

Registration number 5593466

ENVOY SERVICES LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD FROM 1 APRIL 2011 TO 31 DECEMBER 2011

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COMPANIES HOUSE

Hazlewoods LLP
Windsor House
Barnett Way
Barnwood
Gloucester
GL4 3RT

ENVOY SERVICES LIMITED
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ENVOY SERVICES LIMITED**COMPANY INFORMATION**

Directors	J Fisher P McGriskin P Townsend M O'Brien R Kalifa F De Kort
Company secretary	M O'Brien
Registered office	60 Charlotte Street London W1T 2NU
Solicitors	Joelson Wilson & Co Solicitors 30 Portland Place London W1B 1LZ
Auditors	Hazlewoods LLP Windsor House Barnett Way Barnwood Gloucester GL4 3RT

ENVOY SERVICES LIMITED

DIRECTORS' REPORT FOR THE PERIOD FROM 1 APRIL 2011 TO 31 DECEMBER 2011

The directors present their report and the consolidated financial statements for the period from 1 April 2011 to 31 December 2011

Directors of the company

The directors who held office during the period were as follows

J Fisher

P McGriskin

P Townsend

G Breeze (resigned 27 July 2011)

M O'Brien - Company secretary and director

D Bailey (resigned 27 July 2011)

R Kalifa (appointed 27 July 2011)

F De Kort (appointed 27 July 2011)

Principal activity

The principal activity of the group is to provide merchants with an off the shelf global network of local bank account and alternative payment services. Envoy Services Limited (the parent company) is a UK FSA regulated global payments service that offers single point access to popular local payment and collection services worldwide (including many real time payment services). This global network is used to send and receive money at low cost, quickly and securely on behalf of merchants to and from suppliers, affiliates, partners, overseas offices and customers worldwide.

Envoy was acquired by WorldPay eCommerce Limited on 27th July 2011 a company that is part of the WorldPay Group, whose ultimate parent undertaking is Ship Investor & Cy S C A. The company subsequently changed its financial year end to December to align with the WorldPay Group financial reporting period. Forming part of the eCommerce division, Envoy will continue to operate its current business model with the existing management team joining the senior leadership of the eCommerce business unit. The directors see a unique opportunity to propel the combined group as the global leader in eCommerce payment solutions, offering world class gateway, card, alternative payment, fraud prevention and other value-added services.

ENVOY SERVICES LIMITED

DIRECTORS' REPORT FOR THE PERIOD FROM 1 APRIL 2011 TO 31 DECEMBER 2011

... **CONTINUED**

Business review

Fair review of the business

The short period ended 31 December 2011 saw the continued growth of Envoy Services Limited with consolidated revenue increasing by 4%, for the short period, to £16.7m. This growth was mainly achieved by an increase in the volume of transactions processed by key customers. During the period all share options were exercised which created a taxable charge. The Group has recognised a deferred tax asset of £2,010,832 in respect of these option charges. Following the Group's acquisition into the WorldPay Group, their merchant float and merchant creditors accounting policy has been adopted. The results for the year ending 31 March 2011 have been restated in accordance with this policy.

Envoy has Payment Institute (PI) status, under the EU Payment Services Directive (PSD). This was granted by the Financial Services Authority (FSA). Payment Institution status has enhanced the Envoy brand at a global level, facilitates future international expansion and adds an additional level of comfort for merchants and their customers.

In August 2010 Envoy acquired Webdollar AB, a Swedish payment service provider. The acquisition expanded the group's product offering to include a full service Payment Card Industry ("PCI") compliant Payment Service Provider. Webdollar AB also offers a market leading fraud service (known as BVerified), currently in use by FTSE 250 businesses.

The directors monitor business risk on a continual basis and report accordingly.

The directors have considered the forecasts of the business which predict both profit and cash generation. Based on these forecasts, the directors are confident that the group will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

The group continues to invest significant amounts in developing new products.

Price risk, credit risk, liquidity risk and cash flow risk

Liquidity risk

The group manages its cash requirements in order to ensure that it always has sufficient liquid resources to meet its operational needs.

Interest rate risk

The group finances asset purchases using hire purchase agreements, the interest rate on these agreements are fixed at the date of inception. The group is therefore not subject to interest rate risk.

