details are set out in note 8.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment.

Impairment

The Company evaluates its financial assets for financial impairment where events or circumstances indicate that the carrying amount of such assets may not be fully recoverable. When such evaluations indicate that the carrying value of an asset exceeds its recoverable value, the impairment loss is recognised in the profit and loss account.

Taxation

Current tax is the tax currently payable based on taxable profits for the year. Due to losses no current taxation will be payable by the Company and the losses will be made available for Group relief.

Deferred taxation is recognised on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1 **ACCOUNTING POLICIES** continued

Convertible loan notes

The component parts of compound instruments issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, in the case of a convertible bond denominated in the functional currency of the issuer that may be converted into a fixed number of equity shares, the fair value of the liability component is estimated at the present value of the stream of future cash flows (including both coupon payments and redemption) discounted at the market rate of interest that would have been applied to an instrument of comparable credit quality with substantially the same cash flows, on the same terms, but without the conversion option. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

Issue costs are apportioned between the liability and equity components of the convertible loan notes based upon their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly against equity.

2 **TANGIBLE FIXED ASSETS**

Company

	Fixtures fittings and equipment £'000
Cost	
At 1 December 2009 and 30 November 2010	34
Depreciation	
At 1 December 2009	27
Charge for the year	7
At 30 November 2010	34
Net Book value	
At 30 November 2010	**—**
At 30 November 2009	7

Notes to the Company Financial Statement

Year ended 30 November 2010

3 INVESTMENTS

	Investment in subsidiary undertakings £'000
Cost	
At 1 December 2009	10,786
Additions	5,200
At 30 November 2010	**15,986**
Impairment	
At 1 December 2009	4,303
Charge for year	2,600
At 30 November 2010	**6,903**
Net book value	
At 30 November 2010	**9,083**
At 30 November 2009	6,483

At 30 November 2010 the Company was the beneficial owner of the entire issued share capital and controlled all the votes of its subsidiaries, all of which are incorporated in England and Wales. The principal trading subsidiaries are set out below:

Subsidiary	Activities
Due North Limited	Software development
Management Services 2000 Limited	Software development
Access Intelligence Media and Communications Limited (formerly Ether Ray Ltd)	Software development
Solcara Limited	Software development
Willow Starcom Limited	IT Support services
Cobent Limited	Software development

On 1 March 2010 the Company acquired 100% of the share capital, business, assets and liabilities of Cobent Limited, a software provider of learning platforms for regulated markets. (See note 12 of the consolidate statements).

Acquisitions are accounted for under the acquisition method.

3 INVESTMENTS continued

The investment cost was £5,200,000 of which £5,000,000 was paid at completion and £200,000 was paid on 30 June 2010. The consideration was made up of:

	Total £'000
Cash	3,200
Shares	2,000
	5,200

The net assets of Cobent at 30 November 2010 were £82,106.

Following an impairment review at 30 November 2010 the directors are of the opinion that the investment should be written-down by £2,600,000 to reflect their current view of future discounted cash flows.

In the 11 months to 30 November 2010 Cobent Limited made a loss before tax of £7,376 of which a profit of £174,788 arose in the period from 1 March 2010 and 30 November 2010. The summarised profit and loss account for the period from 1 January 2010 to 28 February 2010 shown on the basis of the accounting policies of Cobent Limited prior to the acquisition are as follows:

Profit and Loss Account	Total £'000
Turnover	41
Cost of sales	(40)
Gross profit	1
Administrative expenses	(183)
Operating (loss)	(182)
Interest received	—
(Loss) on ordinary activities before tax	(182)
Deferred Tax Credit on ordinary activities	51
(Loss) on ordinary activities after tax	(131)

Notes to the Company Financial Statement

Year ended 30 November 2010

4 DEBTORS

	2010 £'000	2009 £'000
Amounts due from Group undertakings	**1,162**	1,126
VAT	**13**	7
Corporation tax	**135**	
Deferred taxation	**262**	192
Prepayments and other debtors	**38**	24
	1,610	1,349

5 CREDITORS: due within one year

	2010 £'000	2009 £'000
Amounts due to Group undertakings	**2,109**	1,209
Trade creditors	**2**	74
Other taxes and social security	**4**	6
Accruals and other creditors	**50**	70
	2,165	1,359

6 CREDITORS: DUE AFTER MORE THAN ONE YEAR

	2010 £'000	2009 £'000
Convertible loan notes	**1,607**	1,655

In June and July 2009 a total of £1,850,000 convertible loan notes were issued. The notes mature on 30 June 2014 and carry a coupon of 6% per annum, payable semi-annually until such time as they are converted in accordance with their terms. The holders of the notes may convert all or part of the notes held by them into new ordinary shares in the Company on delivery to the Company of a conversion notice, at four pence per share. The Company decided not to exercise it's right to redeem the notes prior to 31 December 2010 and that opportunity has now elapsed.

