

**GlobeOp Financial Services S.A.
Société Anonyme**

**Directors' Report and Financial Statements
Year Ended 31 December 2007**

**5, rue Guillaume, Kroll
L-1882 Luxembourg
R.C. LUXEMBOURG B 74 304**

GlobeOp Financial Services S.A.

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GlobeOp Financial Services S.A.

Directors' Report Year Ended 31 December 2007

The Directors' present their report and the audited financial statements for the year ended 31 December 2007.

Principal Activity and Registered Office

The Company holds participations in companies that provide specialised integrated web-based middle and back office trade support and processing services and fund administration and similar services and risk reporting to hedge funds and their managers and investors. The Company's registered office is 5, rue Guillaume Kroll, L-1882 Luxembourg.

Results, Dividends and Future Prospects

The results of the Company for the year ended 31 December 2007 are set out of page 7. The loss for the year after taxation is \$1,829,675 (2006: \$1,095,300), which is recommended to be transferred to reserves. No dividends were paid or are payable for the year.

Since its incorporation, the Company has invested in six direct and two indirect subsidiaries. The Company may make further investments in these existing participations and may consider other investments in the foreseeable future.

Directors

The Directors at the date of this report and who served throughout the year were as follows:

Executive:

Hans Hufschmid
Martin Veilleux (appointed 21 May 2007)
Ira Rosenblum (resigned 21 May 2007)
Ronald Tannenbaum (resigned 21 May 2007)

Non-Executive:

Rory Brooks
Brian Conway
Jonathan Meeks
Edward Annunziato
Ed Nicoll
Clay Brendish (appointed 6 June 2007)
David Gelber (appointed 6 June 2007)

Share Capital

Details of share capital and the conversion are set out in note 5 of these financial statements.

During 2007, a total of 431,827 options were exercised resulting in a total subscription price of \$1,011,914 of which \$51,821 was allocated to share capital and the remainder of \$960,093 was allocated to the share premium account.

During 2006, a total of 51,450 options, related to common A shares, were exercised resulting in a total subscription price of \$86,539 of which \$6,174 was allocated to share capital and the remainder of \$80,365 was allocated to the share premium account.

GlobeOp Financial Services S.A.

Directors' Report Year Ended 31 December 2007

The Company did not proceed to purchase its own shares during the year ended 31 December 2007.

Branches

The Company did not own any branches during the year ended 31 December 2007.

Approved by the Board of Directors and signed on its behalf by:



H. Hufschmid
Chief Executive
21 March 2008



M. Veilleux
Finance Director
21 March 2008

Independent Auditor's report

To the Shareholders of
GlobeOp Financial Services S.A.

Report on the annual accounts

We have audited the accompanying annual accounts of GlobeOp Financial Services S.A., which comprise the balance sheet as at December 31, 2007, the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Board of Directors' responsibility for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of annual accounts that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted by the "Institut des Réviseurs d'Entreprises". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the Auditor considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

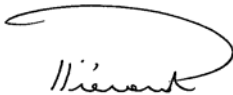
In our opinion, these annual accounts give a true and fair view of the financial position of GlobeOp Financial Services S.A. as of December 31, 2007, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

Report on other legal and regulatory requirements

The annual report, which is the responsibility of the Board of Directors, is in accordance with the financial statements.

PricewaterhouseCoopers S.à r.l.
Réviseur d'entreprises
Represented by

Luxembourg, March 21, 2008



Philippe Piérard

GlobeOp Financial Services S.A

Balance Sheet Year Ended 31 December 2007 (in U.S. Dollars)

		31 December 2007	31 December 2006
	<i>Notes</i>	(USD)	(USD)
Assets			
Fixed assets			
Financial assets			
Shares in affiliated undertakings	3	19,416,110	19,416,107
Own shares	5	1,085,661	-
Current assets			
Cash and cash equivalents		2,152,842	61,606
Total assets		22,654,613	19,477,713
Liabilities			
Capital and reserves			
Share capital	4, 5 & 6	10,913,909	12,326,427
A Beneficiary Certificates	4 & 5	1,085,661	-
Share premium	4	1,040,459	80,366
Legal reserve	4	34,828	34,828
Other reserves	4	1,464,339	-
Profit brought forward	4	(1,043,851)	51,449
Loss for the financial year	4	(1,829,675)	(1,095,300)
		11,665,670	11,397,770
Creditors (Amounts becoming due and payable within one year)			
Amounts owed to affiliated undertakings	7 & 9	1,142,891	601,209
Other creditors	7	213,329	140,014
Creditors (Amounts becoming due and payable after one year)			
Amounts owed to affiliated undertakings	9	9,632,723	7,338,720
Total Liabilities		22,654,613	19,477,713