Credit risk

The group offers credit to certain customers. Before credit terms are agreed, an assessment of the customer's credit rating is undertaken to ensure that the customer does not represent a major credit risk to the group. Credit limits are set accordingly.

Disclosure of information to the auditors

Each director has taken 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 group's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

ENVOY SERVICES LIMITED

DIRECTORS' REPORT FOR THE PERIOD FROM 1 APRIL 2011 TO 31 DECEMBER 2011

... CONTINUED

Reappointment of auditors

Hazlewoods LLP were appointed as auditors during the year and have expressed their willingness to continue in office

Approved by the Board on 4/1/12 - and signed on its behalf by



M O'Brien
Company secretary and director

ENVOY SERVICES LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

- select suitable accounting policies and apply them consistently,
- make judgements and accounting 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ENVOY SERVICES LIMITED**

We have audited the financial statements of Envoy Services Limited for the period from 1 April 2011 to 31 December 2011, set out on pages 8 to 32. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities (set out on page 5), the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's and parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2011 and of the group's loss for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ENVOY SERVICES LIMITED**

CONTINUED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements 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

Paul Fussell (Senior Statutory Auditor)
For and on behalf of Hazlewoods LLP, Statutory Auditor

Windsor House
Barnett Way
Barnwood
Gloucester
GL4 3RT

Date *6/7/12*

ENVOY SERVICES LIMITED
CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 31 DECEMBER 2011

		1 April 2011 to 31 December 2011	Year ended 31 March 2011
	Note	£	£
Turnover	2	16,743,517	16,098,665
Cost of sales		<u>(8,734,183)</u>	<u>(8,038,860)</u>
Gross profit		8,009,334	8,059,805
Administrative expenses - normal		(7,583,062)	(6,763,378)
Administrative expenses - exceptional	3	<u>(834,392)</u>	<u>(50,354)</u>
Group operating (loss)/profit	3	(408,120)	1,246,073
Share of operating profit in associates		-	42,625
Income interest in associated undertakings		42,570	-
Interest payable and similar charges	6	<u>(2,117)</u>	<u>(4,187)</u>
(Loss)/profit on ordinary activities before taxation		(367,667)	1,284,511
Tax on (loss)/profit on ordinary activities	7	<u>2,445,618</u>	<u>(316,149)</u>
Profit on ordinary activities after taxation		2,077,951	968,362
Minority interest		<u>(38,608)</u>	<u>(22,732)</u>
Profit for the financial period attributable to members of the parent company	14	<u><u>2,039,343</u></u>	<u><u>945,630</u></u>

Turnover and operating profit derive wholly from continuing operations

ENVOY SERVICES LIMITED

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

FOR THE PERIOD FROM 1 APRIL 2011 TO 31 DECEMBER 2011

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Note		
Profit for the financial period	2,039,343	945,630
Foreign currency translation differences	<u>5,194</u>	<u>70,539</u>
Total recognised gains and losses relating to the period	<u><u>2,044,537</u></u>	<u><u>1,016,169</u></u>

ENVOY SERVICES LIMITED

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2011

	Note	31 December 2011 £	(As restated) 31 March 2011 £
Fixed assets			
Intangible fixed assets	8	448,901	502,935
Tangible fixed assets	9	853,186	548,665
		<u>1,302,087</u>	<u>1,051,600</u>
Investment in associate		42,625	42,625
		<u>1,344,712</u>	<u>1,094,225</u>
Current assets			
Debtors	11	5,521,216	2,283,469
Cash at bank and in hand		58,916,265	65,415,597
		<u>64,437,481</u>	<u>67,699,066</u>
Creditors Amounts falling due within one year	12	(60,140,936)	(65,903,705)
Net current assets		<u>4,296,545</u>	<u>1,795,361</u>
Net assets		<u>5,641,257</u>	<u>2,889,586</u>
Capital and reserves			
Called up share capital	13	259	218
Share premium account	14	1,276,360	775,383
Other reserves	14	93,735	294,839
Profit and loss account	14	4,232,295	1,796,414
Shareholders' funds	15	5,602,649	2,866,854
Minority interest		38,608	22,732
Capital employed		<u>5,641,257</u>	<u>2,889,586</u>

