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Worldpay International Group Limited

Annual Report and Accounts 2022



Contents

Group strategic report

- 03** Our organisation
- 03** Our market
- 03** Our business model
- 04** Our strategy
- 05** Resources and relationships
- 07** Principal risks and uncertainties
- 12** Operating and financial review
- 15** Section 172(1) Statement

Directors' report

- 16** Other corporate disclosures
- 18** Statement of directors' responsibilities in respect of the annual report, strategic report, the directors' report and the financial statements

Independent auditor's report

- 19** Independent auditor's report to the members of Worldpay International Group Limited

Financial statements

- 22** Consolidated income statement
- 23** Consolidated statement of other comprehensive income
- 24** Consolidated balance sheet
- 25** Consolidated statement of changes in equity
- 26** Consolidated cash flow statement
- 27** Notes to the consolidated financial statements
- 66** Company balance sheet
- 67** Company statement of changes in equity
- 68** Notes to the Company financial statements

Our organisation

Worldpay International Group Limited ("the Company") and its subsidiaries, together "the Worldpay International Group" or "the Group" operate as subsidiaries within the wider "FIS Group", being Fidelity National Information Services, Inc. ("FIS", the ultimate parent of the Group) and its subsidiaries.

The services provided from the Worldpay International Group are a key part of the FIS Group's 'Merchant' segment.

On 6 July 2023, FIS announced it had reached a definitive agreement to sell a majority stake in its Worldpay Merchant Solutions (comprising of all Group companies, in addition to the Worldpay North America business) to GTCR, LLC, a leading private equity firm. The completion of this transaction is expected by Q1 2024, subject to regulatory approvals and other customary closing conditions, and is expected to enhance the ability of the Worldpay International Group to further capitalise on the rapid transformation in the payment industry.

Our market

The Worldpay International Group is a leader in global payments, providing a broad range of technology-led solutions to its merchants to allow them to accept payments of almost any type, across multiple channels, nearly anywhere in the world. The Worldpay International Group serves a diverse set of merchants in a variety of end-markets, sizes and geographies.

We believe that the following themes will contribute to the long-term growth in digital payments and influence the future of commerce:

- The ongoing development of digital payments as a large, global and fast-growing market;
- Changes in technology accelerating demand from merchants for innovative payment solutions;
- Consumers embracing the seamless experience of new payments options and accelerating the pace of change through their increased expectations;
- The proliferation of alternative payment methods; and
- Market obligations increasing merchant requirements around cyber-security, risk and fraud and greater regulatory scrutiny.

Considering these ongoing developments, merchants will need to focus more on payments than ever before with payment acceptance no longer seen as a business utility but as a strategic enabler of growth and differentiation.

The Worldpay International Group will need to keep up with a fast-changing market and the evolving demands of merchants, consumers, regulators and other participants in the payment's ecosystem. This may include adopting new technologies, developing new products and services, reconsidering business models, competing against new market entrants and assessing changes in the regulatory environment.

Our business model

The Worldpay International Group is one of the few global businesses able to offer functionality in most aspects of payment acceptance, whether in-store, online or on a mobile device, by providing access to a global payments network through an agile, integrated, secure, reliable and highly scalable proprietary global payments platform.

We offer a large variety of payment methods in multiple transaction currencies across the globe. We partner with innovative and fast-growing eCommerce businesses including many of the world's most renowned and dynamic online brands. We support a range of clients including large enterprises, domestic corporates and small and medium-sized businesses.

The Worldpay International Group operates in two principal markets within the FIS Group's Merchant segment:

- Card-not present – we are the trusted partner to customers in the global eCommerce market including some of the world's most renowned global and dynamic online brands; and
- Card present – predominantly in the UK and in-store, we serve international customers ranging from small and medium-sized enterprises (SMEs) to the largest corporate retailers.

Our payments capabilities include our people, our data and insights, our technology and our network of licences, partnerships and relationships. These mean that we are strongly placed to partner with merchants to enable their growth strategies and to derive growing, visible and recurring revenues from serving them.

We are committed to helping all our customers to increase sales, reduce costs and reduce risk.

We generate revenue by:

- Collecting fees for the transactions we process, typically based on a small percentage of the value of the transaction.
- Charging fees for other services, such as hardware rental, security and fraud services and treasury and foreign exchange services.
- Charging fees for access to advanced reporting and analytics.

Our key performance indicators to assist in comparing the Group's financial performance from period to period are:

	Year ended 31 December 2022	Year ended 31 December 2021
Gross transaction USD values processed: The total USD value of transactions processed and paid to our merchants	\$567.5 bn	\$557.9 bn
Gross transaction volumes processed: The total number of transaction values processed and paid to our merchants	22.3 bn	21.5 bn
Average transaction USD value: The gross transactions values divided by the gross transaction volumes processed	\$25.45	\$25.95

Our strategy

Our strategy is designed to ensure that our business remains successful in a rapidly changing market, creating sustainable value for all our stakeholders. We focus on five main areas:

1. Customers - we will continue to focus on understanding our customers and addressing their payments needs in core market segments

We focus on addressing the payments needs of specific groups of customers, predominantly in larger corporates. For our larger corporate customers, many of whom operate internationally, our strategy is to have a deep understanding of their businesses and growth ambitions and to address the payments complexity that comes from their negotiating multiple payment methods, currencies, channels and regulatory systems. Our SME customers are predominantly domestic and require products and services tailored to their industry. We help them to navigate the increasingly complex world of payments by providing products and services that are easy to use, which integrate into their business processes and maximise their sales opportunities.

2. Technology and products - we will further develop our technology and products to differentiate us from our competition

Technology is a fundamental strategic capability for the Worldpay International Group. We have developed our proprietary global technology platform with software created by our own engineering talent and using our in-house intellectual property. Our strategy is to continually invest in technology and products so that we can achieve better business outcomes for our customers. These investments in technology and engineering talent will extend our competitive advantage.

3. Markets - we will continue to expand in existing markets and enter new ones

We are a global payments partner to our merchant customers, providing them with integrated payments and value-added services across a broad geographic reach with a wide range of payment capabilities. Our aim is to allow them to accept any payment type their customers wish to use, in almost any country and in nearly every currency. We also provide card payment services to the marketplaces which enable crypto-currency exchange. This is supported by our global payments network which, with local operating licences and approvals from local regulators and simple access points into the network for merchants of any size in almost any country, represents a sustainable source of competitive advantage.

4. Business model - we will realise the full potential of our business model

We operate in strongly growing markets which present many opportunities. We are well placed to capitalise on these and realise the full potential of our business model using our scale, our unmatched global payments network, our extensive payments capabilities, our modern technology platform and the skills of our people.

5. Investments - we will augment our growth through investments in technology

The highly cash generative nature of our business enables us to make substantial investments in delivering better outcomes for customers. Our strategy is to reinvest to support future growth and innovation and to embed new technology capabilities in the products and services we offer. We will be highly disciplined in our investment, achieving an appropriate balance between promoting strong and sustainable growth and cost control and cash flow generation.

Resources and relationships

A comprehensive Global Sustainability Report for 2022 has been published by the FIS Group and sets out key themes on our people, our technology, our strategic partnerships and our world, including how these have been impacted by COVID-19. Please find this available at:

<https://www.fisglobal.com/en/global-sustainability>.

Our people

Our global workforce is the engine powering the Group mission of advancing the way the world pays, banks and invests. We are committed to providing our employees with best-in-class training and innovative career development programs that enable them to flourish and achieve their personal career goals. As part of the FIS family, The Worldpay International Group provides comprehensive benefits and a welcoming, inclusive workplace where we celebrate diversity to attract and retain the highest quality people to further our mission.

The Group offers competitive, market-driven benefits to its employees throughout the world. Offerings and plans can vary based on country. In the UK, our core set of benefits include critical illness, disability and life insurance, with a wide variety of additional voluntary and employee-paid options. This includes an employee stock purchase plan, enabling employees to make salary sacrifice contributions towards the purchase of FIS stock, with a discount rate offered after savings are made for over a year.

As well as providing our employees with comprehensive learning programs for all stages of their careers, we are focussed on making sure that employees have opportunities to advance within the company as they grow. As part of our core philosophy to help make the Worldpay International Group a place that people can form long lasting careers, we have robust programs in place for managing performance, gathering feedback, developing leaders and tracking retention through all levels of the company.

The principles of inclusion and diversity are at the heart of our People Strategy and are essential to our mission. Each colleague represents a unique combination of age, gender, gender identity, race, ethnicity, ability, language, religion, sexual orientation, education, work history, beliefs and life experiences. We have robust employment policies, including those published in our Employee Handbook and Code of Business Conduct. The diversity of our workforce helps us use our collective strengths to innovate and deliver the best products and solutions for our clients. Our clients and communities are becoming increasingly diverse and by having an employee base that fully reflects the markets we serve, we are better able to understand and provide solutions to meet the needs of our clients.

We are committed to ensuring all our employment practices are free of discrimination based on race, gender, religion, national origin, disability, veteran status, age, marital status, sexual orientation, gender identity, genetic information or any other protected group status. The Group has strong employment policies, including our Code of Business Conduct, Equal Employment Opportunity Policy and Harassment and Discrimination Free Workplace Policy. These cover our commitment to offer continued employment to colleagues and arranging of training of staff and colleagues in the event a colleague becomes disabled during employment. We have Inclusion Networks, which are company-sponsored communities led by empowered and determined colleagues who share common interests, backgrounds or experiences. Currently, we have Inclusion Networks that are connected around areas such as gender, race/ethnicity, disability, LGBTQ+ and working families and new groups are continuing to form across the Group.

One of FIS's prioritised sustainable development goals is to increase education and awareness efforts related to inclusion and diversity. The group developed its Respectful Workplace training to all employees, which helps employees understand the important behaviours and standards that we hold ourselves accountable to when supporting a diverse and inclusive workplace at FIS. We followed this important training with Unconscious Bias training to help ensure we better understand ourselves. In addition, FIS recognises and honours many inclusion and diversity observances throughout the year, including Black History Month, International Women's Day, Pride Month, Latinx-Hispanic Heritage Month, Veteran's Day, International Men's Day and International Day of Persons with Disabilities. Alongside each of these days, FIS Inclusion & Diversity works with our Inclusion Networks to host education and awareness sessions on topics like allyship, financial well-being and disability etiquette, which are open to all employees to participate.

Engagement and collaboration are vital to the success of any fintech company, especially FIS. To make sure we are meeting our overall employee engagement goals, the Group employs a data-driven approach to measuring engagement while also gathering additional feedback in a variety of formal and informal ways. We use these continuous feedback loops to design our offerings and improve the employee experience across our company. To ensure we understand the pulse and engagement of our employees, FIS uses a third-party firm to gather extensive data and feedback on employee satisfaction, company culture, inclusion and other topics. The survey includes questions about collaboration and work processes, training and development, employee recognition, career opportunities, work-life balance, manager feedback and employee benefit programs.

Our leaders publish regular internal corporate communications on matters impacting the Group and employees, with forums available to invite feedback. Departmental and global company "all-hands" meetings are held with all employees periodically throughout the year to discuss the group's achievements, finances, targets and challenges, with a focus on Director Q&A direct from employees.

Our technology

Our technology platforms allow our customers to take payments in almost any way, using almost any payment method, in almost any location. These platforms are integrated across the entire transaction process, from the capture of a payment request, to routing and authorising the transaction and clearing and settling the funds.

The pace of the Group's technology, innovation and product development further accelerated in 2022, in support of our goal of achieving better outcomes for customers through market-leading technology. The Group's proprietary in-house built acquiring platform is a key part of this technology architecture and its ongoing development will continue to deliver significant enhancements in terms of agility, flexibility and efficiency. Remaining migrations of larger, overseas and more complex merchants successfully completed in 2022. Investment in the platform continues in 2023 to enhance its capabilities to fit the needs of our merchants.

Our world

We strive to make a positive impact on the world we live in. We take a values-based approach to ethics and compliance and collaborate with industry partners to optimise our collective impact. We are focused on managing growth responsibly while reducing our dependency on natural resources and on leveraging our core capabilities to make a difference in helping to tackle some of the key issues facing society.

We promote high legal, ethical, corporate and colleague-related standards in our business and ask our suppliers to do the same. We are committed to sustainability and promoting responsible environment, social and governmental practices (ESG).

FIS and the Worldpay International Group are strongly opposed to slavery and human trafficking and we will not knowingly support or do business with any organisation that is involved in either. This commitment is underpinned by our corporate policies which seek to ensure transparency in our employment and supply chains.

Protecting the environment for future generations is important to us and we are committed to reducing our carbon footprint as we continue to grow our business. We are implementing measures to make our offices more energy efficient, sourcing green energy options and encouraging colleagues to adopt greener ways of working, including reducing travel and promoting recycling and reuse measures. We work with data centre providers who have a responsible approach to climate change.

We are proud to dedicate our scale, infrastructure and capabilities to support initiatives and charities that support our local communities. We also provide our colleagues with one days paid leave, into their annual leave provision, so that they can volunteer for a good cause of their choice.

Our regulatory relationships

The Worldpay International Group ensures that all regulatory requirements are reviewed and considered while dealing with key stakeholders of the Group's regulated entities. All relevant UK, EU and international regulatory requirements are taken into consideration during the development of all customer-facing policies and procedures. These policies and processes are then reviewed on a regular basis to ensure that any internal or external changes do not cause risk to compliance. The Worldpay International Group strives to ensure all customer facing practices comply with regulatory requirements. This includes requirements set by the FCA, PSR, DNB and European Commission.

Key decisions during 2022 - Worldpay International Group Limited (the "Company")

During 2022 the Directors approved settlements of intercompany interest payable with fellow FIS Group company, Worldpay Payments (Barbados) SRL, approved director appointments, approved financial statements, approved the setting up of a payments business in UAE and approved capital injections for subsidiary entities.