In August 2010 a holder of £100,000 of loan notes exercised their right to convert to equity at four pence per share. These shares were admitted to AIM on 1st September 2010.

The net proceeds received from the issues of the convertible loan notes have been split between the liability element and an equity component, representing the fair value of the embedded option to convert the liability into equity of the Company, as follows:

	2010 £'000	2009 £'000
Proceeds of issue of convertible loan notes	**1,750**	1,850
Equity component	**(176)**	(186)
Deferred taxation	**(40)**	(72)
	1,534	1,592
Interest charged	**73**	63
Liability component at 30 November	**1,607**	1,655

6 CREDITORS: DUE AFTER MORE THAN ONE YEAR continued

The equity component of £175,835 (2009: 185,882) has been credited to equity reserve (see note 9). The interest charged for the year is calculated by applying an effective rate of interest of 9.8% to the liability component for the five month period since the loan notes were issued. The liability component is measured at amortised cost. The difference between the carrying amount of the liability component at the date of issue and the amount reported in the balance sheet at 30 November 2010 represents the effective interest rate less interest paid to that date.

7 SHARE CAPITAL

	2010 £'000	2009 £'000
Equity		
Allotted, issued and fully paid:		
257,270,696 Ordinary shares of 0.5p each		
(2009: 159,437,363 ordinary shares of 0.5p each)	**1,286**	797
Non-equity		
Authorised:		
191,177 8.5% Redeemable preference shares of £1 each	**191**	191

This is represented in a Capital Redemption Reserve as it has been fully repaid.

The following issues of 0.5 pence Ordinary shares were made during the year:

Date of Issue	Price	Cash	Number of Shares	Purpose
1 Mar 2010	5p	2,755	55,100,000	Fundraising for Cobent Ltd acquisition
1 Mar 2010	6p	—	33,333,333	Shares issued to vendor of Cobent Ltd
8 Mar 2010	5p	245	4,900,000	Fundraising for Cobent Ltd acquisition
31 Mar 2010	2.75p	55	2,000,000	Exercise of options by J Hamer
01 Sept 2010	4p	—	2,500,000	Conversion of £100,000 loan notes
		3,055	97,833,333	

Ordinary share options granted and subsisting at 30 November 2010 were as follows:

Date of grant	Option price	Number of shares	Exercisable between
17 October 2005	8.0p	90,000	Oct 2008–Oct 2015
24 April 2006	7.5p	881,303	Apr 2009–Apr 2016
17 November 2006	6.75p	100,000	Nov 2009–Nov 2016
28 February 2007	6.75p	111,667	Nov 2010–Nov 2017
1 February 2008	2.75p	1,000,000	Feb 2011–Feb 2018
23 October 2008	2.75p	21,300,000	No time limit
3 April 2009	2.75p	1,000,000	Apr 2012–Apr 2019
8 April 2009	3.0p	5,999,999	Apr 2012–Apr-2019
19 May 2009	3.5p	87,744	Nov 2009–Nov 2016
29 September 2009	4.375p	2,000,000	Sept 2012–Sept 2019
04 December 2009	5.5p	1,000,000	Dec 2012–Dec 2019
25 March 2010	5.75p	1,739,130	Mar 2013–Mar 2020
17 May 2010	4.0p	1,739,130	Mar 2013–Mar 2020

On 31st March 2010 J Hamer exercised 2,000,000 options of the batch granted on 23 October 2008 at 2.75 pence.