The accompanying notes are an integral part of these financial statements

GlobeOp Financial Services S.A

Profit and Loss Account Year Ended 31 December 2007 (in U.S. Dollars)

		Year ended 31 December 2007	Year ended 31 December 2006
	Note	(USD)	(USD)
Charges			
Other external charges	11	1,161,543	204,829
Interest payable and similar charges			
Concerning affiliated undertakings	9	541,682	471,343
Other interest payable and charges	8	150,727	416,585
Realised loss on foreign exchange		-	2,701
Taxation	12	389	200
Total Charges		1,854,341	1,095,658
Income			
Interest income		355	358
Realised gain on foreign exchange		24,311	-
Loss for the year		1,829,675	1,095,300
Total Income		1,854,341	1,095,658

The accompanying notes are an integral part of these financial statements

GlobeOp Financial Services S.A

Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

1. Organisation

GlobeOp Financial Services S.A. (the “Company”) is a Luxembourg holding company incorporated on 22 January 2000 as a “Société Anonyme” and subject to the laws of the Grand Duchy of Luxembourg.

The Company and its subsidiaries are together referred to hereafter as the “Group”.

The address of the Company’s registered office is 5, rue Guillaume Kroll, L-1882 Luxembourg. The activity of the Company is the holding of the participations in companies and in other forms of investment.

The Company prepares consolidated financial statements, which are available at its registered office.

2. Accounting Policies

The Company’s financial statements have been prepared under the historical cost convention in accordance with Luxembourg legal and regulatory requirements. The principal accounting policies are set out below.

Financial Assets

Financial assets are stated at cost. Should a permanent diminution in value occur in the value of the asset, the carrying value of the asset will be reduced to recognise this decline. The reduction in the carrying value will be reversed should the reason for the reduction no longer exist.

Foreign Currency Translations

The books of the accounts are maintained in United States Dollars (USD). Transactions in foreign currencies are recorded at exchange rates ruling at the date of the transaction. Financial Assets expressed in currencies other than USD are translated into USD at the exchange rate prevailing at the date of the transaction. Current assets and creditors expressed in currencies other than USD are translated into USD at year-end exchange rates unless the transaction would result in an unrealised gain. All unrealised and realised exchange losses and realised exchange gains resulting from foreign currency translations are accounted for in the profit and loss account for the year.

Interest and Dividend Income

Interest income is recognised on an accrual basis, taking account of the principal outstanding and the nominal rate over the period to maturity, when it is determined that such income will accrue to the Company. Dividends are recognised when the right to receive payment is established.

Dividend Policy

Dividend distribution to the Company’s Shareholders is recognised as a liability in the Company’s financial statements in the period in which the dividends are approved by the Company’s Shareholders.

GlobeOp Financial Services S.A

Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

Share Options

Share options are granted to select board of directors, management, and key employees. When options are exercised and the relevant number of shares issued, the proceeds received net of any transaction costs will be credited to the share capital (nominal value) and share premium. The Company does not make a charge to staff costs in connection with share options.

3. Shares in Affiliated Undertakings

Financial assets are considered to be long term and consist of the following:

Name of company	Registered in	Percentage held	2007 (USD)	2006 (USD)
GlobeOp Financial Services Limited	United Kingdom	100%	5,153,166	5,153,166
GlobeOp Risk Services Limited	United Kingdom	100%	4,768,841	4,768,841
GlobeOp Financial Services (India) Private Limited	India	99%	196,425	196,425
GlobeOp Financial Services LLC	Delaware, U.S.A.	100%	8,400,000	8,400,000
GlobeOp Markets Limited	United Kingdom	100%	897,675	897,675
GlobeOp Financial Services (Ireland) Limited	Republic of Ireland	100%	3	-
Total			19,416,110	19,416,107

During 2007, the Company incorporated GlobeOp Financial Services (Ireland) Limited in the Republic of Ireland. The Company owns 100% of the share capital being 2 ordinary shares of €1. This amount remains unpaid at the end of the year. On 8 January 2008, a further investment of \$884,445 was made in the company, being 599,998 ordinary shares at €1.