The Group also recorded a \$1.5bn impairment of goodwill related to the eCom business segment, stemming primarily from worsening macroeconomic conditions, including rising interest rates, inflation and a decline in growth rates across Europe. No conditions for impairment were determined to have existed within the Merchant UK reporting unit.

The Board is fully aware of its duty under s172(1) of the Companies Act 2006 to promote the success of the Company for the benefit of members. The Worldpay International Group's stakeholder engagement activities help to inform the Board's decisions, by ensuring the Directors are aware of stakeholders' interests. The Board takes a long-term view in reaching key decisions and, when taking decisions, the Board looks to act in the interests of stakeholders as a whole and to ensure all stakeholders are fairly treated. As the Company is a holding company, it should be noted that within the Worldpay International Group, key decisions around stakeholders are also considered by the Boards of Worldpay (UK) Limited, Worldpay Limited, Worldpay BV and Worldpay AP Limited, which have fully operational Boards by virtue of their regulated status. For further detail on the activities of these Boards, please refer to the Annual Report and Accounts of each entity for the year ended 31 December 2022, which are available at Companies House.

Principal risks and uncertainties

Risk management

The Board takes very seriously the importance of fully understanding and managing the risks inherent in the business and an established Enterprise Risk Management Framework drives our approach to risk management. The framework sits alongside the Strategic Plan and sets out the activities, tools and techniques used to ensure that all material risks are identified and that a consistent approach is integrated into business management and decision making across the Group.

Whilst the Board of Directors is ultimately responsible for the management and governance of risk across the Group, it is expected that every employee of the Group is to take responsibility for the management of risk. To facilitate this, the Group operates a 'three lines of defence' model which clearly identifies accountabilities and responsibilities for risk as follows:

- Business line management has primary responsibility for the management of risk,
- Risk and Compliance functions assist management in developing their approach to fulfil their responsibilities and provide oversight of first line activities; and
- The Internal Audit function verifies that the risk management process and the risk and internal control framework are effective and efficient.

Principal risks

Global economic, political and other conditions, including the conflict around the world, might adversely affect our clients or trends in consumer spending, which could impact the demand for our services and our revenue and profitability.

A significant portion of our revenue is derived from transaction processing fees. The global transaction processing industries depend heavily upon the overall level of consumer, business and government spending. Global health concerns relating to the COVID-19 pandemic and related government actions taken began to subside in 2022, primarily due to the successful rollout of vaccinations across the world. Much of the US and Europe saw lockdowns end early in the year and the resumption of business and international travel, with other regions following throughout the year. However, during 2022, the level of macroeconomic uncertainty heightened and potential recessions in several of the Group's markets are projected, with the conflict in Ukraine being a fundamental driver of this. While direct impacts of the conflict on the operational activities of the Group are deemed to be very low, it has contributed to a high-inflationary environment which is impacting living costs and might pose risks to the Group such as a potential downturn in discretionary spending, wage inflation and enhanced volatility in interest rates. Due to the unpredictable nature of these risks, the Group and its ultimate parent are monitoring the situation closely on an ongoing basis and have captured this within existing wider mitigation strategies. During 2023, instability in the Middle East also has the potential to cause disruption to the business. The Group has no personnel in the region, and potential impact to Group revenue from merchants based in the region is deemed very low. The Group's Information Security function is closely monitoring the situation for any potential threats to business operations.

Our revenue relating to all aspects of the sale of services to members of Visa, MasterCard and other payment networks is dependent upon our continued certification and sponsorship, and the loss or suspension of certification or sponsorship could adversely affect our business.

In order to provide our card processing services, we must be certified (including applicable sponsorship) by Visa, MasterCard, American Express, Discover and other similar organisations. These certifications are dependent upon our continued adherence to the standards of the issuing bodies and sponsoring member banks. The member financial institutions, some of which are our competitors, set the standards with which we must comply. If we fail to comply with these standards, then we could be fined, our certifications could be suspended, or our registration could be terminated. The suspension or termination of our certifications, or any changes in, or the enforcement of, the rules and regulations governing or relating to the businesses of Visa, MasterCard or other payment networks, could result in a reduction in revenue or increased costs of operation for us, which in turn could have a material adverse effect on our business. The Group has several teams in place to manage our relationships with the payment networks, monitor the rules and regulations imposed on us and implement necessary changes to minimise the risks of non-compliance with standards.

Our business is subject to the risks of international operations, including movements in foreign currency exchange rates.

The international operations of the Group are largely conducted in currencies other than the functional currency of the Group, USD, including GBP and EUR. The Group continues to expand its international presence by offering merchant acquiring services, including eCommerce, in new territories. Our business and financial results could be adversely affected due to a variety of factors, including the following:

- changes in a specific country or region's political and cultural climate or economic condition, including change in governmental regime;
- unexpected or unfavourable changes in foreign laws, regulatory requirements and related interpretations;
- difficulty of effective enforcement of contractual provisions in local jurisdictions;
- inadequate intellectual property protection in foreign countries;
- trade sanctions imposed by governments with jurisdictional authority over our business operations;
- the effects of applicable and potentially adverse foreign tax law changes;
- significant adverse changes in foreign currency exchange rates;
- longer accounts receivable cycles;
- managing a geographically dispersed workforce; and
- trade treaties, tariffs or agreements that could adversely affect our ability to do business in affected countries.

As we expand our international operations, our revenues might become increasingly more diverse as more of our clients might wish to pay in their local currency. Conducting business in currencies other than the USD subjects us to fluctuations in foreign currency exchange rates that could negatively impact our results. Our primary exposure to movements in foreign currency exchange rates relates to foreign currencies in Europe, including the UK, Brazil and parts of Asia. The USD value of our net investments in foreign operations, the periodic conversion of foreign-denominated earnings to USD, and our results of operations and, in some cases, cash flows, could be materially impacted by movements in foreign currency exchange rates. These risks could cause an adverse effect on the business, financial position and results of operations of the Group. The Group maintains an effective Treasury function tasked with monitoring fluctuations in foreign currency exchange rates and employing hedging strategies to minimise the Group's exposure to detrimental movements in exchange rates.

Security breaches, privacy breaches, cyber-attacks, or our failure to comply with information security laws or regulations or industry security requirements, could harm our business by disrupting delivery of services and damaging the reputation of the Group and could result in a breach of one or more client contracts.

The Group electronically receives, processes, stores and transmits sensitive business information of its clients. Such information is necessary to support our clients' transactions. The uninterrupted operation of information systems, as well as the confidentiality of the customer/consumer information that resides on such systems, is critical to our successful operation. For that reason, cybersecurity is one of the principal operational risks the Group faces as a provider of services to merchants. Any inability to prevent security or privacy breaches, or the perception that such breaches might occur, could cause existing clients to lose confidence in our systems and terminate their agreements with the Group, inhibit our ability to attract new clients, result in increasing regulation, or bring about other adverse consequences from the regulators.

Constantly evolving global privacy, data protection and cybersecurity laws require the Group's Information Security function to adopt new business practices, update contractual provisions in existing and new contracts, and constantly update our global Privacy and Data Protection Programme and our global Information Security Programme, which might require transitional and incremental expenses and might impact our future operating results.

Fraud by merchants or others could have a material adverse effect on the Group's business, financial condition and results of operations.

In our business, we face potential liability for fraudulent electronic payment transactions initiated by merchants, third parties or other associated participants. Examples of merchant fraud include:

- when a merchant or other party knowingly accepts payment by a stolen or counterfeit credit, debit or prepaid card, card number or other credentials;
- recording a false sales transaction using a stolen or counterfeit card or credentials;
- processing an invalid card; or
- intentionally failing to deliver the merchandise or services sold in an otherwise valid transaction.

In the event a dispute between a cardholder and a merchant is not resolved in the merchant's favour, the merchant normally becomes liable for the transaction as it is charged back to the merchant, and the purchase price is credited or otherwise refunded to the cardholder with the Group having to collect the amount due from the merchant. Failure to manage risk effectively and prevent fraud or other criminal activity could increase the Group's chargebacks or other liabilities. Increases in chargebacks or other liabilities due to merchant failures or otherwise could have a material adverse effect on our business, financial condition and results of operations. The Group's fraud risk and credit risk teams work diligently to monitor potentially fraudulent transactions, increases in chargebacks and merchant financial health to take proactive action to minimise loss and liabilities to the Group.

FIS sale of the Merchant Solutions business may impact operations, regulatory compliance and business continuity as operations are de-merged.

In February 2023, FIS CEO Stephanie Ferris announced the spin-off of the Merchant Solutions division of the FIS Group, with the intention to establish Worldpay as a new, publicly traded company. In July 2023, it was announced that private equity firm GTCR would purchase a 55% stake in Worldpay and that consequently, the previously proposed spin-off would not take place. The sale is expected to be completed in Q1 2024. De-merging the two companies will create additional risks and uncertainties for the two organisations. The planned sale might not be completed in accordance with the expected plans or on the anticipated timeline, or at all, and will involve significant time, expense and resources, which could disrupt or adversely affect our business. A Separation Management Office has been established to carefully manage the separation process and to identify the key risks involved. The Directors of the Group and of the international Worldpay regulated entities are closely monitoring the risk profile of the transaction to ensure disruption is minimised and the separation is successful for all stakeholders.

Legal

Worldpay International Group fails to adhere to legal requirements leading to financial and/or reputational damage.

Risk appetite

Worldpay International Group will comply with the spirit and letter of the laws that apply to us. In areas of uncertainty or ambiguity, we will have a robust justification and clear rationale for the choices we make and will be prepared to defend our choices with the relevant authorities and, if necessary, publicly in the media.

Potential impacts

- Failure may result in Worldpay International Group or its customers breaching laws, resulting in reputational damage, loss of customers and financial penalties
- Worldpay may be used to facilitate financial crime

Compliance and regulatory

Worldpay International Group breaches regulation due to inadequate or insufficient design, resourcing or implementation of a risk-based compliance programme, resulting in regulatory fines and/or financial loss and reputational damage.

Risk appetite

Worldpay International Group has no appetite to knowingly breach the spirit and letter of the laws and regulations that apply to it. The Group engages with regulators and employs industry and compliance specialists to review developments and upcoming changes in regulation on an ongoing basis. During 2022 and up to the date of this annual report, there are no upcoming changes sufficiently material to impact the business model. The Group continues to work with our regulators to assess the impact of any changes in our business or in future regulations to incorporate them into our strategic plans, if necessary.

Potential impacts

- Control failures may result in Worldpay International Group or its customers breaching regulations, resulting in reputational damage, loss of customers and financial penalties
- Non-compliance may result in loss of business licence

Adherence to payment network rules

Risk appetite

Worldpay International Group will always seek to remain current and adhere to all network rules unless we are prevented from doing so by our system infrastructure. Where this is the case, Worldpay will apply for specific waivers pending full compliance.

Potential impacts

- Failure to meet payment network requirements for products and services may lead to reputational damage and to financial penalties from the payment franchises
- As a last resort, payment networks may revoke our licence in existing markets or not grant new licences in prospective markets
- Failure to operate network licences to required specifications may lead to lower acceptance rates and therefore potential reputational damage and customer impact

Settlement

Failure to settle with merchants due to lack of availability of funds as a result of card network or systemic bank failure or funds not processed correctly, resulting in financial loss (compensation) and severe reputational damage.

Risk appetite

Worldpay International Group endeavours to settle with all customers within the agreed terms and will maintain sufficient liquidity or have ready access to additional liquidity funding if required.

Potential impacts

- Failure or delay to customer payments
- Severe reputational damage and/or financial loss

Credit

Potential loss outside of agreed appetite arising from the failure of a merchant, card network, partner bank or alternative payments provider to meet its obligations in accordance with agreed terms.

Risk appetite

Worldpay International Group budgets for credit loss on an annual basis, however our risk appetite seeks to optimise a high level of return whilst achieving appropriate risk-versus-reward performance in line with Worldpay International Group's growth strategy.

Potential impacts

- Increase in credit exposure leading to increase in financial loss
- Rejection of applications leading to a decrease in profitability
- Merchants fail to provide goods or services to their customers leading to an increase in chargebacks that cannot be passed on to a failed merchant, resulting in financial loss

Data security

Significant financial loss and reputational damage due to a breach of highly confidential data or technology disruption caused by internal or external attack on Worldpay International Group or its third-party suppliers and/or merchants.

Risk appetite

Worldpay International Group has no tolerance for the loss of confidentiality, integrity or availability of customer or other highly confidential information. Worldpay will comply with the spirit and letter of the laws that apply to it including all new regulations.

Potential impacts

- The loss of confidentiality, integrity or availability of customer or other sensitive information could result in regulatory or legal sanctions and/or significant reputational damage
- Increased costs for remediation and reduced ability to deliver strategic objectives
- Additional costs by way of compensation, litigation, fines, loss of sponsorship and loss of productivity as resources are redirected to manage incidents

Technology

Inability to provide merchant services due to unforeseen technology downtime, resulting in loss of revenue and reputational damage.

Risk appetite

Worldpay International Group is not willing to accept risks which compromise our ability to process merchant transactions.

Potential impacts

- Any disruption to the availability of Worldpay International Group's global payments platform or network could result in interruption of service to customers, loss of business and revenue and significant additional costs by way of contractual damages and operating expenses
- Increased costs for remediation and reduced ability to deliver strategic objectives

Scale of change

Risk of loss of profit, opportunity, reputation or disruption to business activities as a result of our inability to manage the magnitude of change being undertaken.

Risk appetite

Worldpay International Group has no appetite for the failure to deliver high-priority projects on time, to budget, to expected quality.

