Company Registration No. 03424752 (England and Wales)

WORLDPAY LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2015

WORLDPAY LIMITED

COMPANY INFORMATION

Directors	F De Kort R Kalifa P Jansen R Medlock
Company number	03424752
Registered office	The Walbrook Building 25 Walbrook London EC4N 8AF
Auditor	KPMG LLP 15 Canada Square London E14 5GL
Bankers	The Royal Bank of Scotland Group plc 250 Bishopsgate London EC2M 4AA

WORLDPAY LIMITED

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WORLDPAY LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2015

The directors of Worldpay Limited ("the Company") present their report and Strategic Report, together with audited financial statements for the year ended 31 December 2015.

Principal activity

The principal activity of the Company continues to be the provision of global internet payment solutions to merchants facilitating the ability to accept payments for online ("customer not present") transactions. The directors do not anticipate any material change in either the type or level of activities of the Company.

The Company is part of the Worldpay Group ("the Group") with the ultimate holding company being Worldpay Group plc.

Business activities and performance indicators

The company focuses on six global vertical markets:

- Digital Content
- Global Retail
- Airlines
- Travel
- Gambling; and
- Video Games

Their goal is to offer a flawless end-to-end experience and true partnership through this sector-specific approach.

The Company uses various financial measures to assess the financial position and overall performance of its operations including; revenue, gross profit growth and gross margin. Non-financial performance indicators are also reviewed, including total transaction values and net revenue % of total transaction value. The Company is part of the Group where these KPI's are not monitored at legal entity level and therefore are not presented within this strategic report. The total transaction values and net revenue % of total transaction value for the Group are £13.1bn (2014: £11.5bn) and 0.24% (2014: 0.23%) respectively.

Review of business

The directors are satisfied with the Company's performance in the year.

The Company first provided internet payment services in 1994, making it the first provider of such services in the world. It currently processes payments for many of the world's leading businesses.

The Company provides customers with the broadest access to shoppers via its global reach. In addition to the main global debit and credit payment schemes, including China Union Pay, the Company helps its customers to accept more than 120 different payment currencies and over 300 alternative payment products.

The market for customer-not-present internet transactions has grown rapidly over the last few years and is expected to continue to do so over the medium term.

Sales operations for the eCom business unit of the Group, where the Company is within, in Singapore and San Francisco have continued to grow and the business has expanded further into Japan and China, whilst investments were made to enhance sales force and analytical capabilities as well as in product delivery and customer service.

Review of trading results

The Company's financial performance in 2015 is presented in the Profit and Loss account on page 7.

Interchange fees, which are one of the Company's primary cost of sales, were reduced in the year. As a result, the Company's turnover and cost of sales have decreased by 11% and 29% respectively. Gross profit margin has increased to 66% from 58% in 2014, driven by a growth in all products, with both Acquiring and Gateway performing particularly strongly.

Operating profit was £26m, at an operating margin of 17% (2014: 10%).

During the year, the economic benefit of the Gateway business and certain customer contracts in the Dutch branch of the Company were sold to another Group company, Worldpay B.V. A gain of £106m was recognised.

The effective tax rate for the year was 6% (2014: 26%). Advance clearance was received from the UK and Netherlands tax authorities that the £106m gain from the business transfer mentioned above should be a tax neutral transaction under the EU Merger Directive and therefore the effective tax rate in 2015 was lower.

Cash and cash equivalents at the end of the year were £47m (2014: £35m). This is primarily due to the better performance in 2015.

At the end of the year, the financial position showed total assets of £353m (2014: £287m) and total equity of £109m (2014: £32m).

Position of the Company at year end

The full year results as at and for the year ended 31 December 2015 are presented under FRS101.

Information about the performance of the Company during the financial year in response to S417(3) (b) of the Companies Act 2006 ("the Companies Act") is included above.

Trends impacting future development, performance and position of the business

The Company's global presence and continued investment in product development and innovation has ensured that it is well-placed to benefit from the underlying growth in the global internet payments market and is able to meet the changing demands of our current and prospective customers.

Principal risks and uncertainties

The Company seeks to minimise its exposure to external financial risks. Further information on financial risk management policies can be found in the consolidated financial statements of the Company's ultimate parent company, Worldpay Group plc, for the year ended 31 December 2015. A list of the principal risks is below:

- Industry
- Legal and regulatory
- Settlement
- Credit risk
- Data security
- Technology
- Scale of change
- Third parties

On behalf of the board

Rick Medlock
Director
16 June 2016

The directors of Worldpay Limited ("the Company") present their report and Strategic Report, together with audited financial statements for the year ended 31 December 2015. Certain information required by the Companies Act 2006 to be provided in the Directors' Report is set out in the Strategic Report and includes principal activities and future development, principal risks and uncertainties and the results for the year.

