

Company Registration No. 3257901

SIX Card Solutions UK Ltd

Report and Financial Statements

31 December 2008



SIX Card Solutions UK Ltd

Report and financial statements 2008

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SIX Card Solutions UK Ltd

Report and financial statements 2008

Officers and professional advisers

Directors

Felix Georg Aeschlimann
Michele Ferraris
Ursula Claudia La Roche-Ender
Thomas Mirko Oberholzer

Secretary

Thomas Mirko Oberholzer

Bankers

Lloyds TSB Bank plc
Butler Place
London SW1H 0PR

Solicitors

Eversheds
Senator House
85 Queen Victoria Street
London EC4V 4JL

Registered office

Regal House
70 London Road
Twickenham
Middlesex TW1 3QS

Auditors

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

SIX Card Solutions UK Ltd

Directors' report

The directors present their annual report and the audited financial statements for SIX Card Solutions UK Limited (the "company") for the year ended 31 December 2008.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small entities.

Principal activities

The principal activities of the company continue to be credit card/charge card car parking services and integrated Transac credit card/charge card handling business.

Review of business and future developments

The directors are satisfied with the progress of the business and hope to see an improvement in trading next year.

Results and dividends

The profit and loss account for the year is set out on page 7. The company's profit for the current financial year is £316,600 (2007: Loss £450,373)

No dividend was paid in the year (2007: £1,537,500).

Directors and their interests

The directors who held office at the year end are listed on page 1.

None of the directors had beneficial interests in the share capital of the company during the year ended 31 December 2008.

Fixed assets

The movements in fixed assets during the year are set out in note 8 to the financial statements.

SIX Card Solutions UK Ltd

Directors' report

Auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Ernst & Young has expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

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



Michele Ferraris
Director

15 July 2009

SIX Card Solutions UK Ltd

Statement of directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report to the members of SIX Card Solutions UK Ltd

We have audited the company's financial statements for the year ended 31 December 2008 which comprise the profit and loss account, the balance sheet and the related notes 1 to 16. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion, the information given in the directors' report is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Independent auditors' report to the members of
SIX Card Solutions UK Ltd (continued)**

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London
22 July 2009

SIX Card Solutions UK Ltd

Profit and loss account Year ended 31 December 2008

	Note	2008 £	2007 £
Turnover	3	1,801,974	1,524,671
Cost of sales		(1,480,083)	(1,452,467)
Gross profit		321,891	72,204
Other income		281,247	54,789
Administrative expenses		(353,108)	(629,964)
Operating profit	4	250,030	(502,971)
Interest receivable and similar income	6	92,719	52,598
Profit on ordinary activities before taxation		342,749	(450,373)
Tax on profit /(loss) on ordinary activities	7	(26,149)	-
Retained profit for the financial year	12	316,600	(450,373)

The above results were derived entirely from continuing operations.

The company has no recognised gains or losses for either period other than the loss above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents.


SIX Card Solutions UK Ltd

Balance sheet 31 December 2008

	Note	2008 £	2007 £
Fixed assets			
Tangible assets	8	23,489	19,377
		<hr/>	<hr/>
Current assets			
Debtors	9	1,958,500	2,558,906
Cash at bank and in hand		1,416,520	733,411
		<hr/>	<hr/>
		3,375,020	3,292,318
Creditors: amounts falling due within one year	10	(3,064,330)	(3,294,116)
		<hr/>	<hr/>
Net current assets/(liabilities)		310,690	(1,798)
		<hr/>	<hr/>
Net assets		<u>334,179</u>	<u>17,579</u>
Capital and reserves			
Called up share capital	11	2	2
Profit and loss account	12	334,177	17,577
		<hr/>	<hr/>
		<u>334,179</u>	<u>17,579</u>

These financial statements were approved by the Board of Directors on 15 July 2009.

Signed on behalf of the Board of Directors



Michele Ferraris
Director

15 July 2009

SIX Card Solutions UK Ltd

Notes to the accounts

Year ended 31 December 2008

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements are prepared under the historical cost convention, in accordance with applicable United Kingdom accounting standards and on a going concern basis. The particular accounting policies adopted are described below.