During 2006, the Company made two investments in GlobeOp Markets Limited, a 100% owned subsidiary of the Company. On 27 March 2006 the Company invested \$437,298, being 249,999 ordinary shares at £1 each. On 19 July 2006, a further \$460,375, being 250,000 ordinary shares of £1 each, was invested. These amounts have been paid in full.

GlobeOp Financial Services LLC owns 100% of South Road Holdings LLC, a Delaware limited liability company, and 100% of GlobeOp Financial Services (Cayman) Limited incorporated in the Cayman Islands.

In accordance with Article 67 (3), the disclosure of the amount of capital and reserves and profits and losses of the subsidiaries for the last financial year for which the accounts have been drawn up has been omitted since the subsidiaries concerned are included in the consolidated financial statements drawn up by the Company.

GlobeOp Financial Services S.A

Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

4. Capital and Reserves

	Share Capital					Other reserves (B Beneficiary Certificates) (USD)	Legal reserve (USD)	Profit brought forward (USD)	Loss for the financial year (USD)	Total (USD)
	Common 'A' shares (USD)	Preferred shares (USD)	Ordinary A shares (USD)	B Beneficiary Certificates (USD)	Share Premium (USD)					
At 1 January 2007	5,551,644	6,774,783	-	-	80,366	-	34,828	51,449	(1,095,300)	11,397,770
Exercise of share options (Note 5)	189	-	51,632	-	960,093	-	-	-	-	1,011,914
Conversion of shares (Note 5)	(5,551,833)	(6,774,783)	12,326,616	-	-	-	-	-	-	-
Allocation of shares to A and B Beneficiary Certificates (Note 5)	-	-	(1,464,339)	1,085,661	-	1,464,339	-	-	-	1,085,661
Allocation of the loss for the prior year	-	-	-	-	-	-	-	(1,095,300)	1,095,300	-
Loss for the year	-	-	-	-	-	-	-	-	(1,829,675)	(1,829,675)
At 31 December 2007	-	-	10,913,909	1,085,661	1,040,459	1,464,339	34,828	(1,043,851)	(1,829,675)	11,665,670

Under Luxembourg law, the Company is required, in the following year subject to the approval of the Shareholders, to transfer to a legal reserve a minimum of 5% of its net profits each year. This requirement ceases to be necessary once the balance on the legal reserve reaches 10% of the issued share capital. This legal reserve is not available for distribution to the Shareholders.

Due to a profit in 2004, an allocation of \$34,829 was made to the legal reserve in 2005. No such allocation was made in 2007 and 2006, as the Company did not report net profits in either year.

GlobeOp Financial Services S.A

Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

5. Share Capital and A Beneficiary Certificates

Share Capital

	2007 (USD)	2006 (USD)
Authorised:		
Nil (2006:142,498,475) Common "A" shares - par value of \$0.12 each	-	17,099,817
Nil (2006: 1,045,000) Common "B" shares - par value of \$0.12 each	-	125,400
Nil (2006: 56,456,525) Preferred shares - par value of \$0.12 each	-	6,774,783
200,000,000 (2006: Nil) Ordinary shares - par value of \$0.12 each	24,000,000	-
Total	24,000,000	24,000,000
Allotted, issued and fully paid:		
Nil (2006:46,263,700) Common "A" shares - par value of \$0.12 each	-	5,551,644
Nil (2006: 56,456,525) Preferred shares - par value of \$0.12 each	-	6,774,783
90,949,239 (2006: Nil) Ordinary shares - par value of \$0.12 each	10,913,909	-
Total share capital	10,913,909	12,326,427

A Beneficiary Certificates

	2007 (USD)	2006 (USD)
Allotted, issued and fully paid:		
9,047,175 (2006: Nil) A Beneficiary Certificates - par value of \$0.12 each	1,085,661	-
Total A Beneficiary certificates	1,085,661	-

All shares rank equally for voting rights in general meeting and dividend rights.