Notes to the Company Financial Statement

Year ended 30 November 2010

8 EQUITY-SETTLED SHARE BASED PAYMENTS

The Company has a share option scheme for employees of the Group. Details of the share options are as follows:

At 1/12/09 No.	Granted in year No.	Exercised in year No.	Lapsed in year No.	At 30/11/10 No.	Exercise price	Exercise date From	To
90,000	—	—	—	90,000	8.0p	Oct 2008	Oct 2015
881,303	—	—	—	881,303	7.5p	Apr 2009	Apr 2016
100,000	—	—	—	100,000	6.75p	Nov 2009	Nov 2016
111,667	—	—	—	111,667	6.75p	Nov 2010	Nov 2017
1,000,000	—	—	—	1,000,000	2.75p	Feb 2010	Feb 2018
23,300,000	—	2,000,000	—	21,300,000	2.75p	Immediately	
1,000,000	—	—	—	1,000,000	2.75p	Apr 2012	Apr 2019
5,999,999	—	—	—	5,999,999	3.0p	Apr 2012	Apr 2019
200,244	—	—	112,500	87,744	3.5p	Nov 2009	Nov 2016
2,000,000	—	—	—	2,000,000	4.375p	Sep 2012	Sep 2019
—	1,000,000	—	—	1,000,000	5.5p	Dec 2012	Dec 2019
—	1,739,130	—	—	1,739,130	5.75p	Mar 2013	Mar 2020
—	1,739,130	—	1,739,130	—	5.75p	Mar 2013	Mar 2020
—	1,739,130	—	—	1,739,130	4p	Mar 2013	May 2020
34,683,213	6,217,390	2,000,000	1,851,630	37,048,973			

During the year to 30 November 2010 2,000,000 options were exercised by J.Hamer at an exercise price of 2.75 pence.

Details of the number of share options and the weighted average exercise price ('WAEP') outstanding during the year are as follows:

	2010 Number	**2010 WAEP (pence)**	2009 Number	2009 WAEP (pence)
Outstanding at start of year	**34,683,213**	**3.05**	30,061,135	3.64
Granted during year	**6,217,390**	**5.22**	9,200,243	3.28
Exercised during year	**2,000,000**	**2.75**	—	—
Forfeited during the year	**1,851,630**	**5.61**	4,578,165	7.38
Outstanding at the year end	**37,048,973**	**3.30**	34,683,213	3.05
Exercisable at the year end	**22,570,714**	**3.00**	24,571,547	2.96

8 EQUITY-SETTLED SHARE BASED PAYMENTS continued

The option grants detailed below resulted in a share based payment charge for the year for the parent Company of £28,278 (2009:nil)

2010 Inputs and Assumptions	**4 December 2009**	**25 March 2010**	**17 May 2010**
Share price at grant date	**5.5p**	**5.18p**	**4.65p**
Exercise price	**5.5p**	**5.75p**	**4.0p**
Expected volatility	**72%**	**72%**	**72%**
Expected life of options	**7 years**	**7 years**	**7 years**
Expected dividend yield	**0%**	**0%**	**0%**
Risk free rate	**2.64%**	**2.83%**	**2.5%**

2009 Inputs and Assumptions	1 February 2009	3 April 2009	8 April 2009	19 May 2009	29 Sept 2009
Share price at grant date	2.5p	2.5p	3.25p	3.00p	4.38p
Exercise price	2.75p	2.75p	3.0p	3.50p	4.38p
Expected volatility	72%	72%	72%	72%	74%
Expected life of options	7 years	7 years	7 years	7 years	7 years
Expected dividend yield	0%	0%	0%	0%	0%
Risk free rate	2.64%	2.64%	2.62%	2.63%	2.71%

Notes to the Company Financial Statement

Year ended 30 November 2010

9 RESERVES

	Share capital £'000	Share option valuation reserve £'000	Equity reserve £'000	Share premium £'000	Capital redemption £'000	Profit and loss £'000	Total £'000
At 1 December 2008	779	183	—	8,873	191	(5,213)	4,813
Loss for the year	—	—	—	—	—	(287)	(287)
Issue of Share Capital	18	—	—	82	—	—	100
Issue of warrant	—	64	—	—	—	—	64
Issue of loan notes	—	—	186	—	—	—	186
At 30 November 2009	797	247	186	8,955	191	(5,500)	4,876
At 1 December 2009	797	247	186	8,955	191	(5,500)	4,876
Loss for the year	—	—	—	—	—	(2,969)	(2.969)
Issue of Share Capital — cash	310	—	—	2,745	—	—	3,055
Issue of Share Capital	179	—	—	1,920	—	—	2,099
Costs on Issue of Share Capital	—	—	—	(130)	—	—	(130)
Share-based payments	—	28	—	—	—	—	28
Tax credit relating to share-based payments	—	38	—	—	—	—	38
Equity component of convertible loan note	—	—	(10)	—	—	—	(10)
At 30 November 2010	**1,286**	**313**	**176**	**13,490**	**191**	**(8,469)**	**6,987**