Potential impacts

- Failure to deliver high-priority projects impacting customer and/or reputation
- Disruption to normal business activities
- Development of single points of failure
- Increased attrition rates amongst colleagues

Third parties

Third parties fail to carry out core business activities, resulting in financial loss, regulatory impact and reputational damage.

Risk appetite

Worldpay International Group is willing to accept the risk of working with third parties for core business activities, however, it would never knowingly breach regulatory standards.

Potential impacts

- Suppliers critical to Worldpay International Group's success are unable to meet the capability and service levels required
- Non-compliance with legal or regulatory requirements relating to supplier management
- Inconsistent and/or undesirable approach to the sourcing and management of key suppliers resulting in poor relationships and poor levels of service

People

Worldpay International Group fails to sufficiently recruit, retain and develop its people leading to poor colleague engagement and the inability to create a high-performing culture.

Risk appetite

We seek to create a great place to work, powered by great people. We balance the costs and risk to ensure that our colleagues are motivated and engaged and have the capability to deliver our strategy.

Potential impacts

- Colleague capability does not meet the needs of the organisation
- Poor culture leading to ineffective performance and inappropriate behaviours
- Low colleague engagement leading to increased attrition
- Unable to retain key people

Competitive landscape

Worldpay International Group loses its relative competitive position.

Risk appetite

We have no appetite for allowing Worldpay International Group's relative competitive position to be eroded or undermined. In this regard we will ensure that we monitor, assess and respond appropriately to Regulatory, Technological, Competitor, Customer and Security changes.

Potential impacts

- New players disintermediate Worldpay International Group
- Loss of customers because competitors innovate and develop new enhanced products
- Pricing and margin pressure

Financial Instruments

- Details of the financial risk management objectives and policies for the Group are included in Note 5e.

Going concern

The Group has net current assets of \$603.9 million as at 31 December 2022 and made a loss for the year ended of \$1,380.1 million, driven predominantly by a goodwill impairment of \$1,518.7 million.

The Group's sources of funds which is used day-to-day to support operating activities and fund any short-term operational cash requirements which may arise due to timing of settlement include own cash of \$1.45 billion, loans from fellow FIS group companies of \$3.8 billion and a committed revolving credit facility funded from its ultimate parent of \$1.45 billion. Funds from the revolving credit facility are drawn upon and repaid regularly throughout the year. The loans from fellow FIS group companies and the revolving credit facility with the ultimate parent are not subject to financial covenants.

The Group and Company is dependent on the ultimate parent company providing continuing financial support to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements. Resulting from the sale disclosed within the post balance sheet events, the ultimate parent company is expected to change within this period. Despite this, the directors do not anticipate any changes in the Group's access to capital, with updated funding facilities within the revised organisational structure to be determined prior to completion of the transaction.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

On the basis of their assessment of the Group and Company's financial position including the stress testing of the results of the ultimate parent company, the facts and circumstances noted above and of the enquiries made of the directors of the Company's ultimate parent, the Company's directors have a reasonable expectation that the Group and Company will continue in operational existence and meet its liabilities as they fall due for the period of 12 months from the date of these financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing these annual financial statements.

Operating and financial review

The following tables set out the Group's financial performance for the year ended 31 December 2022 and the comparative period for the year ended 31 December 2021:

	Year ended 31 December	
	2022	2021
	\$m	\$m
Revenue	1,479.6	1,463.7
Other cost of sales	(81.6)	(54.8)
Gross profit	1,398.0	1,408.9
Personnel expenses	(313.7)	(355.0)
General, selling and administrative expenses	(195.5)	(199.8)
Impairment loss on goodwill	(1,518.7)	-
Impairment loss on trade receivables	(45.2)	(75.8)
Depreciation and amortisation	(507.8)	(554.9)
Operating (loss) / profit	(1,182.9)	223.4
Finance income – Visa Europe	132.8	125.9
Finance costs – CVR liabilities	(65.3)	(76.4)
Finance costs – other	(227.0)	(242.1)
Finance income – other	5.2	-
(Loss) / profit before tax	(1,337.2)	30.8
Tax charges	(42.9)	(70.5)
Loss for the year	(1,380.1)	(39.7)

Results of operations – year ended 31 December 2022

The following tables set out the Group's revenue.

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Transaction service charges	623.6	718.7
Treasury management and foreign exchange services	402.2	301.9
Ancillary income	400.1	382.0
Revenue from contracts with customers (IFRS15)	1,425.9	1,402.6
Terminal rental fees (IFRS16)	53.7	61.1
Total revenue	1,479.6	1,463.7

Revenue

Revenue increased 1.1% in 2022 compared with 2021. This increase represents a global economic recovery and rises in discretionary spend sectors such as travel following the releases of pandemic-related restrictions still prevalent in 2021, which improved revenue net of interchange costs and scheme fees.

Personnel expenses

Personnel expenses reduced in 2022 by \$41.3m compared with 2021 due to a change in staff mix with fewer high-earning staff members and lower share-based payment charges.

General, selling and administrative expenses

General, selling and administrative expenses decreased by \$4.3m, with increases across several areas including professional fees, selling costs and travel expense being offset against a \$20.8m saving on office and equipment costs.

Depreciation and amortisation

Depreciation and amortisation decreased by \$47.1m, driven by lower rates of business combination intangible amortisation due to a decline in GBP versus USD during the year.

Finance income/(costs)

Finance income – Visa Europe was a gain of \$132.8m in 2022 compared with a gain of \$125.9m in 2021. This comprised fair value and FX gains/losses in relation to the valuation of preference shares held in Visa, Inc.

Finance costs – CVR liabilities was a charge of \$65.3m in the year ended 2022 compared with a charge of \$76.4m in 2021 and reflects the change in the valuation of the related CVR liabilities resulting from the gain in Visa Europe related assets referred to above.

Finance costs – other, which mainly comprises interest costs on borrowings from other companies within the FIS Group, decreased in 2022 by \$15.1m, driven by lower sustained drawdowns on RCF borrowing throughout 2022 compared with 2021.

Tax charge

The tax charge reduced by \$27.6m in 2022 compared with 2021, representing both current tax and deferred tax charges. This is driven by rate change adjustments reducing the charge in 2022.

Cash flow

The following table sets out the Group's cash flow for the periods indicated:

	Year ended 31 December	
	2022	2021 (restated*)
	\$m	\$m
Net cash inflow from operations before movements in working capital and settlements	864.8	784.3
Net movement in working capital	379.2	(78.4)
Net movement in settlement balances	92.5	221.2
Cash generated by operations	1,336.5	927.1
Tax paid	(104.9)	(72.0)
Net cash inflow from operating activities	1,231.6	855.1
Net cash inflow / (outflow) from investing activities	12.4	(189.8)
Net cash outflow from financing activities	(312.4)	(794.4)
Net increase / (decrease) in cash and cash equivalents	931.6	(129.1)
Cash and cash equivalents at the beginning of the period	2,972.9	3,177.5
Effect of foreign exchange rates	(327.3)	(75.5)
Cash and cash equivalents at end of period	3,577.2	2,972.9

* The prior year's cash flow statement has been restated, refer to note 1a.

The net cash inflow from operating activities before working capital in 2022 increased by \$80.5m compared with 2021. The increase reflects improvements in underlying trading.

The net movement in working capital outflow was favourable \$457.6m compared with an outflow of \$78.2m in the prior period. This represents a greater collection of trade debtors and driven by intercompany trading with the wider FIS group.

Corporate tax paid in the year (excluding that relating to the sale of Visa Inc. preference shares) was \$104.9m compared with \$72.0m in the prior year. This is consistent with the timing of the UK corporation tax payments regime.

Investment in software and other intangible fixed assets was \$236.8m compared with \$136.6m in the prior year. This represents ongoing investment into global growth and technology capabilities.

Finance costs paid to fellow FIS companies were \$202.6m in line with annual intercompany loan arrangements. Intercompany borrowing was a net inflow of \$141.2m following a drawdown on the RCF.

Balance sheet

Substantial movements in the balance sheet not already covered by the commentary in on the income statement and cash flow include:

- Goodwill was impaired by \$1,518.7m in 2022 (2021: \$0m), refer to note 3a for further details.
- The valuation of Visa preference shares and related CVR liability reduced by \$141.6m and \$135.6m respectively due to the release of preference shares in 2022.
- Currency translation recognised in other comprehensive income reduced by \$1,110.8m driven by the weakening of GBP versus USD during 2022.

Section 172(1) Statement

This statement describes how the Directors have taken account of the matters set out in section 172(1) (a) to (f) of the Companies Act 2006, when performing their duty to promote the success of the Company and the Group. How the Board meets the obligations set out in section 172 (1) (a) to (f) are included in the detail of this Strategic Report.

The matters set out in section 172(1) (a) to (f) are:

- (a) the likely consequences of any decision in the long-term – please see "Key Decisions during 2022" and "Our Strategy" sections above.
- (b) the interests of the company's employees – please see the "Our People" section above.
- (c) the need to foster the company's business relationships with clients, end customers, suppliers and regulators – please see the "Our Market" and "Our Strategy" sections above.
- (d) the impact of the company's operations on the community and the environment – please see the "Resources and relationships" section above.
- (e) the desirability of the company maintaining a reputation for high standards of business conduct – please see the "Resources and relationships" section above; and
- (f) the need to act fairly between members of the company – as a wholly-owned subsidiary of FIS, the Directors of the Company always give fair and due consideration to all Board proposals to ensure the sole member is treated fairly whilst acting with the required autonomy.

Directors' report

Other corporate disclosures

As permitted by legislation in accordance with section 414C(11), some of the matters normally included in the Directors report have instead been included in the Strategic report on pages 3 to 15 as the Board considers them to be of strategic importance. Specifically, these relate to the Company's business model and strategy, future business developments, risk management, employees and research and development.

The Board

Throughout the year and up to the date of this annual report the Board comprised the following Directors:

Kathleen Teresa Thompson (resigned 31 May 2022)

Ann Maria Vasileff

Jared Michael Warner (appointed 6 May 2021, resigned 21 September 2022)

Charles Harrison Keller (appointed 21 September 22)

Thomas Kenneth Warren (appointed 1 December 2022, resigned 9 June 2023)

Qualifying Third Party Indemnity and Directors' & Officers' Liability Insurance

In accordance with its Articles of Association, the Company has granted a qualifying third-party indemnity, to the extent permitted by law, to each Director and the Group Company Secretary. The Company also maintains Directors' & Officers' liability insurance.

Disclosure of information to auditor

Each of the Directors who held office at the date of approval of this Directors' report confirms that: so far as he/she is aware, there is no relevant audit information of which the Company's auditor is unaware; and that he/she has taken all steps that he/she ought to have taken as a Director to make him/her aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Dividends

No dividends were paid in the year ended 31 December 2022 (2021: nil).

Employees

Disclosures relating to the Group's colleagues, including the employment of people with disabilities, are included in the Strategic report on page 5.

Research and development

Disclosures relating to the Group's research and development activity are included in the Strategic report on page 6.

Donations

No political donations were made, nor political expenditure incurred during the years ending 31 December 2022 nor 31 December 2021.

As part of our Corporate Responsibility initiatives, we are proud to dedicate our scale, infrastructure and capabilities to support initiatives and charities at both a national and local level. We also commit our skills and time as mentors through partnerships with a focus on enterprise.

Climate change impact

The table below shows our emissions performance for the years ended 31 December 2022 and 2021:

GHG Source	Total emissions 2022	Total emissions 2021
Scope 1 – Combustion of fuel and operation of facilities (tCO ₂ e)	443.62	422.67
Scope 2 (Location based – electricity) (tCO ₂ e)	862.06	1,202.87
Total Scope 1 and Scope 2 (Location based – electricity) emissions (tCO ₂ e)	1,305.68	1,625.54
tCO ₂ e per FTE employee [Scope 1 and Scope 2 (Location based – electricity)]	0.33	0.39
Total energy use	5,052,506 kWh	7,155,482 kWh

- We use The Greenhouse Gas (GHG) Protocol: A Corporate Accounting and Reporting Standard (Revised Edition) to calculate emissions and this information covers all sites, including those outside the UK, within our operational control. Scope 2 emissions are location-based.
- Total CO₂ emissions per FTE (tCO₂e) has been selected as our intensity metric since the nature of the Group's business is employee driven.
- The reduction in electricity emissions is largely driven by an office migration in India, which impacts the tCO₂e per FTE across the Group. In respect of UK offices, there is a year-over-year increase in tCO₂e driven by the ongoing return to work of our UK and other international offices which were still less attended during 2021 given the COVID-19 and its periodic lockdowns, where the majority of our workforce worked from home. The reopening of these offices has led to an increase of emissions from these offices across all sources such as electricity, refrigerants and fuels.

Climate change impact (continued)

- For offices which, from 2021, have employees of both the Group and other FIS colleagues (serving functions other than the 'Merchant' segment), emissions have been pro-rated based on the number of employees serving the Merchant business as at 31 December 2022.
- The Worldpay International Group has a commitment to reduce our environmental impact. We are committed to helping ensure that our planet is a sustainable home for current and future generations. We recognise that climate change presents both risks and opportunities for our industry and our business, including disruptions to the business operations of our clients and partners. As a responsible corporate citizen, we are taking action to mitigate these risks to our group and the world at large. This impact includes a large initiative with our ultimate parent, FIS, to consolidate our data centres to lower our annual usage across the globe.
- These metrics are a subset extracted from the total FIS Group's GHG report compiled by industry specialists and subject to an Independent Accountant's Review by KPMG US LLP, refer to page 85 of our Global Sustainability Report which can be accessed at www.fisglobal.com/en/global-sustainability. This includes details on our target to become net carbon neutral by 2025. The independent review was performed for the ultimate parent company FIS and its subsidiaries and not specifically or exclusively over the Worldpay International Group Limited ("WIGL") numbers. No direct assurance has been received on the WIGL numbers exclusively.