On 6 June 2007, the Company's Shareholders approved the conversion ("Conversion") of all common shares and the convertible redeemable preferred shares into ordinary shares. On 6 June 2007, the Shareholders affected a twenty-five for one share split at the general meeting. All references to (i) the exercise price, fair value and number of share options, and (ii) the number of shares and convertible redeemable preferred shares authorised and outstanding in the accompanying financial statements have been adjusted to reflect the effects of this share split on a retroactive basis. The rights of the convertible redeemable preferred shares, prior to the conversion, are detailed in note 6. The Company's authorised share capital was increased to 200,000,000 ordinary shares at a par value of \$0.12 per share.

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Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

On 6 June 2007, the Company's Shareholders approved, an exchange for, and issue to certain institutional Shareholders, of 21,250,000 non-voting beneficiary certificates (*parts bénéficiaires*) of two different classes, namely A Beneficiary Certificates and B Beneficiary Certificates, with a par value of \$0.12 each, against 21,250,000 shares (post the conversion of convertible redeemable preferred shares owned by such institutional Shareholders).

9,047,175 A Beneficiary Certificates have been issued against the delivery of 9,047,175 shares, such shares to be held in treasury by the Company and 12,202,825 B Beneficiary Certificates have been issued against the transfer of 12,202,825 shares. 12,202,825 shares were thereafter cancelled and the issued share capital was reduced with allocation of such amount to a special non-distributable reserve that may only be used to issue shares to satisfy the exchange obligation of the Company (described below) by way of incorporation into the issued capital of the Company.

The B Beneficiary Certificates are not part of the issued capital of the Company but have equal rights, save as to the voting and exchange rights, to the shares and in particular identical rights to dividends and any other distributions.

On the earlier of (i) on or after 30th June 2008 upon the request of the holders thereof or (ii) the date of transfer of the B Beneficiary Certificates to a party not affiliated with the holders, the Company is under the obligation to exchange the Beneficiary Certificates (which will then be cancelled) against a like number of shares of the Company (either out of treasury shares, or by way of issue of new shares by way of incorporation of the special reserve referred to above, or otherwise).

On 12 June 2007, the Board decided on a dividend policy. The Company intends to pay dividends out of net profits, if available, under applicable law.

On 30 July 2007, the Company's initial public offering ("IPO") was completed and the Company's stock began unconditional trading on the London Stock Exchange. The IPO did not raise proceeds for the Company, but enabled major private equity investors, as well as certain members of senior management, to sell their shares in the open market. The Company, in connection with the IPO, has incurred expenses totalling \$902,129 during the year. These expenses primarily relate to professional fees associated with lawyers and auditors. The selling Shareholders have agreed to pay the cost of the investment bankers out of the proceeds received from selling their shares.

During 2007, a total of 431,827 options, were exercised resulting in a total subscription price of \$1,011,914 of which \$51,821 was allocated to share capital and the remainder of \$960,093 was allocated to the share premium account.

During 2006, a total of 51,450 options, related to common A shares, were exercised resulting in a total subscription price of \$86,539 of which \$6,174 was allocated to share capital and the remainder of \$80,365 was allocated to the share premium account.

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Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

6. Preferred Shares

Prior to the conversion the preferred shares have a par value of \$0.12 per share and they ranked equally with the Common shares for voting rights in general meeting and dividend rights.

The preferred shares had a preference on the dissolution or liquidation of the Company being \$1.66 per share, this price being subject to adjustment for certain potential future dilution events, plus any unpaid dividends on the preferred shares.

The preferred shares were convertible into Class Common "A" shares at the option of the preferred shareholders, subject to certain conditions, or automatically in the event of the closing the Company's first underwritten public offering. The conversion ratio of preferred shares to Class Common "A" shares was set at one to one subject to an adjustment for certain potential future dilution events.

The preferred shares were redeemable at the option of the preferred shareholders at an amount of \$1.66 per share, this price was subject to adjustment for certain potential future dilution events.

This redemption right was subject to certain notices being delivered by a minimum of two thirds of the preferred shareholders to the Company on or after 1 October 2008 and subject thereafter to the Company not finding an alternate buyer for the shares of the preferred shareholders or a liquidity event occurring within a two-year period from that date.