10 RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS

	2010 £'000	2009 £'000
Opening shareholders' funds	**4,876**	4,813
(Loss)/profit for the financial year	**(2,969)**	(287)
Equity shares issued in the year	**489**	18
Share premium on equity shares issued	**4,665**	82
Costs incurred	**(130)**	—
Share option valuation reserve	**66**	64
Equity reserve arising on issue of loan notes	**(10)**	186
Closing shareholders' funds	**6,987**	4,876

11 COMMITMENTS

Capital commitments

The Company had no capital commitments at the end of the financial year.

Operating lease commitments

At 30 November 2010, the Group was committed to making the following payments during the next year in respect of operating leases for land and buildings expiring:

	2010 £'000	2009 £'000
Amounts payable within 1 year	**26**	26

12 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption available under FRS 8 not to disclose transactions between itself and its wholly owned subsidiary companies on the grounds that it prepares consolidated accounts.

Two of the directors have received a portion of their remuneration through their individual service companies during the year. The amounts involved are as follows and relate to activities outside their responsibilities as directors:

Notes to the Company Financial Statement

Year ended 30 November 2010

12 RELATED PARTY TRANSACTIONS continued

In all cases the directors are responsible for their own taxation and national insurance liabilities.

	2010 £	2009 £
M Jackson	**—**	10,000
J Hamer	**26,440**	22,000
D Lowe	**—**	2,000
R Jackson	**24,952**	22,750
	51,392	56,750

Elderstreet, a company controlled by M Jackson and D Lowe received £5,000 on the Cobent acquisition and £21,691 for office rental and support costs. These amounts are included in the remuneration details in note 6.

13 EVENTS AFTER THE BALANCE SHEET DATE

On 16 December 2010 Ms J Arnold was appointed to the board as an executive director with responsibility for business development, reporting to the Chairman.

On 31 January 2011 the Group signed a compromise agreement with H Sears who is stepping down from all executive responsibilities in March 2011. He will remain employed as a non-executive director. As part of his compromise arrangement he has waived all option entitlements. Further the Company has expressly released H Sears from its rights under the Cobent Ltd sale and purchase agreement to seek liquidated damages in relation to the current legal action against Organisation Metrics Inc of Canada.

www.accessintelligence.com
Stockcode: ACC

Access Intelligence Plc
32 Bedford Row
London
WC1R 4HE

T: +44 (0) 20 7400 0485
F: +44 (0) 20 7831 5077

Access Intelligence Plc

(the "Company")

NOTICE OF Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be at 32 Bedford Row, London, WC1R 4HE at 10.00 am on Tuesday 12 April 2011 for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the accounts for the financial year ended 30 November 2010 together with the directors' report and the auditors' report.
2. To re-elect Ray Jackson as a director of the Company.
3. To reappoint Mazars LLP as the auditors of the Company.
4. To authorise the directors to agree the remuneration of the auditors of the Company.
5. To resolve that the directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company, or to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of [£500,000], including without limitation pursuant to any Rights existing on or before the date of this resolution, provided that this authority shall expire at the next Annual General Meeting unless renewed, varied or revoked by the Company prior to or on that date save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company and/or Rights to be allotted after such expiry and the directors may allot shares in the Company and/or Rights in pursuance of such offer or agreement as if this authority had not expired and so that this authority is in substitution for and shall replace all existing authorities pursuant to Section 551 of the Companies Act 2006 which, to the extent not exercised prior to the passing of this resolution, are hereby revoked.