Approved by the Board and authorised for issue on 6/7/12 and signed on its behalf by



M O'Brien
Company secretary and director

ENVOY SERVICES LIMITED
(REGISTRATION NUMBER 5593466)
BALANCE SHEET AT 31 DECEMBER 2011

	Note	31 December 2011 £	(As restated) 31 March 2011 £
Fixed assets			
Tangible fixed assets	9	664,797	368,604
Investments	10	1,158,081	1,149,344
		<u>1,822,878</u>	<u>1,517,948</u>
Current assets			
Debtors	11	6,030,563	2,171,922
Cash at bank and in hand		58,778,695	65,136,123
		<u>64,809,258</u>	<u>67,308,045</u>
Creditors Amounts falling due within one year	12	<u>(59,770,902)</u>	<u>(65,612,005)</u>
Net current assets		<u>5,038,356</u>	<u>1,696,040</u>
Net assets		<u>6,861,234</u>	<u>3,213,988</u>
Capital and reserves			
Called up share capital	13	259	218
Share premium account	14	1,276,360	775,383
Other reserves	14	93,735	294,839
Profit and loss account	14	<u>5,490,880</u>	<u>2,143,548</u>
Shareholders' funds	15	<u>6,861,234</u>	<u>3,213,988</u>

Approved by the Board and authorised for issue on 6/7/12 and signed on its behalf by



M O'Brien
Company secretary and director

ENVOY SERVICES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD FROM 1 APRIL 2011 TO 31 DECEMBER 2011

Cash flow statement

	Note	1 April 2011 to 31 December 2011 £	(As restated) Year ended 31 March 2011 £
Reconciliation of operating loss/profit to net cash flow from operating activities			
Operating (loss)/profit		(408,120)	1,246,073
Depreciation, amortisation and impairment charges		292,849	200,287
Share option costs		167,508	83,754
Increase in debtors		(760,920)	(1,123,515)
(Decrease)/increase in creditors		(5,530,203)	38,352,415
Net cash (outflow)/inflow from operating activities		(6,238,886)	38,759,014
Returns on investments and servicing of finance			
HP and finance lease interest		(2,117)	(3,849)
Interest paid		-	(338)
Dividends received		42,570	-
		40,453	(4,187)
Tax paid		(246,739)	(534,301)
Capital expenditure and financial investment			
Purchase of tangible fixed assets		(543,336)	(443,595)
Acquisitions and disposals			
Acquisition of investments in subsidiary undertakings		-	(1,134,426)
Net cash acquired		-	1,261,241
		-	126,815
Net cash (outflow)/inflow before management of liquid resources and financing		(6,988,508)	37,903,746
Financing			
Issue of shares		501,018	-
Repayment of capital element of finance leases and HP contracts		(11,842)	(20,443)
		489,176	(20,443)
(Decrease)/increase in cash	18	(6,499,332)	37,883,303

ENVOY SERVICES LIMITED**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD FROM 1 APRIL 2011 TO 31 DECEMBER 2011****... CONTINUED****Reconciliation of net cash flow to movement in net debt**

	Note	1 April 2011 to 31 December 2011 £	(As restated) Year ended 31 March 2011 £
(Decrease)/increase in cash		(6,499,332)	37,883,303
Cash outflow from repayment of capital element of finance leases and hire purchase contracts		11,842	20,443
Change in net debt resulting from cash flows	18	(6,487,490)	37,903,746
Exchange differences		-	144,562
New finance leases		-	(12,211)
Movement in net debt	18	(6,487,490)	38,036,097
Net funds at start of period	18	65,397,645	27,361,548
Net funds at end of period	18	58,910,155	65,397,645

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention

In accordance with the Financial Reporting Council's "Going Concern and Liquidity Risk Guidance for Directors of UK Companies 2009" the directors of all companies are required to provide disclosure regarding the adoption of the going concern basis of accounting

The group is well funded and has traded profitably in the year. The directors anticipate that this will continue and have therefore prepared the financial statements on the going concern basis

Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently

Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2011

Subsidiary undertakings are included using the acquisitions method of accounting. Under this method the group profit and loss account and statement of cashflows include the results and cashflows of subsidiaries from the date of acquisition and to the date of sale outside the group in the case of disposals of subsidiaries. The purchase consideration has been allocated to the assets and liabilities on the basis of fair value at the date of acquisition