Share capital and related matters

Share capital

The structure of the issued share capital of the Company at 31 December 2022 (unchanged since 31 December 2021) is set out in Note 5f to the financial statements. The Company has one class of shares ordinary shares.

Shareholders' rights

The rights attaching to the ordinary shares are governed by the Company's Articles of Association and prevailing legislation. There are no specific restrictions on the size of a holding. Subject to applicable law and the Articles of Association, holders of ordinary shares are entitled to receive all shareholder documents, including notice of any general meeting; attend, speak and exercise voting rights at general meetings, either in person or by proxy; and participate in any distribution of income or capital.

Restrictions on voting

There are no specific restrictions on the shareholder's ability to exercise their voting rights, save and except in situations where the Company is legally entitled to impose such restrictions (usually where amounts remain unpaid on the shares after request or the shareholder is otherwise in default of an obligation to the Company). Currently, all issued ordinary shares are fully paid.

Restrictions on the transfer of ordinary shares

There are no restrictions on the transfer of ordinary shares. The transfer of ordinary shares is governed by the general provisions of the Company's Articles of Association and prevailing legislation.

Statement of corporate governance arrangements

The Company is a mid-tier holding Company within the wider FIS Group. For this reason, the Company has not formally applied a Corporate Governance code to the practices of the Board as the Board does not meet periodically. However, it should be noted by the reader that within the Worldpay International Group, key decisions around stakeholders, risk appetite, business operations, finance and other matters are considered by the Boards of Worldpay (UK) Limited, Worldpay Limited and Worldpay AP Limited, all of which are wholly owned subsidiaries of the Company and have fully operational Boards by virtue of their regulated status. These three Boards have adopted The Wates Principles for Corporate Governance in order to comply with the Companies (Miscellaneous Reporting) Regulations 2018. For further detail on the activities of these Boards including their corporate governance arrangements, please refer to the Annual Report and Accounts of each entity for the year-ended 31 December 2022, which are available at Companies House.

For the Company, all Board decisions are taken on a case-by-case basis and when the Board does meet, it does so within the confines and in compliance with its Articles of Association and the Companies Act 2006. During 2022, the Board of the Company has convened three times to discuss and consider matters a holding company of a consolidated group are expected to consider including treasury and funding proposals, tax matters, amongst others.

Statement of directors' responsibilities in respect of the annual report, strategic report, the directors' report and the financial statements

The directors are responsible for preparing the Annual Report, Strategic Report, the Directors' Report and the group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare group and parent company financial statements for each financial year. Under that law they have elected to prepare the group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the parent company 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 group and parent company and of the group's profit or loss for that period. In preparing each of the group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable, relevant, reliable and prudent.
- for the group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards.
- for the parent company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- assess the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the group or the parent company or to cease operations or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

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

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Post balance sheet events

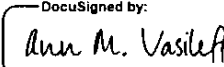
On 6 July 2023, FIS announced it had reached a definitive agreement to sell a majority stake in its Worldpay Merchant Solutions business to GTCR, LLC, a leading private equity firm. The completion of this transaction is expected by Q1 2024, subject to regulatory approvals and other customary closing conditions, and is expected to enhance the ability of Worldpay (inclusive of the Group) to further capitalise on the rapid transformation in the payment industry. No material impact is expected on the Group's financials, and no adjustments have been made in respect of balances for the year ending 31 December 2022.

Responsibility statement of the Directors in respect of the annual financial report

We confirm that to the best of our knowledge:

- The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- The Strategic report and the Directors' report include a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy. The Strategic report and the Directors' report comprising pages 3 to 15 have been approved and are signed by order of the Board by:

DocuSigned by:

Ann M. Vasileff
Director

Registered office
The Walbrook Building
25 Walbrook
London
EC4N 8AF
Registered number 10887351

Independent auditor's report to the members of Worldpay International Group Limited

Opinion

We have audited the financial statements of Worldpay International Group Limited ("the Company") for the year ended 31 December 2022 which comprise the Consolidated income statement, Consolidated statement of other comprehensive income, Consolidated balance sheet, Consolidated statement of changes in equity, Consolidated cash flow statement, Company balance sheet, Company statement of changes in equity and related notes, including the accounting policies.

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 2022 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Group's business model and analysed how those risks might affect the Group and Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group or the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud;
- Reading Board minutes;
- Considering the impact of the Worldpay Merchant Solutions business disposal by FIS on the Worldpay Group;
- Using analytical procedures to identify any unusual or unexpected relationships.

We remained alert to any indications of fraud throughout the audit.

As required by auditing standards and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that Group management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements such as the key assumptions used to determine the recoverable amount of goodwill, the valuation of Visa Europe transaction and related CVR liabilities. On this audit we do not believe there is a fraud risk related to revenue recognition because Group revenue is generated mainly from processing card payments. Card payment processing revenue contains no significant judgements and

is comprised of a large number of small, simple transactions. Therefore, there is limited opportunity for management manipulation or to fraudulently post the volume of transactions that would be required to have a material impact on revenue.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of some of the Group-wide fraud risk management controls.

We performed procedures including:

- Identifying journal entries and other adjustments to test for all full scope components based on risk criteria and comparing the identified entries to supporting documentation. These included those containing key words, posted by unexpected individuals or with no used ID, duplicate entries, posted to unusual accounts, having no description or were negative or unbalanced;
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and management and from inspection of the Group's regulatory and legal correspondence and discussed with the directors and management the policies and procedures regarding compliance with laws and regulations.

As the Group is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Group's license to operate. We identified the following areas as those most likely to have such an effect: regulations impacting payment services businesses, data protection laws, employment law and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 18, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

DocuSigned by:



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Jessica Katsouris (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 St Peter's Square
Manchester
M2 3AE

Consolidated income statement

For the year ended 31 December 2022

	Notes	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Revenue	2a	1,479.6	1,463.7
Other cost of sales		(81.6)	(54.8)
Gross profit		1,398.0	1,408.9
Personnel expenses	2c	(313.7)	(355.0)
General, selling and administrative expenses	2d	(195.5)	(199.8)
Impairment loss on goodwill	3a	(1,518.7)	-
Impairment loss on trade receivables	4b	(45.2)	(75.8)
Depreciation and amortisation	3b, 3c, 3d	(507.8)	(554.9)
Operating (loss)/profit		(1,182.9)	223.4
Finance income – Visa Europe	5a	132.8	125.9
Finance costs – CVR liabilities	5a	(65.3)	(76.4)
Finance costs – other	5a	(227.0)	(242.1)
Finance income – other	5a	5.2	-
(Loss)/profit before tax	2f	(1,337.2)	30.8
Tax charge	2g	(42.9)	(70.5)
Loss for the year		(1,380.1)	(39.7)

The accompanying notes on pages 27 to 65 form an integral part of these financial statements.

Consolidated statement of other comprehensive income

For the year ended 31 December 2022

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Loss for the year	(1,380.1)	(39.7)
Other comprehensive loss for the year:		
Currency translation movement on net investment in subsidiary undertakings	(1,110.8)	(245.9)
Total other comprehensive loss for the year	(1,110.8)	(245.9)
Total comprehensive loss for the year	(2,490.9)	(285.6)

The accompanying notes on pages 27 to 65 form an integral part of these financial statements.

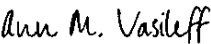
Consolidated balance sheet

As at 31 December 2022

	Notes	2022 \$m	2021 \$m
Non-current assets			
Goodwill	3a	6,489.0	8,849.2
Other intangible assets	3b	1,375.3	1,788.3
Property, plant and equipment	3c	96.5	133.1
Investments in equity shares	6b	21.0	17.2
Financial assets – Visa Inc. preference shares	5i	55.3	196.9
Other non-current assets	3d	16.4	4.7
Deferred tax asset	2i	98.0	74.2
		8,151.5	11,063.6
Current assets			
Trade and other receivables	4b	563.8	812.4
Scheme debtors	4a	2,066.2	516.2
Cash and cash equivalents	4a, 5b	3,619.5	3,073.1
Current tax asset	2h	16.1	18.6
		6,265.6	4,420.3
Current liabilities			
Trade and other payables	4c	626.5	451.9
Merchant creditors	4a	4,180.6	2,776.8
Financial liabilities – CVR liabilities	5i	342.0	477.6
Borrowings	5c	485.2	377.1
Lease liabilities	5d	5.4	10.2
Provisions	4d	22.0	16.8
		5,661.7	4,110.4
Non-current liabilities			
Borrowings	5c	3,839.0	3,839.0
Lease liabilities	5d	40.9	51.4
Provisions	4d	2.0	2.4
Deferred tax liabilities	2i	233.4	363.3
		4,115.3	4,256.1
Net assets		4,640.1	7,117.4
Equity			
Called-up share capital	5f	8,057.3	8,057.3
Capital contribution		13.6	-
Foreign exchange reserve	1a	(1,314.1)	(203.3)
Retained earnings		(2,116.7)	(736.6)
Total equity		4,640.1	7,117.4

The accompanying notes on pages 27 to 65 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 20 October 2023. They were signed on its behalf by:

DocuSigned by:

 1E8CE9AF74E54EB
 Ann M. Vasileff
 Director

Registered number
 10887351

Consolidated statement of changes in equity

For the year ended 31 December 2022

	Called-up share capital \$m	Capital Contribution* \$m	Foreign exchange reserve \$m	Retained earnings/(deficit) \$m	Total \$m
At 1 January 2021	8,057.3	-	42.6	(696.9)	7,403.0
Loss for the year	-	-	-	(39.7)	(39.7)
Other comprehensive loss for the year	-	-	(245.9)	-	(245.9)
	-	-	-	-	-
As at 31 December 2021	8,057.3	-	(203.3)	(736.6)	7,117.4
<u>Total comprehensive income</u>					
Loss for the year	-	-	-	(1,380.1)	(1,380.1)
Other comprehensive loss for the year	-	-	(1,110.8)	-	(1,110.8)
Total comprehensive income for the year	-	-	(1,110.8)	(1,380.1)	(2,490.9)
<u>Transactions with owners</u>					
Equity-settled share-based payment	-	13.6	-	-	13.6
Total transactions with owners for the year	-	13.6	-	-	13.6
At 31 December 2022	8,057.3	13.6	(1,314.1)	(2,116.7)	4,640.1

The accompanying notes on pages 27 to 65 form an integral part of these financial statements.

Consolidated cash flow statement

For the year ended 31 December 2022

	Notes	Year ended 31 December 2022 \$m	Year ended 31 December 2021 (restated*) \$m
Operating activities			
(Loss)/profit before tax		(1,337.2)	30.8
Adjustments for:			
Equity settled share-based payments		13.6	-
Goodwill impairment	3a	1,518.7	-
Amortisation of intangible assets and other non-current assets	3b, 3d	473.6	514.0
Depreciation of property, plant and equipment	3c	34.2	40.9
Impairment to right-of-use asset	3c	5.0	1.2
Loss on disposal of non-current assets		2.6	4.8
Net finance costs	5a	154.3	192.6
Net cash inflow from operating activities before movements in working capital		864.8	784.3
Decrease / (increase) in trade and other receivables and contract costs		147.2	(100.3)
Increase in trade and other payables		222.6	48.8
Decrease in provisions		9.4	(26.9)
(Increase)/decrease in scheme debtor		(1,641.1)	158.7
Increase in merchant creditor		1,733.6	62.5
Cash generated by operations		1,336.5	927.1
Tax paid		(104.9)	(72.0)
Net cash inflow from operating activities		1,231.6	855.1
Investing activities			
Proceeds from sale of Visa preference shares	5i	269.0	-
Investment in intangible assets		(236.8)	(136.6)
Purchases of property, plant and equipment		(19.8)	(53.2)
Net cash inflow/(outflow) from investing activities		12.4	(189.8)
Financing activities			
Settlement of preference share proceeds to CVR holders		(195.9)	-
Tax related to preference share proceeds to CVR holders		(48.1)	-
Issue of share capital pending allotment		3.1	-
Finance costs paid		(202.6)	(231.8)
Payment of Lease obligations		(10.1)	(15.0)
New intercompany borrowings		398.6	32.1
Repayment of intercompany borrowings		(257.4)	(579.7)
Net cash outflow from financing activities		(312.4)	(794.4)
Net increase/ (decrease) in cash and cash equivalents		931.6	(129.1)
Cash and cash equivalents at beginning of the period		2,972.9	3,177.5
Effect of foreign exchange rate changes		(327.3)	(75.5)
Cash and cash equivalents at end of the period**	5c, 5e	3,577.2	2,972.9

* The cash flow statement has been restated in the prior year, refer to note 1a.

**Cash and cash equivalents include overdrafts repayable on demand forming an integral part of the Group's cash management. Refer to note 5c.

The accompanying notes on pages 27 to 65 form an integral part of these financial statements.

Notes to the consolidated financial statements

Section 1 – Basis of preparation

This section sets out the accounting policies of Worldpay International Group Limited (the 'Company') and its subsidiaries (the 'Group' and the 'Worldpay International Group') that relate to the financial statements as a whole. Where an accounting policy is specific to one note, the policy is described in the note to which it relates. The parent company financial statements present information about the Company as a separate legal entity and not about its group.

This section also details new accounting standards that have been endorsed in the year and have either become effective in 2022 or will become effective in later periods.

Note 1a

Worldpay International Group Limited ("the Company") is a private company limited by shares and incorporated, registered and domiciled in England and Wales. The registered address is The Walbrook Building, 25 Walbrook, London EC4N 8AF.

The Company prepared company only financial statements for the year ended 31 December 2022, these are presented on pages 66 to 70. These company only financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ('Adopted IFRSs') but makes amendments where necessary to comply with Companies Act 2006.

The consolidated financial statements for all periods have been prepared in accordance with UK-adopted international accounting standards ("UK-adopted IFRS").