Special Business

To consider and, if thought fit, pass the following resolutions as special resolutions:

6. That, subject to the passing of resolution 5 and in place of all existing powers, the directors be and are hereby authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 5 as if Section 561(1) of the Companies Act 2006 did not apply to such allotment provided that this power shall be limited to:
   6.1 the allotment of equity securities in connection with an offer of equity securities by way of a rights issue and open offer only to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings;
   6.2 allotments of equity securities (otherwise than pursuant to sub-paragraph 6i above) up to an aggregate nominal amount of £300,000, including without limitation pursuant to any warrants, options and/or rights to subscribe for equity securities existing on or before the date of this resolution; and
   6.3 shall expire on the date of the next Annual General Meeting unless renewed, varied or revoked by the Company prior to or on that date save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.
7. That, the Company be generally and unconditionally authorised pursuant to Article 2.10 of the Articles of Association of the Company and pursuant to Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 0.5 pence each in the capital of the Company (the "**Shares**") provided that:
   7.1 the maximum number of Shares hereby authorised to be purchased is 12,500,000 (being approximately 5% of the current issued ordinary share capital of the Company);
   7.2 the minimum price (excluding expenses) which may be paid for such Shares is 0.5 pence per ordinary share being the nominal value thereof;
   7.3 the maximum price (excluding expenses) which may be paid for such Shares shall not be more than 5% above the average of the middle market quotations for the Shares as derived from the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the contract for purchase is made; and

7.4 such authority shall expire 15 months from the date of passing this resolution or at the conclusion of the next Annual General Meeting of the Company in 2012 whichever is earlier provided that the Company may before such expiry make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry and the Company may make a purchase of its own shares in pursuance of such contract as if the authority conferred hereby had not expired.

By order of the Board

Jeremy Hamer
Company Secretary
4 March 2011

32 Bedford Row
London
WC1R 4HE

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend, speak and vote instead of him and such proxy need not be a member of the Company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member may not appoint more than one proxy to exercise rights attached to any one share.
2. A form of proxy is enclosed. To be effective, the instrument appointing a proxy (and power of attorney or other attorney (if any) under which it is signed or a notarially certified or office copy thereof) must be deposited at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time of holding the meeting.
3. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy on the dotted Line. The change should be initialled.
4. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
5. Completion and return of the form of proxy will not preclude shareholders from attending the Annual General Meeting and voting in person if they wish to do so.
6. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
7. Subject to complying with the provisions of the Companies Act 2006 (as amended) and the Articles of Association of the Company, any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
8. The register of interests of the directors and their families of the share capital of the Company and copies of contracts of service of directors with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting.
9. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 48 hours before the time fixed for the meeting or any adjournment of the meeting shall be entitled to attend and vote at the meeting.

Access Intelligence Plc

(Registered in England No. 04799195)

FORM OF PROXY

Annual General Meeting

For use at the Annual General Meeting of the Company to be held at 32 Bedford Row, London, WC1R 4HE on Tuesday 12 April 2011 at 10.00 am.

I/We (names in full) . . . .

PLEASE USE BLOCK CAPITALS

of . . . .

being (a) member(s) of the Company hereby appoint the Chairman of the Meeting or (see note 1)

. . . . (insert name of proxy)

as my/our proxy to attend and, on a poll, vote on my/our behalf at the Annual General Meeting of the Company to be held on 12 April 2011 at 10.00 am and at any adjournment thereof in respect of the resolutions referred to in the Notice of Annual General Meeting.

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the relevant boxes. If you select "Discretionary" or fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

The "Vote Withheld" option below is provided to enable you to abstain on the resolutions. However it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" the resolutions.

No.	Resolutions (Please refer to Notice of Meeting for full text)	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1.	To adopt the annual accounts, the directors' report and the auditors' report				
2.	To re-elect Ray Jackson as a director of the Company				
3.	To reappoint Mazars LLP as the auditors of the Company				
4.	To authorise the directors to agree the remuneration of Mazars LLP				
5.	To give the directors general authority to allot shares				
6.	To disapply statutory pre-emption rights				
7.	To authorise the Company to buy-back its shares				

Signature . . . . Date . . . .

Notes

1. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting or" and substitute the name of some other person.
2. A proxy need not be a member of the Company.
3. Appointment of a proxy will not preclude you from attending and voting in person should you subsequently decide to do so.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of members in respect of the joint holding.
5. In the case of a corporation, this proxy must be given under its Common Seal or be signed on its behalf by an officer or other duly authorised attorney or representative.
6. To be effective this proxy must be delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 48 hours before the time appointed for the Meeting or any adjournment thereof, together with any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed.
7. Any alteration made in this form should be initialled.