No profit and loss account is presented for the company as permitted by Section 408 of the Companies Act 2006. Its profit for the financial period was £2,978,720 (2011 - £1,363,303)

Entities, other than subsidiary undertakings or joint ventures, in which the group has a participating interest and over whose operating and financial policies the group exercises a significant influence are treated as associates. In the group financial statements, associates are accounted for using the equity method

Changes in accounting policy

The Group was acquired by WorldPay eCommerce Limited (the 'WorldPay Group') on 27 July 2011. In order to bring the Group policy in line with the parent, the directors have adopted their policy to recognise cash balances held as client funds as a current asset and current liability, denoted as merchant float and merchant creditors within the financial statements. As a result, the comparative period has been amended accordingly. This has no impact on gross profit or operating profit

Turnover

Turnover represents fees and commission receivable on payments transacted, as well as foreign exchange and interest income, net of VAT

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

Goodwill

Positive goodwill is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over its useful economic life of 10 years. This period is considered by the directors to be its useful economic life. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

If a subsidiary, associate or business is subsequently sold or closed, any goodwill arising on acquisition that was written off directly to reserves or that has not been amortised through the profit and loss account is taken into account in determining the profit or loss on sale or closure.

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

Asset class	Depreciation method and rate
Fixtures, fittings and equipment	20% - 33.3% on cost

Research and development

Research and development expenditure is written off as incurred.

Fixed asset investments

Fixed asset investments are stated at cost less provision for diminution in value.

Deferred tax

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

Foreign currency

Company

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing rates at the balance sheet date. All exchange differences are included in the profit and loss account.

Group

The financial statements of overseas subsidiary undertakings are translated at the rate ruling at the balance sheet date. The exchange differences arising on the retranslation of opening net assets is taken directly to reserves. All other translation differences are taken to the profit and loss account with the exception of differences on foreign currency borrowings to the extent that they are used to finance or provide a hedge against group equity investments in foreign enterprises, which are taken to reserves together with the exchange difference on the net investment in these enterprises. Tax charges and credits attributable to exchange differences on those borrowings are also taken to reserves.

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

Merchant float and merchant creditors

The group has adopted a new accounting policy in the year in relation to merchant float and merchant creditors, as described below. The results for the year ending 31 March 2011 have been restated in accordance with this policy.

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

Merchant float represents surplus cash balances that are held on behalf of merchants when the incoming amount from the card schemes/networks precedes the merchants' funding obligation. The funds are held in a fiduciary capacity.

Merchant creditors consist primarily of (i) a liability to merchants for transactions that have been processed but not yet funded where the group is a Member of that particular scheme/network, (ii) a liability to the merchants for transactions for which the group have received funding from the Members under the sponsorship agreement but have not funded merchants on behalf of the Members, (iii) Exception items, (iv) Merchant Reserves, and (v) the fair value of out guarantees of customer chargebacks.

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

Hire purchase and leasing

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

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the group, are capitalised in the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract and represent a constant proportion of the balance of capital repayments outstanding.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the group is presented as a liability in the balance sheet. The corresponding dividends relating to the liability are charged as interest expense in the profit and loss account.

Share based payments

The group has made awards of options over its unissued share capital to certain directors and employees as part of their remuneration package. The valuation of these options involved making a number of critical estimates relating to price volatility, future dividend yields, expected life of the options and forfeiture rates.

The Group has adopted Financial Reporting Standard 20 - Share-based Payment ("FRS 20") and applied the traditional provisions contained therein. In accordance with FRS 20, the fair value of equity-settled share-based payments to employees is determined at the date of grant and is expensed on a straight-line basis over the vesting period based on an estimate of shares or options that will eventually be exercised. The directors used an adjusted Black Scholes model to calculate the fair value of options granted. These assumptions have been described in more detail in note 16.