Results and dividends

The results for the year are set out on page 7.

The directors declared and paid an interim dividend of £45m in August 2015 (2014: nil). There have been no dividends approved since 31 December 2015 to the date of approval of these financial statements.

Directors

The directors, who served throughout the year except as noted, were as follows:

F De Kort	
R Kalifa	
P Jansen	
A Connolly	(Resigned 5 June 2015)
R Medlock	(Appointed 5 June 2015)

Going concern

The directors have prepared forecasts for the group by Business Unit, covering a period of more than 12 months from the date of signing of the financial statements. Based on these forecasts the directors have demonstrated that the Company is forecast to be profitable, cash generative and to have net assets.

The Company was in a net current liability position of £32m as at 31 December 2015 and therefore is dependent on the support of its parent company Worldpay Finance plc. Worldpay Finance plc has indicated that it is willing to provide support and that it will not request repayment of amounts due to it from the Company if it will render the Company unable to meet its liabilities as they fall due for at least the next 12 months from the date of approval of these accounts.

Therefore, the directors, having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, have prepared the financial statements on a going concern basis.

Auditor

KPMG LLP was appointed as the Company's auditor with effect from 17 September 2012 The auditors have indicated their willingness to be reappointed for another term and appropriate arrangements have been put into place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting. .

Statement of directors' responsibilities in respect of the Strategic Report, the Directors Report and the Financial Statements.
The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework.*

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Statement of disclosure to auditor
Each director in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the board

Rick Medlock
Director
16 June 2016

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WORLDPAY LIMITED

We have audited the financial statements of Worldpay Limited for the year ended 31 December 2015 set out on pages 6 to 22. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Michael Harper

Michael Harper (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
16 June 2016
Chartered Accountants
15 Canada Square
London
E14 5GL

WORLDPAY LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2015

	Notes	2015 £'000	2014 £'000
Turnover	2	151,549	169,973
Cost of sales		(51,318)	(72,043)
Gross profit		**100,231**	**97,930**
Administrative expenses		(73,902)	(80,175)
Operating profit	3	**26,329**	**17,755**
Gain on sale of intangible asset	3	106,130	-
Other interest receivable and similar income	7	3,134	68
Interest payable and similar expense	7	(1,083)	(443)
Profit on ordinary activities before taxation		**134,510**	**17,380**
Tax on profit on ordinary activities for the financial year	8	(7,841)	(4,576)
Profit on ordinary activities for the financial year		**126,669**	**12,804**

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The accompanying notes on pages 10 to 21 form an integral part of these financial statements.

WORLDPAY LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2015

	2015	2014
	£'000	**£'000**
Profit for the year	**126,669**	**12,804**
Other comprehensive income		
Items that are or may be reclassified subsequently to profit or loss		
Foreign branch currency translation	(4,717)	(4,481)
Total items that are or may be reclassified subsequently to profit or loss	(4,717)	(4,481)
Total other comprehensive income for the year	(4,717)	(4,481)
Total comprehensive income for the year	**121,952**	**8,323**

The accompanying notes on pages 10 to 21 form an integral part of these financial statements.

WORLDPAY LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2015

	Note	2015 £'000	2014 £'000
Fixed assets			
Intangible assets	**10**	2,059	695
Tangible fixed assets	**11**	68	556
Investments	**12**	139,116	32,021
		141,243	**33,272**
Current assets			
Debtors	**13**	17,534	76,853
Deferred tax assets	**15**	1,164	1,255
Current tax assets		2,740	1,471
Scheme debtors		171	-
Merchant float		143,490	138,828
Cash at bank and in hand		46,683	35,002
		211,782	**253,409**
Creditors: amounts falling due within one year			
Trade and other creditors	**14**	(91,632)	(111,878)
Merchant creditor		(143,662)	(138,828)
Current tax liability		(7,362)	(3,687)
Provisions for liabilities	**16**	(1,500)	(380)
		(244,156)	**(254,773)**
Net current liabilities		**(32,374)**	**(1,364)**
Total assets less current liabilities		**108,869**	**31,908**
Net assets		**108,869**	**31,908**
Capital and reserves			
Called up share capital	**18**	165	165
Foreign currency reserve		(13,242)	(8,525)
Group reconstruction reserve		10,904	10,904
Capital redemption reserve		9	-
Profit and loss account		111,033	29,364
Shareholders' funds		**108,869**	**31,908**

The accompanying notes on pages 10 to 21 form an integral part of these financial statements.