Instructions for sending the completed Proxy Form:

1. Please cut the Proxy Form through the dotted line shown on the reverse of this page,
2. Put the Proxy Form into a standard size envelope and, after addressing,
3. Post the envelope to the following address using an appropriate stamp

Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3DA

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or what action to take, you should consult an independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares in Access Intelligence Plc, you should at once send this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Access Intelligence Plc

(Incorporated and registered in England and Wales under number 4799195)

Proposals for cancellation of the Share Premium Account

Notice of General Meeting

A notice of a General Meeting of the Company to be held at 32 Bedford Row, London WC1R 4HE on Tuesday 12 April 2011 at 10.30 am is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed with this document. To be valid, Forms of Proxy should be completed in accordance with the instructions printed thereon and returned to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and, in any event, so as to arrive **no later than 10.30 am on 10 April 2011**, being 48 hours before the time appointed for holding of the General Meeting. Completing and posting of the Form of Proxy will not prevent a shareholder from attending and voting in person at the General Meeting.

CONTENTS

EXPECTED TIMETABLE OF EVENTS

	Date
Latest time and date for lodging Forms of Proxy for use at the General Meeting	10.30 am on 10 April 2011
General Meeting	10.30 am on 12 April 2011
Expected date of Court Hearing	18 April and 11 May 2011
Expected Effective Date of Cancellation	within 7 days of 11 May 2011

Note:
The dates for the Court Hearing and the Effective Date of the Cancellation of the Share Premium Account are provisional estimates only, being subject to the Court's timetable.

The timetable also assumes that the Resolution approving the Cancellation of the Share Premium Account is passed at the General Meeting and the General Meeting is not adjourned for any reason.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

"Access Intelligence" or the "Company"	Access Intelligence Plc (incorporated and registered in England and Wales under number 4799195) whose registered office is at 32 Bedford Row, London WC1R 4HE
"Access Intelligence Shareholders"	the holders of Ordinary Shares
"Articles of Association"	the Articles of Association of the Company
"Business Day"	a day on which banks are open for transaction of normal banking business in the City of London
"Court"	the High Court of Justice of England and Wales
"Court Hearing"	the hearing before the Court of the Company's application to confirm the Share Premium Cancellation
"Director Shareholders"	the directors who own Ordinary Shares
"Directors" or the "Board"	the directors of the Company
"Effective Date"	the date on which the Share Premium Cancellation is expected to take effect
"Form of Proxy"	the form of proxy for use by Access Intelligence shareholders in connection with the GM
"General Meeting"	the general meeting of the Company to be held at 10.30 am on Tuesday 12 April, 2011 notice of which is set out on page 7 of this document, or any adjournment of that meeting
"Notice"	the notice of the General Meeting set out on page 7 of this document
"Ordinary Shares"	Ordinary Shares of 0.5p each in the capital of the Company
"Resolution"	the special resolution to be proposed at the General Meeting
"Share Premium Cancellation"	the cancellation of share premium account as described in this document
"United Kingdom"	the United Kingdom of Great Britain and Northern Ireland

LETTER FROM THE CHAIRMAN OF ACCESS INTELLIGENCE Plc

(Incorporated and registered in England and Wales under number 4799195)

Directors	**Registered Office**
Michael Jackson (Chairman)	32 Bedford Row
Jeremy Hamer (Finance director)	London WC1R 4HE
David Lowe (Non-executive director)	
Joanna Arnold (Business Development director)	
Ray Jackson (Non-executive director)	
Howard Sears (Non-executive director)	

March 2011

To the Access Intelligence shareholders

Dear Access Intelligence shareholder,

CANCELLATION OF SHARE PREMIUM ACCOUNT

GENERAL MEETING

1. Introduction

The purpose of this document is to provide you with information on, and seek your approval for, the proposals regarding the cancellation of the Company's Share Premium Account.

You will find at the end of this document a notice convening a General Meeting of the Company to be held on Tuesday 12 April 2011 at which the Resolution to approve the cancellation of the Company's Share Premium Account will be put to the Access Intelligence shareholders.