2 Turnover

An analysis of turnover by geographical location is given below

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
United Kingdom	4,102,161	4,725,312
Europe	8,606,168	6,395,854
Rest of the World	4,035,188	4,977,499
	<u>16,743,517</u>	<u>16,098,665</u>

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

3 Operating (loss)/profit

Operating (loss)/profit is stated after charging

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Operating leases - plant and machinery	5,061	4,279
Operating leases - other assets	184,524	210,370
Foreign currency losses	290,213	136,129
Depreciation of owned assets	238,815	162,877
Amortisation	54,034	37,410
Auditor's remuneration - company £23,000 (2011 £37,500)	44,983	42,000

Exceptional administrative expenses in the year of £834,392 relate to exit bonuses, additional employee expenditure and share-based payment charges prior to the Group being acquired in July 2011. Exceptional administrative expenses in the comparative year of £50,354 relate to aborted acquisition costs.

4 Particulars of employees

The average number of persons employed by the group (including directors) during the period, analysed by category was as follows

	1 April 2011 to 31 December 2011 No	Year ended 31 March 2011 No
Administration and support	14	11
Research and development	29	21
Sales	5	3
Other departments	23	18
	<u>71</u>	<u>53</u>

The aggregate payroll costs were as follows

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Wages and salaries	3,042,017	2,547,194
Social security costs	398,678	213,757
	<u>3,440,695</u>	<u>2,760,951</u>

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

5 Directors' remuneration

The directors' remuneration for the period was as follows

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Remuneration	<u>444,218</u>	<u>398,250</u>

In respect of the highest paid director

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Remuneration	<u>127,753</u>	<u>130,000</u>

6 Interest payable and similar charges

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Interest on bank borrowings	-	338
Finance charges	<u>2,117</u>	<u>3,849</u>
Group interest payable and similar charges	<u>2,117</u>	<u>4,187</u>

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

7 Taxation

Tax on (loss)/profit on ordinary activities

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Current tax		
Corporation tax charge	-	342,836
Adjustments in respect of previous years	(465,834)	(41,325)
UK Corporation tax	<u>(465,834)</u>	<u>301,511</u>
Current tax on income	-	7,027
Group current tax	<u>(465,834)</u>	<u>308,538</u>
Share of associate's current tax	-	11,935
	<u>(465,834)</u>	<u>320,473</u>
Deferred tax		
Origination and reversal of timing differences	<u>(1,979,784)</u>	<u>(4,324)</u>
Total tax on (loss)/profit on ordinary activities	<u><u>(2,445,618)</u></u>	<u><u>316,149</u></u>

Factors affecting current tax charge for the period

Tax on (loss)/profit on ordinary activities for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 26% (2011 - 28%)

The differences are reconciled below

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
(Loss)/profit on ordinary activities before taxation	<u>(367,667)</u>	<u>1,241,886</u>
Corporation tax at standard rate	(95,593)	347,728

ENVOY SERVICES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2011

Capital allowances	21,274	(2,470)
Dividends received non taxable	(11,068)	-
Non deductible expenses	42,868	104,487
Overseas tax	-	7,027
Adjustment for prior periods	(465,834)	(41,325)
Research and development tax credit	-	(116,517)
Movement in provisions	(52,287)	-
Share scheme deduction	(2,647,756)	-
Losses	2,734,363	48,106
Intercompany profits eliminated	8,199	(34,298)
Difference in tax rates	-	7,735
Total current tax	<u>(465,834)</u>	<u>320,473</u>

8 Intangible fixed assets

Group

	Goodwill £
Cost	
At 1 April 2011	<u>540,345</u>
At 31 December 2011	<u>540,345</u>
Amortisation	
At 1 April 2011	37,410
Charge for the period	<u>54,034</u>
At 31 December 2011	<u>91,444</u>
Net book value	
At 31 December 2011	<u>448,901</u>
At 31 March 2011	<u>502,935</u>

ENVOY SERVICES LIMITED
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9 Tangible fixed assets

Group

	Fixtures and fittings £
Cost or valuation	
At 1 April 2011	992,935
Additions	<u>543,336</u>
At 31 December 2011	<u>1,536,271</u>
Depreciation	
At 1 April 2011	444,270
Charge for the period	<u>238,815</u>
At 31 December 2011	<u>683,085</u>
Net book value	
At 31 December 2011	<u>853,186</u>
At 31 March 2011	<u>548,665</u>