The total potential future liability of the Company, if all the redemption conditions are met, on all the preferred shares being redeemed, was \$93,785,579. The amount of this liability was subject to adjustment for certain potential future dilution events. At 31 December 2006 and prior to 6 June 2007, no such events have occurred.

7. Creditors

	2007 (USD)	2006 (USD)
Interest owed to affiliated undertakings	1,142,891	601,209
Other creditors and accruals	213,329	140,014
Total	1,356,220	741,223

8. Amounts Owed to Credit Institutions

The Company has a \$30,000,000 revolving credit facility, a letter of credit line of \$2,000,000 and a working capital facility of GBP 1,075,000 with the Bank of Scotland. The term of the letter of credit line runs parallel with that of the revolving credit facility that expires on 7 March 2011. The working capital facility can be withdrawn at any time, upon written notice from the Bank of Scotland. The provisions of the revolving credit facility require the Company to meet certain financial and other covenants on a monthly basis.

GlobeOp Financial Services S.A

Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

The revolving credit facility and the working capital facility are available for potential acquisitions or working capital requirements. The letter of credit line is available for working capital requirements.

The Company, and several of its subsidiaries, jointly and severally guarantee this revolving credit facility. Each guarantor acknowledges and agrees that its obligations under the guarantee shall be continuing obligations and shall extend to cover the ultimate balance due to the Bank of Scotland.

The Company also entered into a security agreement with the Bank of Scotland as part of the revolving credit facility. If the Company shall fail to pay any amount under this security agreement when it is due then such amount shall bear interest until the date such amount is paid in full to the Bank of Scotland. The security agreement is collateralised by the present and future assets owned by the Company and its subsidiaries.

In the event of liquidation, the Bank of Scotland will be entitled to claim for the full amount of the collateralised liabilities and to retain the whole of any dividends to the exclusion of any rights of any Guarantor in competition with the Bank of Scotland until a claim by the Bank of Scotland has been satisfied in full.

As at 31 December 2007 and 2006, the Company had no amounts outstanding with the Bank of Scotland.

The annual rate of interest is 1.5% above USD LIBOR for the drawdown period, payable at the end of each drawdown period. A non-utilisation fee of 0.5% is due quarterly by the Company. The non-utilisation fee for the year amounted to \$150,000 and is recorded in the income statement within interest payable and similar charges, other interest payable and charges (2006: \$105,945).

9. Amounts Owed to Affiliated Undertakings

The amount owed to an affiliated undertaking falling due in more than one year relates to a loan from GlobeOp Financial Services Limited, a wholly owned subsidiary of the Company, for \$9,632,723 (2006: \$7,338,720). There is a total drawdown facility under the loan of \$12,000,000. The loan is repayable as soon as practicable and within 5 years and bears interest at an annual rate of interest of 1.75% above USD six month LIBOR, payable annually. The maximum outstanding on the loan during the year was \$9,632,723 (2006: \$7,338,720).

As at 31 December 2007, interest accrued amounted to \$1,142,891 (2006: \$601,209) that is yet to be paid.

10. Share Options

The Company grants nonqualified share options on ordinary shares to eligible employees and selected members of the Board of Directors. The exercise price is generally equal to the fair value of the shares at the time the options are issued. Share options are generally granted depending on level of service, but may be based on length of service. Outstanding share options have vesting periods of three to five years. Share options are exercisable to the extent vested and are generally not exercisable later than ten years after the grant date. The Company has no obligation or intention to repurchase or settle the options in cash.

GlobeOp Financial Services S.A

Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

Movement in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2007	2007	2006	2006
	Average		Average	
	Exercise Price	Options	Exercise Price	Options
	Per Share	Outstanding	Per Share	Outstanding
	(USD)	Number	(USD)	Number
At 1 January	2.43	14,240,100	2.13	12,306,400
Granted	3.74	3,364,325	3.60	3,575,000
Forfeited	1.50	(2,264,982)	2.99	(1,331,300)
Exercised	2.34	(431,827)	1.68	(51,450)
Expired	2.81	(326,402)	1.46	(258,550)
At 31 December	2.87	14,581,214	2.43	14,240,100