Turnover

Turnover, which excludes valued added tax and trade discounts, represents the value of Transac and car parking commission, all of which are earned through charge and credit cards.

Fixed assets and depreciation

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is provided by the company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Plant and machinery – 20% per annum

The company reviews the economic useful life of fixed assets on an annual basis to ensure that the carrying values do not exceed the recoverable amount, being the higher of net realisable values and values in use.

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis.

Trade Debtors

Trade debtors are held at cost less any provision for doubtful debts. The provision for doubtful debts is calculated by estimating the non-recoverable amounts of debtors that are in arrears or have defaulted. This estimation is based upon historic loss rates for similar accounts and management's assessment of the likely recovery on each debtor

Pension

The company operates a defined contribution pension scheme, which requires contributions to be made to a separately administered fund. Contributions to the scheme are recognised in the income statement in the period in which they become payable.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax assets and liabilities in accordance with FRS 19, using full provision accounting, when an event has taken place by the balance sheet date which gives rise to an increased or reduced tax liability in the future. Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse. Deferred tax assets are recognised only to the extent that they are regarded as recoverable. Deferred tax assets and liabilities are not discounted.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

SIX Card Solutions UK Ltd

Notes to the accounts

Year ended 31 December 2008

2. Cash flow statement and related party disclosures

Until September 19, 2007, the company was a wholly-owned subsidiary of Tele2 AB.

As at September 19, 2007, the company and its immediate Parent was purchased by SIX Group Ltd. The financial performance of the Company is included in the consolidated financial statements of SIX Group Ltd which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities which are part of the group.

Copies of the group financial statements for SIX Group Ltd are available from its registered office: Postfach Hardturmstrasse 201 CH 8021 Zurich Switzerland.

3. Turnover

Turnover was derived from the principal activities of the company and arose solely in the United Kingdom.

4. Operating profit

This is stated after charging:

	2008 £	2007 £
Auditors' remuneration – audit services	16,500	16,500
Depreciation of tangible fixed assets	21,754	7,667
Operating lease charges – other	6,153	17,129

The remuneration of the company's auditors for provision of non-audit services to the company was £9,000 (2007- £14,500).

5. Staff costs

The payroll costs are allocated between cost of sales and administrative expense to reflect the nature of the activity undertaken. During 2008 £505,958 (2007: £222,918) has been allocated to costs of sales and £19,212 (2007: 145,410) to administrative expense. These costs include:

SIX Card Solutions UK Ltd

Notes to the accounts

Year ended 31 December 2008

	2008 £	2007 £
Wages and salaries	392,685	256,040
Social security costs	97,684	79,041
Insurances	15,589	26,919
Pension	19,212	6,328
	<u>525,170</u>	<u>368,328</u>

The average number of persons employed by the company during the year was as follows:

	2008 No.	2007 No.
Sales and Operations	1	1
Technical	4	4
Business Management	<u>2</u>	<u>2</u>
	7	7

The directors did not receive any remuneration in respect of their services to the company during the period (2007- £nil). No directors were members of company pension schemes and the company made no pension contributions in respect of directors' qualifying services (2007- £nil).

6. Interest receivable and similar income

	2008 £	2007 £
Bank interest	44,417	52,598
Loan interest	<u>48,302</u>	<u>-</u>
Total interest receivable and similar income	<u>92,719</u>	<u>52,598</u>

SIX Card Solutions UK Ltd

Notes to the accounts

Year ended 31 December 2008

7. Tax on profit/(loss) on ordinary activities

The taxation credit comprises:

	2008 £	2007 £
Current tax:		
Total current tax	26,149	-
Tax reconciliation:		
Profit/(loss) on ordinary activities before tax	342,749	(450,373)
Expected tax charge at 28.5%	97,683	(135,112)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	3,163	2,120
Depreciation in excess of capital allowances	24,633	19,013
Unrelieved tax losses carried forward	-	113,979
Deferred tax rate change	(1,310)	-
Utilisation of brought forward tax losses	(98,020)	-
Total current tax	26,149	-