Leased assets

Included within the net book value of tangible fixed assets is £7,129 (2011 - £10,184) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the period on these assets was £3,055 (2011 - £19,435)

Company

	Fixtures and fittings £
Cost or valuation	
At 1 April 2011	809,114
Additions	<u>495,810</u>
At 31 December 2011	<u>1,304,924</u>
Depreciation	
At 1 April 2011	440,510
Charge for the period	<u>199,617</u>
At 31 December 2011	<u>640,127</u>
Net book value	
At 31 December 2011	<u>664,797</u>

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At 31 March 2011	<u>368,604</u>
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10 Investments held as fixed assets

Company

	31 December 2011 £	31 March 2011 £
Shares in group undertakings and participating interests	<u>1,158,081</u>	<u>1,149,344</u>

Shares in group undertakings and participating interests

	Subsidiary undertakings £
Cost	
At 1 April 2011	1,149,344
Additions	<u>8,737</u>
At 31 December 2011	<u>1,158,081</u>
Net book value	
At 31 December 2011	<u>1,158,081</u>

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Details of undertakings

Details of the investments in which the group holds 20% or more of the nominal value of any class of share capital are as follows

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings			
Envoy Services Sweden AB (formerly Webdollar AB) Sweden	Ordinary	100%	Administration of online cashflows and related business
Global Web Pay Limited	Ordinary	70%	International money transfer
Envoy Services Pty Limited Australia	Ordinary	100%	Local processing agent
Envoy Services Bulgaria Limited Bulgaria	Ordinary	100%	Local processing agent
Canadian Envoy Technology Services Limited Canada	Ordinary	100%	Local processing agent
Transferencias de Fondos Phillip McGriskin EIRL Chile	Ordinary	99.9%	Local processing agent
Envoy Services Denmark APS Denmark	Ordinary	100%	Local processing agent
Envoy Services OU Estonia	Ordinary	100%	Local processing agent
Envoy HK Limited Hong Kong	Ordinary	100%	Local processing agent
Envoy Japan Japan	Ordinary	10%	Local processing agent
Envoy Services Korea Korea (K O R)	Ordinary	100%	Local processing agent
PTP Macau Limitada Macau	Ordinary	94.8%	Local processing agent
Envoy Services (Asia) SDn BHD Malaysia	Ordinary	10%	Local processing agent
Envoy Services Limited Mexico Mexico	Ordinary	98%	Local processing agent
Enviados Transacciones SAC Peru	Ordinary	99.9%	Local processing agent
Envoy Payment Services Philippines Corp Philippines	Ordinary	100%	Local processing agent
Envoy Services South Africa Pty Limited South Africa	Ordinary	100%	Local processing agent
Enviado Transacciones Sociedad Limitada Spain	Ordinary	100%	Local processing agent
Envoy Services (Thailand) Co Limited Thailand	Ordinary	49%	Local processing agent

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Envoy Transaction Services Inc USA	Ordinary	100%	Local processing agent
Envoy Services Limited FZ LLC UAE	Ordinary	100%	Local processing agent

Associates

Fund Movement Limited	Ordinary	43%	International money transfer
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The principal activities of Envoy Services Sweden AB (formerly Webdollar AB) is the administration of online cashflows and related business in Sweden. Global Web Pay Limited and Fund Movement Limited offers international money transfer to clients throughout the UK.

The principal activities of the remaining subsidiary undertakings is to act as local processing service agents in support of the activities of Envoy Services Limited ("Envoy"). For the majority of these companies, the shares not held by Envoy are held by management of Envoy as nominee for Envoy. The substance of each investment is that Envoy control each company. The results of these companies have been consolidated in full in the group financial statements, such that no minority interest arises.