The financial statements were approved by the Board of directors and authorised for issue on 16 June 2016 signed on its behalf by:

Rick Medlock
Director
Company Registration No 03424752

WORLDPAY LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2015

	Called up share capital £'000	Group Reconstruction reserve £'000	Foreign currency reserve £'000	Capital Contribution £'000	Profit and Loss account £'000	Total £'000
At 1 January 2014	**165**	**10,904**	**(4,044)**	**-**	**16,560**	**23,585**
Foreign branch currency translation	-	-	(4,481)	-	-	(4,481)
Profit for the year	-	-	-	-	12,804	12,804
At 31 December 2014	**165**	**10,904**	**(8,525)**	**-**	**29,364**	**31,908**
Foreign branch currency translation	-	-	(4,717)	-	-	(4,717)
Profit for the year	-	-	-	-	126,669	126,669
Dividend paid	-	-	-	-	(45,000)	(45,000)
Transfer	-	-	-	9	-	9
At 31 December 2015	**165**	**10,904**	**(13,242)**	**9**	**111,033**	**108,869**

The accompanying notes on pages 10 to 21 form an integral part of these financial statements.

1 Accounting policies

1.1 Accounting convention

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework ("FRS 101")*. The amendments to FRS 101 (2013/14 Cycle) issued in July 2014 and effective immediately have been applied.

The financial statements have been prepared on the historical cost basis. The key accounting policies are set out below.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In the transition to FRS101 from Adopted IFRSs, the Company has made no measurement and recognition adjustments.

The financial statements contain information about the Company as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under IAS 27 Consolidated and Separate Financial Statements and section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets, intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

The Company's ultimate parent undertaking, Worldpay Group plc includes the Company in its consolidated financial statements. The consolidated financial statements of Worldpay Group plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained on the Group's website or at 25 Walbrook, London EC4N 8AF.

1.2 Going concern

The directors have prepared forecasts for the group by Business Unit, covering a period of more than 12 months from the date of signing of the financial statements. Based on these forecasts the directors have demonstrated that the Company is forecast to be profitable, cash generative and to have net assets. The Company was in a net current liability position of £32m as at 31 December 2015 and therefore is dependent on the support of its parent company Worldpay Finance plc. Worldpay Finance plc has indicated that it is willing to provide support and that it will not request repayment of amounts due to it from the Company if it will render the Company unable to meet its liabilities as they fall due for at least the next 12 months from the date of approval of these accounts. Therefore, the directors, having a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, have prepared the financial statements on a going concern basis.

1.3 Turnover

Turnover represents the consideration received or receivable from the merchants for services provided.

Turnover from transaction service charges and similar services is recognised when the services are performed.

Fees in respect of services are recognised as the right to consideration accrues through the provision of the service to the customer. The arrangements are generally contractual and the cost of providing the service is incurred as the service is rendered. The price is usually fixed and always determinable.

1.4 Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less any accumulated impairment losses.

Investments in subsidiary undertakings purchased from companies under common control are transferred across at carrying value.

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment. Depreciation is recognised so as to write off the cost or valuation of assets less their residual values on a straight line basis over their useful lives on the following bases:

Leasehold improvements	15 years
Fixtures and fittings	5 years
Computers	3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

1.6 Intangible assets

An internally generated intangible asset arising from the Company's software development is recognised only if all of the following conditions are met:

- It is technically feasible to complete and use or sell the asset
- the Company is able to use or sell the asset
- it is probable that the asset created will generate future economic benefits i.e. there is an existing market for the asset or a use within the Company for the asset;
- the Company has adequate technical, financial and other resources to complete the asset and
- the development cost of the asset can be measured reliably.

Amortisation is charged to the Profit and Loss account on a straight line basis over the estimated useful life of the intangible asset.
The estimated lives are as follows:

Computer software	4 years

1.7 Impairment of tangible and intangible assets

At each reporting end date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried in at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.8 Foreign currencies

The Company has operations in the UK and Europe with functional currencies of Sterling and Euro, respectively. The Company's financial statements are presented in Sterling.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

The assets and liabilities of the Company's foreign operations are translated into Sterling using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity.

1.9 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.10 Financial assets

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Loans and receivables

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

Impairment of financial assets
Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Derecognition of financial assets
Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.11 Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Other financial liabilities
Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Derecognition of financial liabilities
Financial liabilities are derecognised when, and only when, the Company's obligations are discharged, cancelled, or they expire.