Out of the 14,581,214 outstanding options (2006:14,240,100), 8,206,922 options (2006: 5,374,875) were exercisable. Options exercised in 2007 resulted in 431,827 shares (2006: 51,450) being issued. The related weighted average fair value share price at the time of exercise was \$3.88 (2006: \$3.60) per share. The related transaction costs were nil.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Expiry Date during:	Share Class	Exercise price (USD)	2007 Number	2006 Number
2014	Class A Common	1.01	888,275	2,621,350
2014	Class A Common	1.66	3,679,800	3,929,800
2014	Class A Common	2.00	500,000	500,000
2014	Class A Common	2.31 - 2.40	372,564	706,364
2015	Class A Common	2.40	300,000	300,000
2015	Class A Common	2.80	266,250	804,125
2015	Class A Common	3.60	1,822,500	1,988,751
2016	Class A Common	3.60	3,475,000	3,389,710
2017	Class A Common	3.60	3,069,325	-
2017	Class A Common	4.21 - 4.38	120,000	-
2017	Class A Common	5.11	87,500	-
Total			14,581,214	14,240,100

On 7 January 2002, the Company entered into a performance-based share option arrangement with a key employee which allowed the employee to earn the right to be granted share option awards, depending upon the individual's performance against specified revenue performance targets, at a fixed exercise price, subject to a maximum of 2,228,275 share options. The share options expire ten years after the vesting date.

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Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

The performance period started on 7 January 2002 up to a maximum of 5 years. At the end of each year within the performance period, the number of share options earned to that date is based upon the cumulative revenue attained. Share options granted under this arrangement are immediately vested. All share options available under the arrangement have been earned and granted.

On 16 February 2007 ("modification date"), the Company entered into a modification agreement with the employee to modify the exercise price of 1,733,075 share options that have been fully vested. As part of the modification, the Company agreed to pay a cash bonus per share option equal to no more than the difference between the original exercise price and the modified exercise price, subject to a minimum total bonus amount. Bonus payments are due six months after the employee exercises each option at the modified exercise price or a reduced bonus amount would be paid upon termination subject to the terms of the modified agreement.

On 30 November 2006, one of the Company's subsidiaries adopted the 2006 Equity Incentive Plan ("Equity Plan"), which provides for the grant of awards in the form of the Company's Restricted Stock, Restricted Stock Units and Dividend Equivalent Rights ("Awards") to officers and executives. A committee was appointed by the Board of Directors to administer the Equity Plan. The maximum number of shares of the Company that may be issued pursuant to the Awards under the Equity Plan is 2,250,000.

Awards under the Equity Plan shall vest upon satisfaction of both a time vesting requirement and an events driven requirement. As a result of the completion of the Company's initial public offering in July, one of the events driven requirements was met.

In January 2007, the Company granted 175,000 (2006: 1,900,000) awards in the form of Restricted Stock Units. As at 31 December 2007, 175,000 awards under the Equity Plan were available to be issued.

11. Other External Charges

	2007 (USD)	2006 (USD)
Legal and professional charges	257,969	204,829
Listing fees and related expenses	902,129	-
Other	1,445	-
Total	1,161,543	204,829

The Company incurred listing fees and related expenses of \$902,129 in relation to the Company's initial public offering on the London Stock Exchange that was completed on 30 July 2007. Since the Company has not raised any proceeds as a result of the initial public offering, the Company is required to expense all related costs.

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Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

12. Taxation

The Company is subject to the general tax regulations applicable to all companies.

13. Contingent Liabilities

The Company and its subsidiaries (the "Group") are subject to potential claims from its clients, some of which pursue relatively high-risk investment strategies, and all of which are subject to substantial market risk. The Group is also subject to claims for losses or other damages from its clients' investors, as well as claims from regulators, revenue authorities or other governmental authorities. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance.

The loss of some of its clients due to insolvency or fraud on the part of the funds could expose the Group to the risk of litigation. For example, fund investors seeking compensation from the Group and/or its clients. Even if the Group is not ultimately found to be liable, defending such claims or lawsuits could be expensive and time consuming, divert management resources and harm the Group's reputation. If the Group does incur liability in relation to these claims or lawsuits, such liability could exceed the Group's insurance coverage. Amounts recoverable from insurance contracts or third parties are recorded as assets when deemed virtually certain. As at 31 December 2007 and 2006, the Group has not recorded any amounts for recoveries under insurance contracts.