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11 Debtors

	Group		Company	
	31 December 2011 £	31 March 2011 £	31 December 2011 £	31 March 2011 £
Trade debtors	1,636,765	1,375,742	1,623,477	1,385,362
Amounts owed by intermediate parent company	328,586	-	328,586	-
Amounts owed by group undertakings	-	-	898,657	129,876
Other debtors	1,545,059	876,705	1,169,037	625,662
Deferred tax	<u>2,010,806</u>	<u>31,022</u>	<u>2,010,806</u>	<u>31,022</u>
	<u>5,521,216</u>	<u>2,283,469</u>	<u>6,030,563</u>	<u>2,171,922</u>

Deferred tax

The movement in the deferred tax asset in the period is as follows

	Group £	Company £
At 1 April 2011	31,022	31,022
Deferred tax credited to the profit and loss account	<u>1,979,784</u>	<u>1,979,784</u>
At 31 December 2011	<u>2,010,806</u>	<u>2,010,806</u>

Analysis of deferred tax

Group

	31 December 2011 £	31 March 2011 £
Accelerated capital allowances	(26)	(21,265)
Deferred tax on share options	-	52,287
Tax losses available	<u>2,010,832</u>	<u>-</u>
	<u>2,010,806</u>	<u>31,022</u>

Company

	31 December 2011 £	31 March 2011 £
Accelerated capital allowances	(26)	(21,265)
Deferred tax on share options	-	52,287
Tax losses available	<u>2,010,832</u>	<u>-</u>
	<u>2,010,806</u>	<u>31,022</u>

ENVOY SERVICES LIMITED
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12 Creditors Amounts falling due within one year

	Group		Company	
	31 December 2011 £	(As restated) 31 March 2011 £	31 December 2011 £	(As restated) 31 March 2011 £
Trade creditors	314,083	271,773	251,667	200,187
Obligations under finance lease and hire purchase contracts	6,110	17,952	6,110	17,952
Corporation tax	-	215,530	-	225,834
Other taxes and social security	217,809	202,205	125,932	139,425
Other creditors	2,170,132	1,350,833	1,954,391	1,183,195
Merchant creditors	<u>57,432,802</u>	<u>63,845,412</u>	<u>57,432,802</u>	<u>63,845,412</u>
	<u>60,140,936</u>	<u>65,903,705</u>	<u>59,770,902</u>	<u>65,612,005</u>

Obligations under finance leases and HP contracts

Amounts repayable

	Group		Company	
	31 December 2011 £	31 March 2011 £	31 December 2011 £	31 March 2011 £
In one year or less on demand	<u>6,110</u>	<u>17,952</u>	<u>6,110</u>	<u>17,952</u>

13 Share capital

Allotted, called up and fully paid shares

	31 December 2011		31 March 2011	
	No	£	No	£
Ordinary shares of £0.10 each	<u>2,587</u>	<u>259</u>	<u>2,176</u>	<u>218</u>

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14 Reserves

Group

	Share premium account £	Shares to be issued reserve £	Other reserves £	Profit and loss account £	Total £
At 1 April 2011	775,383	201,104	93,735	1,819,146	2,889,368
Share based payment charge	-	167,508	-	-	167,508
Profit for the period	-	-	-	2,039,343	2,039,343
Premium on issue of shares	500,977	-	-	-	500,977
Foreign currency translation gains	-	-	-	5,194	5,194
Transfer to profit and loss reserve	-	(368,612)	-	368,612	-
At 31 December 2011	<u>1,276,360</u>	<u>-</u>	<u>93,735</u>	<u>4,232,295</u>	<u>5,602,390</u>

Company

	Share premium account £	Shares to be issued reserve £	Other reserves £	Profit and loss account £	Total £
At 1 April 2011	775,383	201,104	93,735	2,143,548	3,213,770
Share based payment charge	-	167,508	-	-	167,508
Profit for the period	-	-	-	2,978,720	2,978,720
Premium on issue of shares	500,977	-	-	-	500,977
Transfer to profit and loss reserve	-	(368,612)	-	368,612	-
At 31 December 2011	<u>1,276,360</u>	<u>-</u>	<u>93,735</u>	<u>5,490,880</u>	<u>6,860,975</u>

ENVOY SERVICES LIMITED
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FOR THE PERIOD ENDED 31 DECEMBER 2011

15 Reconciliation of movement in shareholders' funds

Group

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Profit attributable to the members of the group	2,039,343	945,630
Other recognised gains and losses relating to the period	172,702	187,151
New share capital subscribed	501,018	-
Net addition to shareholders' funds	<u>2,713,063</u>	<u>1,132,781</u>
Shareholders' funds at 1 April 2011	2,889,586	1,734,073
Shareholders' funds at 31 December 2011	<u><u>5,602,649</u></u>	<u><u>2,866,854</u></u>