1.12 Taxation
The tax expense represents the sum of the current tax and deferred tax.

Current tax
The current tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.13 Provisions

The Company recognises a provision for a present obligation resulting from a past event when it is more likely than not that it will be required to transfer economic benefits to settle the obligation and the amount of the obligation can be estimated reliably.

1.14 Employee benefits

The Company participates in the Group's defined contribution pension scheme. The amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is equal to the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

1.15 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Rentals payable under operating leases, less any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.16 Merchant float and merchant creditors

Merchant float and merchant creditors represent intermediary balances arising in the merchant settlement process.

Merchant float represents surplus cash balances that we hold on behalf of our merchants when the incoming amount from the card schemes/networks precedes the merchants' funding obligation. The funds are held in a fiduciary capacity and cannot be utilised by the Company to fund its own cash requirements and are separately classified as merchant float in the balance sheet.

Merchant creditors consist primarily of (i) our liability to the merchants for transactions for which we have received funding from the Members under the sponsorship agreement but have not funded merchants on behalf of the Members and (ii) merchant reserves which are amounts held on deposit from customers either from inception of the customer relationship or accrued throughout the customer relationship due to payment issues arising or potential chargebacks.

1.17 Group reconstruction reserve

On 16 December 2010, the Company purchased Bibit BV from Worldpay Limited (Jersey). The consideration was paid by issue of ordinary shares in the Company. Effective 31 January 2011, the Company absorbed Bibit BV as an overseas branch; the reconstruction was made at the carrying value of net assets of Bibit BV. The group reconstruction reserve arises where there is a difference between the value of shares issued as consideration and the value of the investment received in return for those shares.

2 Turnover

An analysis of the Company's turnover is as follows:

	2015 £'000	2014 £'000
Transaction service charges	95,563	116,802
Processing fees and other revenue	55,986	53,171
	151,549	169,973

3 Profit for the year

	2015 £'000	2014 £'000
Profit for the year is stated after charging/(crediting):		
Depreciation of property, plant and equipment	128	124
Gain on sale of intangible assets	(106,130)	-
Amortisation of intangible assets	214	129
Management charges payable to other Group companies	69,097	71,691
Staff costs	1,023	4,030

The gain on sale of intangible assets relates to the business transfer of the economic benefit of the Gateway business and certain customer contracts in the Dutch branch of the Company to another Group company in the year. The intangible assets transferred had a carrying value of nil prior to the sale.

4 Auditor's remuneration

The audit fees of the Company, together with fees for related services, of £110K (2014: £110K) have been borne by a Group company, Ship Midco Limited.

5 Employees

The average monthly number of employees (including executive directors) were:

	2015 Number	2014 Number
Staff	17	30
Contractors	2	1
	19	31

Staff costs	2015 £'000	2014 £'000
Wages and salaries	857	3,619
Social security costs	86	270
Pension costs	80	141
	1,023	4,030

The table above relates to employees employed by the Company. The Company also receives service form the employees of other group companies and pays a management charge for these services (see note 3). The Group financial statements contain full disclosure of employee benefit expenses incurred in the period for the whole Group.

6 Directors' remuneration

The Directors of the Company do not receive remuneration for specific services to this company nor is it possible to accurately apportion the total remuneration paid to the Directors to the individual companies in the Worldpay Group. Details of the Director's remuneration (including the highest paid Director) are disclosed in the financial statements of Worldpay Group plc, a UK parent company.

7 Net finance costs

	2015 £'000	2014 £'000
Interest receivable and similar income	831	68
Foreign currency gain /(loss)	2,303	(248)
Interest payable and similar expenses	(1,083)	(195)

8 Taxation

	2015 £'000	2014 £'000
UK Corporation tax		
Current year	7,638	4,856
Adjustments in respect of prior periods	-	(249)
	7,638	4,607
Deferred tax		
Changes in tax rates	(3)	2
Expense arising from write down/(reversal of write down) of deferred tax asset	206	(46)
Adjustment in respect of prior periods	-	13
	203	(31)
Total tax charge	7,841	4,576

The charge for the year can be reconciled to the profit per the profit and loss account as follows:

	2015	2014
Profit before taxation	134,510	17,380
Profit before taxation at standard UK corporation tax rate of 20.25% (2014 - 21.50%)	27,238	3,736
Adjustment in respect of prior years	-	(236)
Effect of change in UK corporation tax rate	(3)	2
Other permanent differences	-	186
Expenses not deductible for tax purposes	405	-
Effect of overseas tax rates	1,692	888
Gain on disposal of trade and assets not taxable	(21,491)	-
Total adjustments	(19,397)	840
Tax charge for the year	7,841	4,576