In accordance with FRS 19 "Deferred Tax", no deferred tax asset has been recognised in the financial statements as it is insufficiently certain that suitable taxable profits will arise against which these timing differences can reverse. The unrecognised deferred tax asset is as follows:

	2008 £	2007 £
Unrecognised tax loss carry forwards	96,625	223,929
Accelerated capital allowances	109,115	41,287
Total potential deferred tax assets	205,740	265,216

SIX Card Solutions UK Ltd

Notes to the accounts Year ended 31 December 2008

8. Tangible fixed assets

	Plant and machinery £
Cost	
At 1 January 2008	124,109
Additions	<u>25,866</u>
At 31 December 2008	149,975
Accumulated depreciation	
At 1 January 2008	104,732
Charge for the year	<u>21,754</u>
At 31 December 2008	<u>126,486</u>
Net book value	
At 31 December 2008	<u>23,489</u>
At 31 December 2007	<u>19,377</u>

9. Debtors: amounts falling due within one year

	2008 £	2007 £
Trade debtors	710,043	1,102,229
Amounts owed by group undertakings	1,237,961	1,453,213
Prepayments and accrued income	<u>10,496</u>	<u>3,465</u>
	<u>1,958,500</u>	<u>2,558,907</u>

Amounts owed by group undertakings are unsecured, interest bearing and are repayable on demand.

10. Creditors: amounts falling due within one year

	2008 £	2007 £
Trade creditors	2,623,613	2,230,460
Amounts due to group undertakings	-	675,208
Taxation and social security	209,303	165,151
Accruals and deferred income	<u>231,414</u>	<u>223,297</u>
	<u>3,064,330</u>	<u>3,294,116</u>

Amounts owed to group undertakings are unsecured, interest bearing and are repayable on demand.

SIX Card Solutions UK Ltd

Notes to the accounts Year ended 31 December 2008

11. Called up share capital

	2008 £	2007 £
Authorised:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Called up, allotted and fully paid		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

12. Retained profit/(loss) for the financial year

	2008 £
At 1 January 2008	17,577
Profit for the financial year	316,600
Dividend	<u>-</u>
At 31 December 2008	<u>334,177</u>

13. Reconciliation of movements in shareholders funds

	2008 £	2007 £
Shareholders' funds at 1 January 2007	17,579	2,005,452
Profit/(loss) for the financial year	316,600	(450,373)
Dividend	<u>-</u>	<u>(1,537,500)</u>
Shareholders' funds at 31 December 2008	<u>334,179</u>	<u>17,579</u>

14. Capital and other commitments

There were no capital commitments at the end of the financial year (2007: £nil).

Annual commitments under non-cancellable operating leases, none of which are in relation to land and buildings, are as follows:

	2008 £	2007 £
Operating leases which expire:		
Within one year	6,152	17,129
In the second to fifth years	-	-
After five years	<u>-</u>	<u>-</u>
	<u>6,152</u>	<u>17,129</u>

15. Post balance sheet events

In January 2009, the company changed its name from 3C Transac Ltd to Six Card Solutions UK Ltd.

There have been no other events that have had a significant effect on the financial statements since 31 December 2008.

SIX Card Solutions UK Ltd

Notes to the accounts

Year ended 31 December 2008

16. Ultimate parent undertaking

The company's immediate parent company is SIX Card Solutions Luxembourg S.A..

Until September 18, 2007 the ultimate parent company and controlling party was Tele2 AB, a company incorporated in Sweden. On September 19, 2007 SIX Group Ltd., a company incorporated in Switzerland, purchased the company and its immediate parent and became the ultimate parent company. SIX Group Ltd. is the parent undertaking of the smallest and largest group to consolidate these financial statements.

Copies of the group financial statements for SIX Group Ltd. are available from its registered office: Postfach Hardturmstrasse 201 CH 8021 Zurich Switzerland.