The Group is currently involved in two disputes with former clients.

In connection with the first dispute, in March 2007 the Group attempted to mediate a dispute with a certain former hedge fund client. The dispute stems from a disagreement regarding our obligation to calculate and distribute the net asset value of the funds, which the Group contends was properly fulfilled in accordance with the contract. The mediation was not successful and the Group received a request from the funds, which are claiming up to \$90 million in damages, to proceed to arbitration. The Group believes it has complied with the terms of the contract, and therefore intends to defend this matter vigorously. An arbitration date has been set for January 2009. It is not possible to predict the results of the arbitration.

Accordingly no provision has been provided for this dispute. The award of this arbitration is not subject to appeal.

In connection with the second dispute, in October 2007 the Group attempted to mediate a dispute with a second former hedge fund client. The dispute stems from a disagreement regarding our obligation to calculate and distribute the net asset value of the funds, which the Group contends was properly fulfilled in accordance with the contract. The amount claimed by the funds at the mediation was \$34 million. The mediation was not successful in resolving the dispute. The contract provides that, following mediation, the dispute could proceed to arbitration. No request for arbitration has yet been received. It is not possible to predict the timing or result of any dispute resolution procedure. Accordingly, no provision has been provided for this dispute. The Group will continue to reject any contention of wrongdoing in relation to this matter.

GlobeOp Financial Services S.A

Notes to the Financial Statements for the Year Ended 31 December 2007 (in U.S. Dollars)

In certain cases between 2003 and 2005, the Group inadvertently failed to comply with certain information reporting and backup withholding requirements of the US Internal Revenue Service ("IRS") in respect of client payments. The Group has voluntarily disclosed this matter to the IRS, and has changed its procedures so that it now believes it is fully compliant with IRS rules. For the certain cases between 2003 and 2005, the Group expects to be obligated to make a payment to the IRS, and has made a provision with respect to this matter based on certain assumptions and estimates made by management. The Group cannot be assured that the amount of the provision will be adequate to satisfy amounts owed to the IRS for this matter. The IRS has broad discretion as to the nature and timing of the investigation and final determination of this matter, and may find the Group liable for an amount that substantially and materially exceeds the amount it has provided for in relation to this matter.

The Group believes that it has recorded adequate provisions for its potential and outstanding claims and litigation matters. The Group reviews these provisions and adjusts these provisions to reflect the impact of negotiations, settlements, advice of legal counsel and other information and events pertaining to a particular claim. The Group believes that any damage amounts claimed in the specific matters discussed above are not a meaningful indicator of potential liability. Although the Group believes that it has valid defences with respect to claims pending against them, litigation, including alternative dispute resolution proceedings such as arbitration, is inherently unpredictable. Therefore, it is possible that the consolidated financial position, results of operations or cash flows of the Group could be materially adversely affected in any particular period by the unfavourable resolution of one or more of these contingencies.

On 2 October 2003, the Company entered into a shareholders agreement with, among others, the TA Associated Funds and the Mezzanine Management Funds (collectively with the TA Associates Funds, the "Investors") pursuant to which the Company unconditionally and irrevocably agreed to indemnify and keep indemnified the Investors against all claims, damages, expenses and liabilities relating to or arising out of such Investor's status as a security holder, creditor, agent, representative or controlling person of the Company, through the earlier of a) the fourth anniversary of the closing of an initial public offering, or b) such time as no Investor holds any shares in the Company. The Company is not aware of any threatened or existing claims, damages, expenses or liabilities relating to this indemnity.

14. Post Balance Sheet Events

On 8 January 2008, the Company made a further investment of \$884,445 in GlobeOp Financial Services (Ireland) Limited, being 599,998 ordinary shares at €1.

On 21 March 2008, the Board of Directors declared an interim dividend of 1.0 pence per share, payable on the 29 May 2008 to Shareholders and beneficiary certificate holders on record on 9 May 2008. Based on the total outstanding shares and beneficiary certificates as of 21 March 2008, the total interim dividend to be paid is approximately \$2.2 million.