2. Cancellation of Share Premium Account

The Company's accounts for the year ending 31 November 2010 (the "**2010 Accounts**") show it to have an accumulated deficit on its profit and loss account of £8,469,589. This deficit arises from losses in the Company's businesses primarily during the period from 2003 to 2008 and the goodwill impairment charge in respect of Cobent Limited referred to in the 2010 Accounts. This deficit is preventing the Company from paying dividends to its shareholders, should there otherwise be sufficient profits to do so.

The 2010 Accounts show the Company to have a balance on its share premium account of £13,490,000. This sum has built up over the past six years as a result of the Company issuing shares at a premium to their nominal value.

A share premium account is an undistributable reserve and, accordingly, the purposes for which the Company can use its share premium account are extremely restricted. In particular, it cannot be used for the purpose of paying dividends.

However, with the sanction of a Resolution of the Access Intelligence shareholders and the confirmation of the Court, the Company may reduce or cancel its share premium account and apply the sum which results upon such a reduction or cancellation taking effect (among other things) in reducing or eliminating an accumulated deficit on its profit and loss account and indeed, where the amount in the Share Premium Account exceeds the amount of the deficit, in creating positive reserves.

This, therefore, is what the Company proposes to do, subject to the necessary approvals and consent. Shareholders are therefore being asked to approve the cancellation of the Company's Share Premium Account and apply the amount so cancelled against the deficit on the Company's profit and loss account and thereby creating a positive reserve.

3. Court Procedures

The cancellation of the Share Premium Account, if approved by Access Intelligence shareholders, will only take effect if confirmed by the Court and the Court Order is delivered to the Registrar of Companies and registered by him.

Your board has been advised that the Court may require the Company to put in place protection for the benefit of the Company's existing creditors as a condition of its confirmation of the Share Premium Cancellation. This protection may take the form of an undertaking not to declare any dividend or other distribution until such time as the creditors of the Company have been paid. In any event, the board anticipates that the Company will be in a position to provide such protection as is required. The directors have been advised by legal counsel that the Court should confirm the Share Premium Cancellation. However, such confirmation will depend on the circumstances existing at the time of the Court Hearing. The directors are therefore not able to guarantee that the Court's confirmation of the Share Premium Cancellation will be forthcoming.

The board intends to make the application to the Court promptly after the General Meeting, subject to the Resolution being approved. The Court Hearing has provisionally been arranged for 18 April and 11 May 2011 respectively and the procedure is expected to be finalised by end of May 2011. This timetable is dependent, among other things, on the Court's schedule and the board cannot be certain that it will not be subject to delay or postponement. However, the board does not currently anticipate that any circumstances will arise that would delay the process beyond the Company's 2011 financial year end.

4. Benefits of Share Premium Cancellation

The board considers that the Share Premium Cancellation should be of benefit for the Company and the Access Intelligence shareholders.

The cancellation of the Share Premium Account will result in the creation of a positive reserve on the Company's profit and loss account and it will therefore put the Company in a position where, assuming it continues to make profits in the future, it is able to pay dividends. However, the Company has no intention of distributing the reserves created by the Share Premium Cancellation in the foreseeable future.

Your board reserves the right to elect not to proceed with the Share Premium Cancellation in the event of a change in circumstances such that, in the board's opinion, the Share Premium Cancellation is no longer in the best interests of the Company and the Access Intelligence shareholders as a whole. It should be noted that the Share Premium Cancellation will also not proceed if not approved by the Court.

Shareholders should also note that the Share Premium Cancellation will only come into effect if and when confirmed by the Court and once the Court's Order confirming the Share Premium Cancellation has been lodged with and registered by the Registrar of Companies.

5. General Meeting

Holders of Ordinary Shares are entitled to attend the General Meeting.

You will find set out on page 7 of this document a notice convening the General Meeting to be held at 10.30 am on Tuesday 12 April 2011 at which the Resolution will be put to the Access Intelligence shareholders.
The business to be proposed at the General Meeting is as follows:

Resolution – Cancellation of Share Premium Account

The Resolution seeks the approval of the Access Intelligence shareholders to cancel the Share Premium Account. To be effective, the Resolution must be approved by at least 75% of the votes cast at the general meeting or at any adjournment thereof.

Documents for inspection

Copies of this document are and will remain available for inspection at the registered office of the Company at 32 Bedford Row, London, WC1R 4HE, during business hours on any business day for the period of one month from the date of this document and at the place of the General Meeting (or any adjourned meeting) for at least fifteen minutes prior to and during the meeting.