The constituent companies in the Group are accounted for under FRS 101 and accordingly, there have been no GAAP differences identified under the requirements of IFRS 1.

The financial statements are presented in US Dollars (\$) which is the Group's presentational currency. All information is given to the nearest 0.1 million US Dollars unless otherwise stated.

The financial statements are prepared on the historical cost basis except for the derivative financial instruments and certain items arising from the Visa Europe transaction, which are stated at their fair value, in addition to a small investment held by the Group and measured at fair value through profit or loss (FVTPL).

Revenue, which is defined as revenue less interchange and scheme fees, is presented on the face of the income statement.

Going concern

The Group has net current assets of \$603.9 million as at 31 December 2022 and made a loss for the year ended of \$1,380.1 million, driven predominantly by a goodwill impairment of \$1,518.7 million.

The Group's sources of funds which is used day-to-day to support operating activities and fund any short-term operational cash requirements which may arise due to timing of settlement include own cash of \$1.45 billion, loans from fellow FIS group companies of \$3.8 billion and a committed revolving credit facility funded from its ultimate parent of \$1.45 billion. Funds from the revolving credit facility are drawn upon and repaid regularly throughout the year. The loans from fellow FIS group companies and the revolving credit facility with the ultimate parent are not subject to financial covenants.

The Group and Company is dependent on the ultimate parent company providing continuing financial support to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements. Resulting from the sale disclosed within the post balance sheet events, the ultimate parent company is expected to change within this period. Despite this, the directors do not anticipate any changes in the Group's access to capital, with updated funding facilities within the revised organizational structure to be determined prior to completion of the transaction.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

On the basis of their assessment of the Group and Company's financial position including the stress testing of the results of the ultimate parent company, the facts and circumstances noted above and of the enquiries made of the directors of the Company's ultimate parent, the Company's directors have a reasonable expectation that the Group and Company will continue in operational existence and meet its liabilities as they fall due for the period of 12 months from the date of these financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing these annual financial statements.

Note 1a (continued)**Accounting policies****Foreign exchange**

The consolidated financial statements of the Worldpay International Group are presented in US Dollars. The net assets of foreign subsidiaries are translated to US Dollars as follows:

- The assets and liabilities of the entity (including goodwill and fair value adjustments on acquisition) are translated at the rate prevailing at the end of the reporting period.
- Income and expenses are translated at the rate ruling on the date of the transaction or an appropriate average rate; and
- Equity elements are translated at the date of the transaction and not retranslated in subsequent periods.

All foreign exchange differences arising on consolidation are taken through other comprehensive income to the foreign currency reserve.

Foreign currency transactions are initially recorded at the rate ruling on the date of the transaction. At the end of each reporting period, foreign currency items on the balance sheet are translated as follows:

- Non-monetary items, including equity, held at historic cost are not retranslated.
- Non-monetary items held at fair value are translated at the rate ruling on the date the fair value was determined; and
- Monetary items are retranslated at the rate prevailing at the end of the reporting period.

Foreign exchange gains and losses arising from the retranslation of foreign currency transactions are recognised in the income statement.

Netting

The Group is party to a number of arrangements, including master netting agreements, that give it the right to offset financial assets and financial liabilities. Where it does not intend to settle the amounts net or simultaneously, the assets and liabilities concerned are presented gross.

Presentation of cash and cash equivalents within consolidated cash flow statement

During the preparation of the financial statements, management identified that own cash and cash equivalents was not presented net of overdrafts of \$100.2m for the year ending 31 December 2021. The year-over-year movements in overdrafts were recorded instead within new intercompany borrowings and repayment of intercompany borrowings. These bank overdrafts are repayable on demand and form an integral part of the Group's cash management, therefore should be presented net of own cash and cash equivalents in the cash flow statement. Management have revised this presentation in the cash flow statement and the impact on the comparative period is as follows:

	Year ending 31 December 2021		
	As previously reported \$m	Adjustment \$m	Restated \$m
Impact on the cash flow statement			
New intercompany borrowings	132.3	(100.2)	32.1
Repayment of intercompany borrowings	(591.0)	11.3	(579.7)
Net cash inflow / (outflow) from financing activities	(705.5)	(88.9)	(794.4)
Net decrease in own cash and cash equivalents	(40.2)	(88.9)	(129.1)
Own cash and cash equivalents at beginning of the period	3,188.8	(11.3)	3,177.5
Own cash and cash equivalents at end of the period	3,073.1	(100.2)	2,972.9

There is no impact on the prior year balance sheet or income statement. A reconciliation of cash and cash equivalents per the cash flow statement and per the balance is disclosed in note 5c.

Accounting developments**Impact of new accounting standards**

The following amendments and interpretations apply for the first time in 2022, but do not have any significant impact on the consolidated financial statements.

- Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41: amendments to four International Financial Reporting Standards (IFRSs) as result of the IASB's annual improvements project.
- Amendments to IAS 16: regarding proceeds from selling items produced while bringing an asset into the location and condition necessary for it to be capable of operating in the manner intended by management.
- Amendments to IAS 37: amending the standard regarding costs a company should include as the cost of fulfilling a contract when assessing whether a contract is onerous.
- Amendments to IFRS 3: update to outdated reference.

Note 1b**Critical judgements and key sources of estimation uncertainty**

The reported results of the Group for the financial year ended 31 December 2022 are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. The judgements and assumptions involved in the Group's accounting policies that are considered by the Directors to be the most important to the portrayal of its financial condition are discussed below. The use of estimates, assumptions or models that differ from those adopted by the Group would affect its reported results.

Fair value of Visa Europe transaction and related Contingent Value Rights (CVRs)

As part of the Worldpay acquisition in January 2018, the Group acquired certain assets and liabilities related to the June 2016 Worldpay Group plc ("Legacy Worldpay") disposal of its ownership interest in Visa Europe to Visa, Inc. As part of the disposal, Legacy Worldpay received consideration from Visa Inc. in the form of cash and convertible Visa Inc. Series B preferred stock ("preferred stock"), the value of which may be reduced by settlement of potential liabilities relating to ongoing interchange-related litigation involving Visa Europe. Also, in connection with the disposal, Legacy Worldpay agreed to pay former Legacy Worldpay owners 90% of the net-of-tax proceeds from the disposal, known as contingent value rights ("CVR"), pending the finalization of the proceeds from disposal, which is expected to occur no later than June 2028, at which time the preferred stock is subject to mandatory conversion into Visa Inc. Class A common stock.

The preference stock received on disposal of our interest in Visa Europe has been recognised as a financial asset under the non-current 'Financial assets – Visa Inc. preference shares' category and has been classified as fair value through profit and loss. Subsequent movements on the fair value of the preferred stock are recognised in 'Finance income – Visa Europe' and the movement on the CVR liabilities is recognised in 'Finance costs – CVR liabilities' in the Group's income statement. The value of the Visa Inc. preference shares is based on the expected conversion ratio, which will be adjusted by Visa Inc. based on the potential losses from Visa Europe interchange litigation under the Litigation Management Deed ('LMD') and Loss Sharing Agreement ('LSA').

When measuring the fair values of the financial asset – Visa Inc. preference shares, the Group uses observable market data as far as possible. In order to fair value the preference shares as at 31 December 2022, the Directors have considered a range of potential outcomes, including the likely value of the potential level of Visa Europe liabilities that the Group may be liable for.

The CVR liabilities have been classified as financial liabilities at amortised cost based on a re-estimation of future cash flows, with any changes being recognised in 'Finance costs – CVR liabilities' in the income statement.

Further details on the key assumptions made in valuing the consideration received and the CVR and LSA liabilities, together with sensitivity analysis, are provided in Note 5i.

Impairment of goodwill

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the Group's forecasts where available, taken into perpetuity and are adjusted to exclude significant future investments that will enhance the performance of the assets of the cash generating unit ("CGU") being tested. Management have taken a judgment to exclude cash held for operational purposes in the calculation of value in use on the basis that it is not possible to reliably estimate the normalised level of this balance. The key assumptions used to determine the recoverable amount for the Group's goodwill, including a sensitivity analysis, are disclosed and further explained in note 3a.

Note 1c**Financial instruments****(i) Recognition and initial measurement**

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement*Financial assets**(a) Classification*

On initial recognition, a financial asset is classified as measured at either amortised cost or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Note 1c (continued)

All financial assets not classified as measured at amortised cost, as described above, are measured at FVTPL.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and merchant funds. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

(b) Subsequent measurement and gains and losses

Financial assets at FVTPL - these assets (other than derivatives designated as hedging instruments) are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost - These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI - these assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI - these assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities and equity

Financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and
- (b) where the instrument will or may be settled in the Group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Group's own equity instruments or is a derivative that will be settled by the Group's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

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

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) Impairment

IFRS 9 requires the Company to recognise a loss allowance for expected credit losses on:

- Debt investments measured subsequently at amortised cost; and,
- Trade receivables and contract assets.

In particular, IFRS 9 requires the Company to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit-impaired financial asset. However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit-impaired financial asset), the Company is required to measure the loss allowance for that financial instrument at an amount equal to 12-months ECLs. IFRS 9 also allows a simplified approach for measuring the loss allowance at an amount equal to lifetime ECLs for trade receivables and contract assets in certain circumstances.

The group recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised costs and contract assets. Loss allowances are measured on either of the following basis:

- 12-months ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

Note 1c (continued)

For trade receivables, the Group has applied IFRS 9's simplified approach to measuring expected credit losses which uses a lifetime expected credit loss ("ECL") allowance for these assets.

i. Trade receivables and contract assets

As a practical expedient, the Group uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward looking estimates. The Group has reviewed one year of internal historic credit loss data and past due information. Forward-looking considerations have been incorporated into the model by using debt information after the reporting date and probability outcome weightings.

ECL impairment losses (or reversals) are recognised as expense (or income) in administrative expenses.

ii. All other financial assets

The group applies the general approach on all other financial instruments and measure the loss allowances at an amount equal to 12-month ECLs at initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since its initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instrument improves such that there is no longer a significant increase in the credit risk since initial recognition, the allowance is measured at an amount equal to 12 months ECLs.

The Group considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations in full, without recourse by the Group to actions such as realising security (if any is held); or
- The financial asset is more than 90 days past due.
- On exception, financial assets more than 90 days past due may not be considered in default where Group's credit risk team have reasonable assurance that certain receivable amounts will be recovered in full, despite their age profile.

The Group considers a contract asset to be in default when the customer is unlikely to pay its contractual obligations in full, without recourse by the Group to actions such as realising security (if any is held).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

The Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flow of the financial asset have occurred.

Loss allowances for financial assets measured at amortised costs are deducted from the gross carrying amount of these assets.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

iii. Cash and cash equivalents

Cash and bank balances are assessed to have low risk as they are held with reputable international banking institutions.

Section 2 – Results for the period

This section focuses on the results and performance of the Group in the financial year ended 31 December 2022.

Accounting policies

Revenue recognition

Revenue is recognised when a customer obtains control of promised services or goods. The amount of revenue recognised reflects the consideration to which the Group expects to be entitled to receive in exchange for these services.

The Group has contractual agreements with its customers that set forth the general terms and conditions of the relationship including pricing, payment terms and contract duration. Revenue is recognised when the obligation under the terms of the Group's contract with its customer is satisfied. Revenue is measured as the amount of consideration the Group expects to receive in exchange for transferring goods or providing services. The Group generates revenue primarily by processing electronic payment transactions.

Performance Obligations

Since the majority of the Group's revenue relates to payment processing services for its customers, the Group's core performance obligation is to provide continuous access to the Group's system to process as much as its customers require. The Group's payment processing services consist of variable consideration under a stand-ready series of distinct days of service. Each payment transaction is substantially the same, as such revenue is generally recognised on each transaction. The Group's revenue from products and services is recognised at a point in time or over time depending on the products or services, with the majority of the revenue recognised at a point in time.

Costs to Obtain and Fulfill a Contract

IFRS 15 requires capitalising costs of obtaining a contract when those costs are incremental and expected to be recovered. The Group sales commission is earned and paid periodically in relation to the sales recorded for the period. The Group recognises incremental sales commission costs of obtaining a contract as expense when the amortisation period for those assets is one year or less per the practical expedient in IFRS 15.

Remaining Performance Obligations

IFRS 15 requires disclosure of the aggregate amount of the transaction price allocated to unsatisfied performance obligations; however, as permitted by IFRS 15, the Group has elected to exclude from this disclosure any contracts with an original duration of one year or less and any variable consideration that meets specified criteria. As discussed above, the Group's core performance obligation consists of variable consideration under a stand-ready series of distinct days of service. Such variable consideration meets the specified criteria for the disclosure exclusion; therefore, the majority of the aggregate amount of transaction price that is allocated to performance obligations that have not yet been satisfied is variable consideration that is not required for disclosure. The aggregate fixed consideration portion of customer contracts with an initial contract duration greater than one year is not material.

Revenue represents the consideration received or receivable from the merchants for services provided, reduced by interchange fees and scheme fees (or equivalent). Key revenue streams the Group reports are:

- **Transaction service charges** relate to services provided to process transactions between the merchant and an acquiring bank, which is a bank that accepts card payments from the card-issuing banks. Revenue is recognised at a point in time when the transactions are successfully processed and is recognised per transaction.
- **Treasury management and foreign exchange services** generates income from settling foreign currency transactions on behalf of customers. Revenue is recognised at a point in time when the Group's obligation in relation to the transaction is fulfilled.
- **Ancillary income** includes fees charged per transaction for providing gateway services, charges levied for the acceptance of alternative payments and fraud, risk management and other support services. Most of these services operate in an equivalent manner to transaction processing services, as such revenue is recognised at a point in time. The exceptions to these, where revenue is recognised over time, make up a smaller proportion of ancillary income and include periodic fixed-fee services such as the provision of PCI Compliance portals and access to data insight dashboards.
- **Terminal rental fees** are due from terminal lessees. Service revenue earned from terminals is recognised on a straight-line basis over the terms of the lease agreements. Since the terminals are used consistently throughout the period in which they are rented, it follows that straight-line recognition of revenue most faithfully depicts the pattern in which benefit from the use of underlying asset is diminished.