Company

	1 April 2011 to 31 December 2011 £	Year ended 31 March 2011 £
Profit attributable to the members of the company	2,978,720	1,363,303
Other recognised gains and losses relating to the period	167,508	116,612
New share capital subscribed	501,018	-
Net addition to shareholders' funds	<u>3,647,246</u>	<u>1,479,915</u>
Shareholders' funds at 1 April 2011	3,213,988	1,734,073
Shareholders' funds at 31 December 2011	<u><u>6,861,234</u></u>	<u><u>3,213,988</u></u>

ENVOY SERVICES LIMITED
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16 Share-based payment transactions

During the period ended 31 December 2011, the company operated an equity-settled share option scheme. A total of 411 share options have been granted (March 2011: 411) on ordinary share capital of 10p each, which vest over differing periods of between 2 and 36 months. The option shares rank pari passu with shares currently in issue. If options remained unexercised after a period of 10 years from the date of grant, the options expire. Furthermore, options are forfeited if the employee leaves the company before the options are exercised.

On 27 July 2011, 100% of the issued ordinary share capital of the company was acquired by WorldPay UK Limited. On the same date, all outstanding share options were exercised.

At 31 December 2011, the following unexercised share options to acquire ordinary shares were outstanding in respect of nil employees (March 2011: 16 employees).

Earliest exercise date	Latest exercise date	Number of shares under option	Option price
			£
31 March 2007	18 May 2016	152	625
31 October 2007	10 October 2017	10	625
31 October 2013	31 October 2020	58	886
21 November 2013	21 November 2020	80	886
30 November 2013	30 November 2020	14	2,500
21 December 2013	21 December 2020	81	2,500
4 January 2014	4 January 2021	13	2,500
16 January 2014	16 January 2021	3	2,500
		<u>411</u>	

Further details of the share option plans are as follows:

	Number of options	Weighted average exercise price
	No	£
At 1 April 2011	411	1,219
Exercised on 27 July 2011	(411)	(1,219)
Outstanding at 31 December 2011	<u>-</u>	<u>-</u>

The share option costs recognised during the period ended 31 December 2011 were £167,508 (March 2011: £83,754).

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17 Commitments

Operating lease commitments

Group

As at 31 December 2011 the group had annual commitments under non-cancellable operating leases as follows

Operating leases which expire

	31 December 2011 £	31 March 2011 £
Land and buildings		
Within one year	9,950	-
Within two and five years	101,956	101,956
	<u>111,906</u>	<u>101,956</u>
Other		
Within one year	25,389	31,199
Within two and five years	34,680	37,839
	<u>60,069</u>	<u>69,038</u>

Company

As at 31 December 2011 the company had annual commitments under non-cancellable operating leases as follows

Operating leases which expire

	31 December 2011 £	31 March 2011 £
Land and buildings		
Within one year	9,950	-
Within two and five years	101,956	101,956
	<u>111,906</u>	<u>101,956</u>
Other		
Within one year	25,389	31,199
Within two and five years	34,680	37,839
Over five years	-	-
	<u>60,069</u>	<u>69,038</u>

ENVOY SERVICES LIMITED
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18 Analysis of net debt

	At 1 April 2011	Cash flow	At 31 December 2011
	£	£	£
Cash at bank and in hand	65,415,597	(6,499,332)	58,916,265
Finance leases and hire purchase contracts	(17,952)	11,842	(6,110)
Net funds	<u>65,397,645</u>	<u>(74,880)</u>	<u>58,910,155</u>

Included within cash are merchant float balances at 1 April 2011 of £63,845,412 and 31 December 2011 of £57,432,802. Merchant float represents surplus cash balances that are held on behalf of merchants when the incoming amount from the card schemes/networks precedes the merchants' funding obligation.

19 Related party transactions

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

20 Control

Until 27 July 2011, Envoy Services Limited had no ultimate controlling party. On this date, the entire share capital of Envoy Services Limited was acquired by WorldPay eCommerce Limited, a company incorporated in the United Kingdom, whose ultimate parent undertaking is Ship Investor & Cy SCA, a company incorporated in Luxembourg.