9 Dividends

	2015 per share	2014 per share	2015 £'000	2014 £'000
Amounts recognised as distributions to equity holders:				
Interim dividend paid	272.73	-	45,000	-

10 Intangible fixed assets

	Software £'000
Cost	
At 1 January 2015	1,302
Additions - purchased	1,578
At 31 December 2015	2,880
Amortisation/impairment	
At 1 January 2015	607
Charge for the year	214
At 31 December 2015	821
Carrying amount	
At 31 December 2015	2,059
At 31 December 2014	695

11 Tangible fixed assets

	Leasehold improvements £'000	Fixtures and fittings £'000	Computers £'000	Total £'000
Cost				
At 1 January 2015	586	126	3,169	3,881
Additions	-	65	89	154
Disposals	(586)	-	-	(586)
At 31 December 2015	-	191	3,258	3,449
Accumulated depreciation/impairment				
At 1 January 2015	53	113	3,159	3,325
Charge for the year	18	36	74	128
Disposal	(71)	-	-	(71)
Foreign currency adjustments	-	-	(1)	(1)
At 31 December 2015	-	149	3,232	3,381
Carrying amount				
At 31 December 2015	-	42	26	68
At 31 December 2014	533	13	10	556

12 Investments

	2015 £'000	2014 £'000
Investments in subsidiaries	139,116	32,021

Name of subsidiary	Country of incorporation	Proportion of ownership interest	Proportion of voting power held	Principal activity
Bibit Payments KK	Japan	100%	100%	Provision of approval technology and other services to enable merchants to accept and issue payment via
Bibit Secure Internet Payments Servies Inc	USA	100%	100%	
Worldpay S.A.R.L	France	100%	100%	
Bibit Spain SLU	Spain	100%	100%	
Worldpay B.V.	Netherlands	100%	100%	
Worldpay Latin America Ltd	UK	100%	100%	
Worldpay PTY	Australia	100%	100%	

Movements in fixed asset investments

	£'000
Cost and carrying amount	
At 1 January 2015	32,021
Additions	107,095
At 31 December 2015	139,116

The £107,095k addition in investment is made up of £106,600k investment in Worldpay B.V. following the business transfer and another £495k capital injection in Worldpay PTY in the year.

13 Debtors

	2015 £'000	2014 £'000
Trade debtors	11,471	10,590
Provision for bad and doubtful debts	(5,233)	(4,345)
	6,238	6,245
Amounts due from fellow group undertakings	6,778	65,222
Prepayments and accrued income	4,518	5,386
	17,534	76,853

Credit risk

Fair value of trade receivables
The directors consider that the carrying amount of debtors is approximately equal to their fair value.

Ageing of past due but not impaired receivables	2015 £'000	2014 £'000
1-30 days	2,521	2,335
31-60 days	415	279
	2,936	2,614

14 Trade and other creditors

	2015 £'000	2014 £'000
Trade creditors	1,896	1,713
Amounts due to fellow group undertakings	82,103	101,718
Accruals and deferred income	2,991	1,534
Other creditors	4,642	6,913
	91,632	111,878

15 Deferred tax assets

	2015 £'000	2014 £'000
Deferred tax assets	1,164	1,255

	Total £'000
At 1 January 2014	1,224
Charge for the year	31
At 31 December 2014	1,255
Credit for the year	(91)
At 31 December 2015	1,164

16 Provisions for liabilities

	2015 £'000	2014 £'000
Provision for redundancy costs	-	380
Provision for credit note	1,500	-
	1,500	380

Provision for credit note is recognised where any trade receivable balance has been fully provided or settled.

17 Retirement benefit schemes

Defined contribution schemes

The total costs charged to income in respect of defined contribution plans is £8,000 (2014 - £141,000).

18 Called up share capital

	2015 £'000	2014 £'000
Ordinary share capital		
Issued and fully paid		
165,000 Ordinary Shares of £1	165	165

19 Operating leases commitments

Lessee

	2015 £'000	2014 £'000
Lease payments under operating leases	(208)	(428)

At the reporting end date the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2015 £'000	2014 £'000
Within one year	252	215
Between two and five years	1,008	862
In over five years	630	772
	1,890	1,849

20 Ultimate parent company

The Company is part of the Worldpay Group ("the Group") with the ultimate holding company being Worldpay Group plc, incorporated and registered in England and Wales, and its immediate parent company is Worldpay Limited, incorporated and registered in Jersey.

As at 31 December 2015, Worldpay Group plc heads the largest and the smallest group in which the Company is consolidated. The consolidated financial statements are available from The Walbrook Building, 25 Walbrook, London, EC4N 8AF.