Items paid in advance or invoiced in arrears are shown as prepayments or accruals, as appropriate, on the balance sheet at the end of the period. Payment terms for customers can be immediate through net settlement or based on specific terms agreed with customers.

Agent versus Principal Consideration

Under IFRS 15, a determination must be made over whether any agency exists in the provision of services transferred to the customer. If the Group has control of these goods or services, then the Group is the principal in the transaction, otherwise the Group is acting as an agent. The Group is not regarded as the principal with respect to interchange fees or scheme fees as it does not control these services before they are transferred to the customer.

Note 2a**Segmental information**

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker (the Directors of the UK regulatory boards) to allocate resources and assess performance. Segmental performance has been disclosed as far as available.

The Group reports two segments: Global eCom and Merchant UK (formerly "Merchant International"). Central personnel, office and other indirect costs are unallocated.

Income Statement

Year ended 31 December 2022	Global eCom \$m	Merchant UK \$m	Unallocated \$m	Total \$m
Income statement				
Revenue	863.7	615.9	-	1,479.6
Gross profit	816.1	581.9	-	1,398.0
Segmental EBITDA	(894.2)	446.5	(227.4)	(675.1)

* The segmental EBITDA figure for the Global eCom segment is inclusive of goodwill impairment charges of \$1.5b.

Year ended 31 December 2022

Segmental EBITDA	(675.1)
Depreciation and amortisation	(507.8)
Finance income – Visa Europe	132.8
Finance costs – CVR liabilities	(65.3)
Finance costs – other	(227.0)
Finance income – other	5.2
Tax charge	(42.9)
Loss for the period	(1,380.1)

Year ended 31 December 2021	Global eCom \$m	Merchant UK \$m	Unallocated \$m	Total \$m
Income statement				
Revenue	764.6	699.1		1,463.7
Gross profit	736.0	672.9		1,408.9
Segmental EBITDA	618.7	545.1	(385.5)	778.3

Year ended 31 December 2021

Segmental EBITDA	778.3
Depreciation and amortisation	(554.9)
Finance income – Visa Europe	125.9
Finance costs – CVR liabilities	(76.4)
Finance costs – other	(242.1)
Tax charge	(70.5)
Loss for the period	(39.7)

Balance Sheet

Year ended 31 December 2022	Global eCom \$m	Merchant UK \$m	Unallocated \$m	Total \$m
Total assets	10,081.1	4,129.1	206.8	14,417.0
Total liabilities	3,348.7	1,458.3	4,969.9	9,776.9
Net assets	6,732.4	2,670.8	(4,763.1)	4,640.1

Note 2a (continued)**Revenue by market**

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
UK & ROI	869.9	968.6
EMEA	291.2	218.7
APAC	172.0	133.7
Americas	146.5	142.7
Total revenue	1,479.6	1,463.7

Revenue by product

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Transaction service charges	623.6	718.7
Treasury management and foreign exchange services	402.2	301.9
Ancillary income	400.1	382.0
Revenue from contracts with customers (IFRS 15)	1,425.9	1,402.6
Terminal rental fees (IFRS 16)	53.7	61.1
Total revenue	1,479.6	1,463.7

Note 2b**Contract balances**

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Receivables	499.1	632.9
Contract liabilities	2.0	0.2

The contract liabilities primarily relate to the advance consideration received from customers for compliance related services.

Note 2c**Personnel expenses**

Expenses related to services rendered by employees are recognised in the period in which the service is rendered. This includes wages and salaries, social security contributions, pension contributions, bonuses, termination benefits and share-based payment charges.

Where payments of amounts due are outstanding at the end of the reporting year, an accrual is recognised. Where payments have been made in advance prior to the end of the reporting year, a prepayment is recognised.

The Group operates defined contribution pension schemes. The amounts charged to the income statement in respect of pension costs and other post-retirement benefits are the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments on the balance sheet.

Share-based payments

The Company's ultimate holding corporation (FNIS, Inc.) operates an equity-settled share-based compensation plan and grants share awards to the Company's employees. The fair value of the employee services received in exchange for the grant of options is recognised as an expense with a corresponding accrual for this. The total amount to be recognised over the vesting period is determined by reference to the fair value of the NQ Options, Performance Stock Units, or Restricted Stock Units granted on the date of the grant. Non-market vesting conditions are included in the estimation of the number of shares under option that are expected to become exercisable on the vesting date.

At each reporting date, the Company revises its estimates of the number of shares under option that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in the statement of comprehensive income, with a corresponding adjustment to the accruals over the remaining vesting period. The fair value for grants with market-based vesting is computed using the Black-Scholes formula. The Company's ultimate holding corporation, or a designated related corporation may recharge related share option expenses basis options exercised by the employee to the Company, in which the corresponding accruals will be reduced by the amount payable to the ultimate holding corporation or designated related corporation.

The Group recognised a charge of \$13.6m in 2022 (2021: \$18.4m) for share-based payments. Details of share-based payment plans are set out below.

FIS Restricted Stock Plan

The terms of the FIS Restricted Stock Plan have no performance conditions other than disciplinary procedures or dismissal. Additional grants of this award were made in the year ended 31 December 2022, with the grant price based on the fair market value of FIS common stock on the grant date. The value of any dividends earned on the vested shares during the three years will be paid on vesting. As at 31 December 2022, the FIS Restricted Stock Plan had 172,884 shares outstanding (2021: 387,950 for UK entities, and 12,630 relating to overseas entities).

FIS Performance Stock Plan

The terms of the FIS Performance Stock Plan have performance conditions defined in the contract, and typically allow for additional shares to be awarded if performance exceeds pre-set parameters. As at 31 December 2022, the FIS Performance Stock Plan had 166,824 shares outstanding (2021: 3,982).

The key terms and conditions related to the grant are as follows; all options are to be settled by physical delivery of shares.

	Year of Grant Date	Total number of instruments granted 2022	Total number of instruments granted 2021
Performance Stock Units ("PSU")	2022	178,064	
Performance Stock Units ("PSU")	2021		1,299
Restricted Stock Units ("RSU")	2022	154,323	
Restricted Stock Units ("RSU")	2021		137,451
Stock Options ("NQ")	2022	39,626	
Stock Options ("NQ")	2021		43,423
Total		372,013	182,173

Note 2c
Personnel expenses (continued)

	Weighted average fair value at grant	Number of awards	Weighted average fair value at grant	Number of awards
	2022	2022	2021	2021
Outstanding at the beginning of the period	135.19	404,562	133.67	448,448
Forfeited during the period	116.14	(27,240)	135.31	(28,892)
Exercised during the period	134.67	(368,773)	133.67	(153,744)
Granted during the period	94.94	332,387	136.31	138,750
Transferred during the period	133.79	(1,228)	-	-
Outstanding at the end of the period	98.54	339,708	135.19	404,562

Programme	Grant Date	Vesting Condition	Contractual life of options	Fair value at grant date
PSU	Aug-21	One-third on each of the first 3 anniversaries of the grant date	N/A	\$129.52
	Feb-22	All earned PSUs for the 3 calendar year performance periods will vest on the third anniversary of the grant date	N/A	\$95.23
PSU	Jun-22	All earned PSUs for the 3 calendar year performance periods will vest on the third anniversary of the grant date	N/A	\$94.96
PSU	Sep-22	All earned PSUs for the 3 calendar year performance periods will vest on the third anniversary of the grant date	N/A	\$89.29
PSU	Nov-22	All earned PSUs for the 3 calendar year performance periods will vest on the third anniversary of the grant date	N/A	\$60.17
PSU	Dec-22	All earned PSUs for the 3 calendar year performance periods will vest on the third anniversary of the grant date	N/A	\$72.41
RSU	Feb-21	One-third on each of the first 3 anniversaries of the grant date	N/A	\$138.00
RSU	Mar-21	One-third on each of the first 3 anniversaries of the grant date	N/A	\$143.97
RSU	Jun-21	One-third on each of the first 3 anniversaries of the grant date	N/A	\$145.93
RSU	Aug-21	One-third on each of the first 3 anniversaries of the grant date	N/A	\$129.52
RSU	Feb-22	One-third on each of the first 3 anniversaries of the grant date	N/A	\$95.23
RSU	Mar-22	One-third on each of the first 3 anniversaries of the grant date	N/A	\$92.67
RSU	Jun-22	One-third on each of the first 3 anniversaries of the grant date	N/A	\$94.96
RSU	Sep-22	One-third on each of the first 3 anniversaries of the grant date	N/A	\$89.29
RSU	Nov-22	One-third on each of the first 3 anniversaries of the grant date	N/A	\$60.17
RSU	Dec-22	One-third on each of the first 3 anniversaries of the grant date	N/A	\$72.41
NQ	Mar-21	One-third on each of the first 3 anniversaries of the grant date	7 years	\$29.20
NQ	Aug-21	One-third on each of the first 3 anniversaries of the grant date	7 years	\$26.49
NQ	Feb-22	One-third on each of the first 3 anniversaries of the grant date	7 years	\$20.82

The inputs used in the measurement of the fair values at grant date of the equity-settled share options include expected volatility based on an evaluation of the historical volatility of the FIS's share price and are presented below:

	NQ 2022	NQ 2021	NQ 2021
Grant date	28-Feb-22	29-Mar-21	05-Aug-21
Fair value at grant date	\$20.82	\$29.20	\$26.49
Share price at grant date	\$95.23	\$143.97	\$129.52
Exercise price	\$95.23	\$143.97	\$129.52
Expected volatility	30.4%	27.5%	28.3%
Expected life (in years)	4.1	4.1	4.1
Expected dividend yield	2.0%	1.1%	1.2%
Risk-free interest rate	1.7%	0.6%	0.6%

Note 2c**Personnel expenses** (continued)

The Black-Scholes option model has been used to determine the fair value of share options issued. There are no inputs which are sufficiently sensitive to there being a reasonable possibility of a material adjustment in a future period.

	Weighted average exercise price 2022	Number of options 2022	Weighted average exercise price 2021	Number of options 2021
Outstanding at the beginning of the period	94.22	280,192	85.82	345,732
Adjustment in respect of the prior year	94.22	11,218	-	-
Forfeited during the period	119.37	(28,541)	96.87	(13,322)
Exercised during the period	94.81	(86,746)	86.13	(95,641)
Granted during the period	95.23	39,626	143.97	43,423
Outstanding at the end of the period	99.63	215,749	94.22	280,192
Exercisable at the end of the period	82.90	120,557	81.26	119,068

All employee share plans

Save As You Earn scheme (SAYE)

This plan offered the opportunity for colleagues to save monthly in order to buy FIS shares at a discount. The SAYE plan runs for a period of either three or five years depending on the length of contract chosen by the employee. As at 31 December 2022, the SAYE scheme had 6,228 (2021: 78,045) options outstanding.

Employee numbers

The average number of employees during the year is in the table below.

	Year ended 31 December 2022	Year ended 31 December 2021
Operations	1,479	1,495
Technology	1,414	1,482
eCom	488	439
Merchant UK (formerly "Merchant International")	389	305
Corporate	201	177
Total	3,971	3,898

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Wages and salaries including redundancy costs	238.3	282.6
Share based payments	13.6	18.4
Pensions	24.7	19.1
Social security costs	37.1	34.9
Total personnel expenses	313.7	355.0

Personnel expenses decreased despite of an increase headcount due to a reduction in higher paid senior leadership roles and a higher volume of hires at a junior and mid-management level. The expense recorded in respect of wages and salaries includes redundancy costs of \$1.8m (2021: \$6.6m). In addition, the decrease in wages and salaries is offset by an increase in pensions due to a higher rate of defined benefit offered by the company requiring minimum contribution introduced during 2022. There were also lower share-based payment costs due to the vesting of major share awards in 2021.

Note 2c**Personnel expenses** (continued)

Directors' emoluments

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Directors' remuneration	2.0	1.3
Amounts receivable under long term incentive schemes	2.6	5.8
Total	4.6	7.1

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid director was \$2.8m (2021: \$3.5m) and pension contributions of \$20,000 (2021: \$23,000) were made to a money purchase scheme on their behalf. During the year, the highest paid director exercised share options and received shares under a long-term incentive scheme of \$2.1m (2021 \$1.6m).

The number of directors serving during the year who exercised share options in the year ending 31 December 2022 was 3 (2021: 4). The number of directors who received contributions to a money purchase pension scheme in the year was 3 (2021: 4)

Note 2d**General, selling and administrative expenses**

The below table is inclusive of movement in expected credit loss allowance which are disclosed separately on the face of the Income Statement.

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Office costs	86.3	107.1
Administrative costs	39.2	93.3
Transfer pricing charges with fellow FIS entities	34.7	11.3
Movement in expected credit loss allowance	45.2	75.8
Professional fees	36.8	33.4
Operating costs	12.1	3.0
Selling costs	5.4	1.8
Foreign exchange loss	9.4	-
(Release) / Additional provision for merchant potential liabilities (note 4d)	(6.1)	1.1
Release of VAT liability with respect to PESM	(22.3)	(51.2)
Total general, selling and administrative expenses	240.7	275.6

Note 2e**Auditor remuneration**

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Fees payable to the Group's auditor for the audit of the Group's Annual Report and Accounts	1.3	1.3
Fees payable for audit of financial statements of subsidiaries of the Company	2.4	1.6
Total audit fees	3.7	2.9
Fees payable to the Group's auditor for non-audit services	0.0*	0.0*
Total auditor remuneration	3.7	2.9

*\$12k (2021: \$19k) as fees payable to the Group's auditor for non-audit services.