6. **Action to be taken by the Access Intelligence shareholders**
Enclosed is a Form of Proxy for use in connection with the General Meeting, which you should complete and return in accordance with the instructions and notes thereto. The completed Form of Proxy must be received by no later 10.30 am on 10 April 2011.

The completion and return of a Form of Proxy will not prevent Access Intelligence shareholders from attending the general meeting and voting in person if they wish so to do.

7. **Board recommendation**
The board considers the Resolution to promote the success of the Company and to be in the best interests of the Access Intelligence shareholders as a whole. Accordingly, the board recommends the Access Intelligence shareholders to vote in favour of the Resolution, as the director shareholders intend to do in relation to their own holdings of Ordinary Shares.

Yours faithfully,

Michael Jackson
Chairman

Access Intelligence Plc
(the "Company")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 32 Bedford Row, London, WC1 R 4HE at 10.30 am on Tuesday 12 April 2011 (intended to follow on shortly after the Annual General Meeting of the Company convened for the same day) for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as a Special Resolution:

SPECIAL RESOLUTION

THAT, subject to the order of the Court, the Share Premium Account of the Company be cancelled and extinguished.

By order of the board

Jeremy Hamer
Company Secretary
14 March 2011

Registered Office:
32 Bedford Row
London
WC1R 4HE

Notes:

1. Any member entitled to attend and vote at the General Meeting may appoint one or more proxies to attend, speak and vote instead of him and such proxy need not be a member of the Company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member may not appoint more than one proxy to exercise rights attached to any one share.

2. A form of proxy is enclosed. To be effective, the instrument appointing a proxy (and power of attorney or other attorney (if any) under which it is signed or a notarially certified or office copy thereof) must be deposited at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time of holding the meeting.

3. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy on the dotted line. The change should be initialled.

4. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.

5. Completion and return of the Form of Proxy will not preclude shareholders from attending the General Meeting and voting in person if they wish to do so.

6. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

7. Subject to complying with the provisions of the Companies Act 2006 (as amended) and the Articles of Association of the Company, any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

8. The register of interests of the directors and their families of the share capital of the Company and copies of contracts of service of directors with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the General Meeting.

9. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 48 hours before the time fixed for the General Meeting or any adjournment of the General Meeting, shall be entitled to attend and vote at the General Meeting.

ACCESS INTELLIGENCE Plc

(Registered in England No. 04799195)

FORM OF PROXY

GENERAL MEETING

For use at the General Meeting of the Company to be held at 32 Bedford Row, London, WC1R 4HE on Tuesday 12 April 2011 at 10.30 am

I/We (names in full) ....
PLEASE USE BLOCK CAPITALS

of ....
being (a) member(s) of the Company hereby appoint the Chairman of the meeting or (see note 1)

.... (insert name of proxy)

as my/our proxy to attend and, on a poll, vote on my/our behalf at the General Meeting of the Company to be held on 12 April 2011 at 10.30 am and at any adjournment thereof in respect of the Resolution referred to in the Notice of General Meeting.

If you want your proxy to vote in a certain way on the Resolution specified, please place an "X" in the relevant boxes. If you select "Discretionary" or fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

The "Vote Withheld" option below is provided to enable you to abstain on the Resolution. However it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" the Resolution.

No.	Resolution (Please refer to Notice of Meeting for full text)	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1	Cancellation of Share Premium Account				

Signature .... Date ....

Notes

1. If you wish to appoint a proxy other than the Chairman of the meeting, please delete the words "the Chairman of the meeting or" and substitute the name of some other person.
2. A proxy need not be a member of the Company.
3. Appointment of a proxy will not preclude you from attending and voting in person should you subsequently decide to do so.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of members in respect of the joint holding.
5. In the case of a corporation, this proxy must be given under its Common Seal or be signed on its behalf by an officer or other duly authorised attorney or representative.
6. To be effective this proxy must be delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 48 hours before the time appointed for the meeting or any adjournment thereof, together with any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed.
7. Any alteration made in this form should be initialled.

Instructions for sending the completed Proxy Form:

1. Please cut the Proxy Form through the dotted line shown on the reverse of this page.

2. Put the Proxy Form into a standard size envelope and, after addressing,

3. Post the envelope to the following address using an appropriate stamp:

Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3DA