Note 2f**Profit / loss before tax**

Profit / loss before tax is stated after charging:

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Other cost of sales	81.6	54.8
Amortisation of business combination intangibles	306.3	357.7
Amortisation of other intangibles	161.5	153.2
Amortisation of other non-current assets	5.8	3.1
Depreciation of property, plant and equipment	28.6	34.5
Depreciation of right of use assets	5.6	6.4

Research and development expenditure recognised in the year ended 31 December 2022 was \$18.0m (Year ended 2021: \$22.1m).

Note 2g**Tax charge**

Tax on the profit or loss for the year comprises current and deferred tax. Current tax, including all applicable UK and foreign taxes, is the expected tax payable on the taxable income for the year, using tax rates and bases of calculation which have been enacted or substantively enacted in the applicable jurisdiction for the current accounting year, together with any necessary adjustments to tax payable in respect of previous accounting periods. Current tax is recognised in the income statement unless it arises from a transaction recognised directly in equity, in which case the associated tax is also recognised directly in equity. Relief for foreign taxation in calculating UK taxation liabilities is considered where appropriate.

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Current taxation		
UK corporation tax charge for the period	152.1	28.7
Foreign corporation tax charges	4.6	3.1
Adjustments in respect of prior years	5.4	4.0
	162.1	35.8
Deferred taxation		
Charge / (credit) for the period	(96.3)	31.7
Adjustments in respect of prior years	(2.6)	3.0
Effect of change in tax rates	(20.3)	-
	(119.2)	34.7
Tax charge for the period	42.9	70.5

The Group is mainly exposed to tax in the UK and Netherlands. The actual tax charge differs from the expected tax charge computed by applying the average UK corporation tax of 19% (2021: 19%) as follows:

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Expected tax (credit) / charge at UK corporation tax rate of 19% (2021: 19%)	(254.1)	5.9
Impairment of goodwill	288.5	-
Non-deductible items	4.7	3.1
Visa Europe non-deductible CVR obligations	14.0	23.6
Group relief	6.0	-
Overseas tax at higher rates	1.3	3.1
Rate change adjustment	(20.3)	27.8
Adjustments in respect of prior periods	2.8	7.0
Actual tax charge for the year	42.9	70.5

The tax charge reduced by \$27.6m in 2022 from a \$70.5m charge in 2021, representing both current tax and deferred tax charges. The main reasons for this difference are impact of rate changes. The effective tax rate in 2022 is negative 3.9% (2021, positive 228.9%). The effective tax rate in the current year is impacted by goodwill impairment impacting profit before tax which is added back. In the prior year, the rate is high mainly due to non-deductible items and rate change adjustments outweighing expected corporation tax charges.

Provisions established for uncertain items are made using a best estimate of the tax expected to be paid, based on a qualitative assessment of all relevant information and management's judgement. The Group reviews the adequacy of these provisions at the end of each reporting period and adjusts them based on changing facts and circumstances.

Note 2h**Current tax**

	31 December 2022 \$m	31 December 2021 \$m
Current tax assets	16.1	18.6

Note 2i**Deferred tax**

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for:

- the initial recognition of goodwill;
- the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and
- differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax charges and credits are recognised in the income statement unless they arise from a transaction recognised directly in equity, in which case the associated deferred tax is also recognised directly in equity. Deferred tax assets and liabilities are analysed in the consolidated balance sheet, after offset of balances within entities and tax jurisdictions, as follows:

	31 December 2022 \$m	31 December 2021 \$m
Deferred tax assets	98.0	74.2
Deferred tax liabilities	(233.4)	(363.3)
	(135.4)	(289.1)

The Group has an unrecognised deferred tax asset of \$0.1m (2021: \$0.1m) which relates to losses carried forward. The deferred tax asset on the tax losses has not been recognised due to uncertainty over future utilisation.

Deferred tax assets and liabilities, before offset of balances within entities and tax jurisdictions, are as follows:

	Accelerated capital allowances \$m	Provisions/ other \$m	Intangibles \$m	Visa Europe \$m	Total \$m
At 1 January 2021	25.5	74.2	(343.1)	(13.1)	(256.5)
(Charge)/credit to income statement	(3.6)	(24.2)	32.2	(36.1)	(31.7)
Adjustment in respect to prior years	-	(0.2)	(2.8)	-	(3.0)
Foreign exchange rate impact	-	-	2.1	-	2.1
At 31 December 2021	21.9	49.8	(311.6)	(49.2)	(289.1)
(Charge)/credit to income statement	(5.7)	29.4	61.0	31.9	116.6
Adjustment in respect to prior years	4.6	(3.0)	1.0	-	2.6
Foreign exchange rate impact	(2.1)	(0.3)	33.4	3.5	34.5
At 31 December 2022	18.7	75.9	(216.2)	(13.8)	(135.4)

The deferred tax balance is analysed as follows:

Deferred tax asset	18.7	79.3	-	-	98.0
Deferred tax liability	-	(3.4)	(216.2)	(13.8)	(233.4)
At 31 December 2022	18.7	75.9	(216.2)	(13.8)	(135.4)

Factors affecting future tax charges

In the March 2021 UK budget announcement, the Chancellor at the time confirmed that the rate of corporation tax will increase to 25% from 1 April 2023. This measure had been made under a Budget resolution which has statutory effect under the provisions of the Provisional Collection of Taxes Act 1968. Since this change was substantively enacted by the balance sheet date, deferred tax balances have been calculated at a rate of 25% for the period ended 31 December 2022 or a hybrid between the 19% and 25% rates where deferred tax balances are expected to partially unwind before the date of rate change.

Section 3 – Non-current assets

This section shows assets used by the Group to generate revenue and profits. These assets include customer relationships, brands, computer software and goodwill. The Group's physical assets are also shown in this section.

Note 3a

Goodwill

Goodwill arising on the acquisition of a business represents any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, less any non-controlling interest. Goodwill is carried at the cost established at the date of acquisition of the business less accumulated impairment losses, if any, and is not amortised. As required under IAS 36, goodwill is assessed for impairment at least annually at the end of each reporting period.

Should the value in use be lower than the carrying value, the resultant impairment loss is first allocated to goodwill, then to the remaining assets of the cash-generating unit ("CGU") pro-rata based on their carrying amount. No asset is impaired below its own recoverable amount. The impairment loss is recognised immediately in the income statement. Impairment losses on goodwill cannot be reversed in subsequent periods.

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. Determining the net assets of the CGUs is a significant judgement of management. The value in use calculations are performed at least annually and require the Directors to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value.

Forecasted information has been calculated over five years after the reporting date and a terminal growth rate has been applied. The compound annual growth rate "CAGR" for individual growth of revenue, operating costs, capital expenditure and working capital from prior years' historical performance is used to calculate value in use. Growth rates calculated from CAGR in excess of inflation have been tapered towards the long-term inflation rate over the forecasted periods.

	\$m
Reconciliation of carrying amount	
At 1 January 2021	9,044.7
Foreign exchange impact	(195.5)
At 31 December 2021	8,849.2
Impairment	(1,518.7)
Foreign exchange impact	(841.5)
At 31 December 2022	6,489.0

As 31 December 2022, goodwill was impaired by \$1.5bn, exclusively in the Global eCom CGU.

The Group's goodwill comprises the following CGUs:

- Global eCom – this represents card-not-present services offered to customers in the eCommerce market.
- Merchant UK – which refers to our merchant portfolio primarily consisting of card-present offerings in the UK, ranging from small and medium-sized enterprises to larger corporate retailers.

The impairment recognised during the year is representative of a shift in key assumptions used to assess the underlying value-in-use of CGUs. The significant assumptions assessing impairment of these CGUs in 2022 are:

- The risk-free rate of return adopted within the discount rate applied. An increase in the risk-free rate is representative of increases in government bond rates, ensuing from the prevailing macroeconomic uncertainty inherent within the assessment period.
- The future revenue growth outlook was revised down and adjusted for long-term inflation.
- The long-term growth rate in line with long-term inflation.

The carrying value of goodwill allocated to cash-generating units is as follows:

	31 December 2022 \$m	31 December 2021 \$m
Global eCom	4,795.4	6,961.3
Merchant UK (formerly "Merchant International")	1,693.6	1,887.9
	6,489.0	8,849.2

Note 3a (continued)

The key assumptions used in the value in use calculation are:

Global eCom

	CAGR in revenue	CAGR in fixed costs	CAGR in variable costs	Terminal growth rate	Pre-tax discount rate
31 December 2022	9.6% - 3.0%	5.1% - 2.1%	10.2%	2.1%	9.1%
31 December 2021	8.8%	8.8%	4.0%	2.0%	6.4%

Merchant UK

	CAGR in revenue	CAGR in fixed costs	CAGR in variable costs	Terminal growth rate	Pre-tax discount rate
31 December 2022	5.6% - 1.9%	5.6% - 1.9%	10.1%	1.9%	8.3%
31 December 2021	4.3%	4.3%	4.0%	2.0%	7.0%

The sensitivity of goodwill carrying values to reasonably possible changes in key assumptions has been performed below. Base cases are as per the assumptions table above.

Global eCom

Measure	Sensitivity	Headroom / (Impairment) \$m
Revenue growth	+ 2.0% growth on all 5 year forecasted periods	(528.7)
	- 2.0% growth on all 5 year forecasted periods	(2,440.8)
Discount rate	+ 1.0% change in discount rate	(2,237.8)
	- 1.0% change in discount rate	(561.7)
Terminal rate	+ 0.5% change in terminal rate	(1,169.4)
	- 0.5% change in terminal rate	(1,821.7)

Merchant UK

Measure	Sensitivity	Headroom / (Impairment) \$m
Revenue growth	+ 1.0% growth on all 5 year forecasted periods	2,595.0
	- 1.0% growth on all 5 year forecasted periods	1,906.3
Discount rate	+ 1.0% change in discount rate	1,674.9
	- 1.0% change in discount rate	3,026.6
Terminal rate	+ 0.5% change in terminal rate	2,533.6
	- 0.5% change in terminal rate	1,997.4

Note 3b**Other intangible assets**

Intangible assets acquired in a business combination and recognised separately from goodwill include brands and customer relationships. These are initially recognised at their fair value at the acquisition date. Subsequently, they are reported at cost less accumulated amortisation and impairment losses, if any. Amortisation is recognised on either a straight-line basis or using a double-declining method over the estimated useful economic life ("UEL"). The double-declining method is an accelerated amortisation used on customer portfolios with a shorter estimated UEL. The amortisation method are reviewed at the end of each reporting period, with any changes being accounted for on a prospective basis.

The useful lives applied by the Group are: Customer relationships: 5 to 8 years; Brands: 10 years; and Computer software: 5 to 8 years (with the exception of specific assets subject to revised UELs, see "change in estimates" below). The weighted average useful life of customer relationships is 7 years.

Change in estimates

During the 2021, the estimated UEL for specific assets within computer and software was assessed and revised to be shorter than initially assigned to the assets when first recognised. Management reviewed all assets in line with Group investment strategy and certain assets were considered non-strategic to the Group. The date at which they were expected to fully amortise was revised to 31 December 2022, and the UELs and amortisation charges were revised accordingly. The change in UEL has led to an amortisation charge recognised in the year of \$16.6m (2021: \$9.3m) in excess of the charge, had the UEL remained unchanged.

Development costs are capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use the asset. These development costs are related to the design and testing of identifiable software products controlled by the Group, inclusive of directly attributable employee costs, before being recognised as intangible assets. However, any costs incurred in the research phase or as maintenance are expensed as incurred.

	Business combination intangibles		Computer software	Total
	Customer relationships	Brands	software	
	\$m	\$m	\$m	\$m
Cost				
At 1 January 2021	2,443.4	337.7	866.0	3,647.1
Additions	-	-	136.6	136.6
Disposals	-	-	(17.4)	(17.4)
Foreign exchange impact	(24.7)	(3.4)	(10.9)	(39.0)
At 31 December 2021	2,418.7	334.3	974.3	3,727.3
Additions	-	-	236.8	236.8
Disposals	-	-	(18.0)	(18.0)
Foreign exchange impact	(253.3)	(35.0)	(107.4)	(395.7)
At 31 December 2022	2,165.4	299.3	1,085.7	3,550.4
Accumulated amortisation				
At 1 January 2021	(1,163.4)	(99.9)	(197.2)	(1,460.5)
Charge for the period	(323.6)	(34.1)	(153.2)	(510.9)
Disposals	-	-	14.4	14.4
Foreign exchange impact	11.7	1.6	4.7	18.0
At 31 December 2021	(1,475.3)	(132.4)	(331.3)	(1,939.0)
Charge for the year	(275.7)	(30.6)	(161.5)	(467.8)
Disposals	-	-	18.0	18.0
Foreign exchange impact	160.8	14.6	38.3	213.7
At 31 December 2022	(1,590.2)	(148.4)	(436.5)	(2,175.1)
Net book value				
At 31 December 2022	575.2	150.9	649.2	1,375.3
At 31 December 2021	943.4	201.9	643.0	1,788.3

At 31 December 2022, \$80.9m (2021: \$105.8m) of intangible assets under the course of construction are shown within computer software. These assets are not yet being amortised. During the year ended 31 December 2022, \$117.4m of intangible assets under construction were brought into use, categorised under computer software (2021: \$56.6m).

Note 3c

Property, plant and equipment

Property, plant and equipment is initially recognised at cost. Cost includes all expenditure directly attributable to bringing the asset to the location and working condition for its intended use. Subsequent measurement of property, plant and equipment is at cost less accumulated depreciation and impairment losses.

Subsequent expenditure is capitalised only when it is probable that it will give rise to future benefits, i.e., maintenance expenditure is excluded but enhancement costs that meet the criteria are capitalised.

Property, plant and equipment is depreciated to its residual value over its useful life on a straight-line basis. Estimates of the useful life and residual value, as well as the method of depreciation, are reviewed as a minimum at the end of each reporting period. Any changes are classified as a change in accounting estimate and so are applied prospectively.

Depreciation rates for each category of property, plant and equipment are as follows:

Leasehold improvements	5 to 15 years
Computers and office equipment	3 to 5 years

Depreciation begins when the asset is ready for use and ceases on disposal of the asset, classification as held for sale or the end of its useful life, whichever is the sooner.

The gain or loss on disposal is the difference between the net proceeds received and the carrying amount of the asset.

Note 3c**Property, plant and equipment (continued)**

	Leasehold improvements \$m	Computers and office equipment \$m	Total \$m
Cost			
At 1 January 2021	79.9	158.4	238.3
Additions	0.4	52.8	53.2
Disposals	(4.2)	(0.8)	(5.0)
Foreign exchange impact	(1.1)	(3.0)	(4.1)
At 31 December 2021	75.0	207.4	282.4
Additions	3.2	16.6	19.8
Disposals	(3.0)	(1.0)	(4.0)
Foreign exchange impact	(8.5)	(22.1)	(30.6)
At 31 December 2022	66.7	200.9	267.6
Accumulated depreciation and impairment losses			
At 1 January 2021	(32.2)	(80.7)	(112.9)
Charge for the year	(7.2)	(33.7)	(40.9)
Impairment to right-of-use asset	(1.2)	-	(1.2)
Disposals	2.9	0.3	3.2
Foreign exchange impact	0.4	2.1	2.5
At 31 December 2021	(37.3)	(112.0)	(149.3)
Charge for the year	(6.4)	(27.8)	(34.2)
Impairment to right-of use asset	(5.0)	-	(5.0)
Disposals	1.2	0.2	1.4
Foreign exchange impact	3.7	12.3	16.0
At 31 December 2022	(43.8)	(127.3)	(171.1)
Net book value			
At 31 December 2022	22.9	73.6	96.5
At 31 December 2021	37.7	95.4	133.1

At 31 December 2022, \$8.9m (2021: \$4.3m) of assets under the course of construction are shown within computers and office equipment. These assets are not yet being depreciated.

When assets under the course of construction become available for use, they are analysed as to whether the initial classification as either leasehold improvements or computers and office equipment. For assets brought into use in 2022, these are predominantly within computer and office equipment for \$30.9m of such assets (2021: \$10.9m) and these have been allocated accordingly.

Impairment of non-current assets

The Group assesses its other intangible assets and property, plant and equipment for indicators of impairment at least annually. If such indicators exist, the recoverable amount of the asset or its CGU when the asset does not generate largely independent cash flows, is estimated. The recoverable amount is the higher of the fair value less costs of disposal and the value in use. Value in use is the present value of the future cash flows from the asset or the CGU, discounted at the appropriate pre-tax rate.

The Group recognises any impairment loss resulting from these reviews in the income statement. Impairment losses, except those arising on goodwill, may be reversed in subsequent periods. However, the revised carrying value of the asset may not exceed the carrying value had the original impairment not arisen. An exercise was undertaken to ascertain whether there were any indicators of impairment of the intangible assets and property, plant and equipment.

Note 3d

Other non-current assets

Contract costs are amortised over the period of the merchant contract. In the current year, the amount of amortisation was \$5.8m (Year ended 2021: \$3.1m)

	31 December 2022 \$m	31 December 2021 \$m
Contract costs	16.4	4.7

The increase in 2022 represents a higher rate of capitalised commissions and conversion costs as a consequence of higher rates of securing and boarding new merchants.

Note 3e

Capital commitments

As at 31 December 2022, there were commitments for capital expenditure contracted for, but not incurred, of \$38.5m (2021: \$11.7m) principally relating to computer software.

Section 4 – Trading assets and liabilities

This section shows the assets used to generate the Group's trading performance and the liabilities incurred as a result.

Note 4a

Cash and settlement balances

Merchant float (a component of cash and cash equivalents), scheme debtors and merchant creditors represent intermediary balances arising in the merchant settlement process.

	31 December 2022 \$m	31 December 2021 \$m
Merchant float	2,114.7	2,260.6
Own cash (as previously reported under cash and cash equivalents without merchant float)	1,504.8	812.5
Total cash and cash equivalents	3,619.5	3,073.1

Merchant float represents surplus cash balances that the Group holds on behalf of its customers, when the incoming amount from the card networks precedes when the funding to customers falls due. The funds are held in a fiduciary capacity.

	31 December 2022 \$m	31 December 2021 \$m
Merchant float	2,114.7	2,260.6
Scheme debtors	2,066.2	516.2
Merchant creditors	(4,180.6)	(2,776.8)

Scheme debtors consist primarily of:

- The Group's receivables from the card networks for transactions processed on behalf of customers, where it is a member of that particular network;
- The Group's receivables from the card networks for transactions where it has (by exception) funded customers in advance of receipt of card association funding; and
- Other net receivables from the card networks.

Merchant creditors consist primarily of:

- The Group's liability to customers for transactions that have been processed but not yet funded by the card franchises, where it is a member of that particular network;
- The Group's liability to customers for transactions for which it is holding funding from the sponsoring bank under the sponsorship agreement but has not funded customers on behalf of the sponsoring bank; and
- Merchant reserves and the fair value of the Group's guarantees of cardholder chargebacks. These are amounts held as deposits from customers, either from inception of Worldpay's working relationship with them or accrued throughout the relationship due to payment issues arising or potential chargebacks.

Note 4b**Trade and other receivables**

Trade and other receivables are initially recognised at fair value in the year to which they relate. They are subsequently held at amortised cost, less any allowance for expected credit losses. The allowance for expected credit losses is presented net with the related receivables on the balance sheet.

Trade receivables primarily include amounts due from merchants for services provided to process transactions. There are no significant concentrations of credit risk. Security held includes static and charge-over deposits held by the Group, standby letters of credit, bank guarantees and fixed reserves.

	31 December 2022 \$m	31 December 2021 \$m
Financial assets		
Trade receivables	468.5	504.0
Accrued income	49.4	156.4
Intercompany receivables from fellow FIS Group companies	-	100.5
Non-financial assets		
Prepayments	27.4	27.2
Other receivables	18.5	24.3
Total	563.8	812.4

The ageing of trade receivables at the reporting date is as follows:

	31 December 2022			31 December 2021		
	Gross Trade receivables \$m	Allowance for ECL \$m	Net Trade receivables \$m	Gross Trade receivables \$m	Allowance for ECL \$m	Net Trade receivables \$m
Not yet due	296.1	(5.0)	291.1	222.6	(5.1)	217.5
1-30 days	154.9	(7.7)	147.2	150.3	(2.4)	147.9
31-60 days	29.1	(6.3)	22.8	68.5	(4.3)	64.2
60-90 days	12.4	(5.0)	7.4	26.9	(3.6)	23.3
90+ days	-	-	-	57.6	(6.5)	51.1
Trade receivables	492.5	(24.0)	468.5	525.9	(21.9)	504.0

The movement in the allowance for expected credit losses can be further analysed as follows:

	31 December 2022 \$m	31 December 2021 \$m
At 1 January 2022 (at 1 January 2021)	21.9	21.4
Additional provision in the period	45.2	75.8
Amounts released from provision	(28.0)	(72.7)
Foreign exchange	(15.1)	(2.6)
At 31 December	24.0	21.9

Note 4c**Trade and other payables**

Trade and other payables are recognised initially at fair value in the period to which they relate and mainly consist of amounts owed to suppliers that have been invoiced or are accrued. Taxes and social security amounts are also included. They are subsequently held at amortised cost using the effective interest rate method. They are derecognised when payment has been made.

	31 December 2022 \$m	31 December 2021 \$m
Financial liabilities		
Trade payables and accruals	161.0	242.7
Amounts owed to Group companies	200.6	-
Payroll creditors	49.5	41.8
Merchant deposits	201.6	127.2
Non-financial liabilities		
VAT payable	11.8	40.0
Deferred income	2.0	0.2
Total	626.5	451.9

Note 4d**Provisions**

The Group recognises a provision for a present obligation resulting from a past event when it is probable that it will be required to transfer economic benefits to settle the obligation and the amount of the obligation can be estimated reliably.

Merchant potential liabilities are expected chargebacks in relation to merchant accounts where any related trade receivable balance has already been fully provided (Note 4b). A settlement provision is held in respect of additional costs arising from financial transformation activities undertaken. Dilapidations are recognised where there is an obligation to repair and restore leased properties to their pre-occupancy state at the end of the lease term.

	Merchant potential liabilities \$m	Potential litigation and penalties \$m	Settlement provision \$m	Dilapidations \$m	Total \$m
At 1 January 2021	34.1	8.6	-	2.4	45.1
Utilised in the period	(25.0)	-	-	-	(25.0)
Additions	1.1	5.1	-	-	6.2
Released	(4.1)	(3.7)	-	-	(7.8)
Foreign exchange	0.5	0.2	-	-	0.7
At 31 December 2021	6.6	10.2	-	2.4	19.2
Additions	1.9	1.0	20.0	2.0	24.9
Utilised in the period	-	-	(8.0)	-	(8.0)
Released	(6.1)	(4.7)	-	-	(10.8)
Foreign exchange	(0.5)	(0.9)	0.4	(0.3)	(1.3)
At 31 December 2022	1.9	5.6	12.4	4.1	24.0

	31 December 2022 \$m	31 December 2021 \$m
Current	22.0	16.8
Non-current	2.0	2.4
Total	24.0	19.2

The Group expects to settle a substantial portion of amounts currently provided against within a 12-month period, with a remainder of \$2.0m (2021: \$2.4m) relating to non-current liabilities held for dilapidations.

Section 5 – Financing and equity

This section details the Group's debt and the related financing costs. It also shows the Group's capital.

Note 5a

Finance income/(costs)

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Finance income – Visa Europe		
Fair value gain on Visa Inc. preference shares	127.5	126.5
Dividend income on Visa Inc. preference shares	2.3	3.0
Foreign exchange gains / (losses)	3.0	(3.6)
Finance income – Visa Europe (see Note 5i)	132.8	125.9
Finance costs – CVR liabilities (see Note 5i)	(65.3)	(76.4)
Finance costs – Other		
Effective interest on borrowings	(223.9)	(221.6)
Effective interest on finance leases	(1.8)	(2.4)
Foreign exchange losses	-	(17.3)
Other finance costs	(1.3)	(0.8)
Finance costs – Other	(227.0)	(242.1)
Finance income - Other		
Fair value gain on investment	5.2	-
Finance income – Other	5.2	-

Note 5b

Net debt

Net debt represents total borrowings (including lease liabilities) offset by cash and cash equivalents. It is a useful measure of the progress in generating cash, strengthening of the Group Balance Sheet position, overall net indebtedness and gearing including lease liabilities. Net cash/(debt), when compared to available borrowing facilities, also gives an indication of available financial resources to fund potential future business investment decisions and/or potential acquisitions.

	Cash and cash equivalents \$m	Intercompany borrowings \$m	Overdraft \$m	Leases \$m	Total \$m
At 1 January 2021	3,188.8	(4,679.0)	(11.3)	(76.4)	(1,577.9)
Cash flows	(40.2)	779.4	(88.9)	15.0	665.3
Finance costs	-	(221.6)	-	(2.4)	(224.0)
Exchange movements	(75.5)	5.3	-	2.2	(68.0)
At 31 December 2021	3,073.1	(4,115.9)	(100.2)	(61.6)	(1,204.6)
Cash flows	873.7	61.3	57.9	10.1	1,003.0
Finance costs	-	(223.9)	-	(1.8)	(225.7)
Exchange movements	(327.3)	(3.4)	-	7.0	(323.7)
At 31 December 2022	3,619.5	(4,281.9)	(42.3)	(46.3)	(751.0)

Note 5b (continued)

The Group has access to a revolving credit facility from its ultimate parent which is used day-to-day to support operating activities and fund any short-term operational cash requirements which may arise due to timing of settlement. Funds are drawn upon and repaid regularly throughout the year. These drawdowns and repayments are considered to be cashflows for which the turnover is quick, the amounts are large and the maturities are short and are therefore shown net within cash flows from financing activities. Amounts drawn down under the revolving credit facility for other purposes are assessed separately to determine whether these criteria are met.

Note 5c**Borrowings**

The Group classifies its borrowings between unsecured Intercompany loan notes, senior unsecured notes and bank overdraft facility. These are held at amortised cost using the effective interest method. The overdraft facility does not incur interest charges from banks due to the Group holding other positive cash accounts with the right of offset. Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised to form part of the cost of that asset. Capitalisation starts when the asset is actively being built or prepared for use and suspended when developed activities stop. Interest accruals and other costs related to borrowings are shown as finance costs in the income statement. The effective interest calculation on senior and subordinated borrowings includes capitalised finance costs.

	Intercompany borrowings \$m	Overdraft facility \$m	Total \$m
Current	(276.9)	(100.2)	(377.1)
Non-current	(3,839.0)	-	(3,839.0)
At 31 December 2021	(4,115.9)	(100.2)	(4,216.1)
Current	(442.9)	(42.3)	(485.2)
Non-current	(3,839.0)	-	(3,839.0)
At 31 December 2022	(4,281.9)	(42.3)	(4,324.2)

The key terms on the Group's senior bank borrowings are as follows:

Facility	\$m	CCY	Repayment type	Expiration	Coupon rate
Intercompany loan note	541.0	USD	Bullet	24 April 2030	2.47%
Intercompany loan note	389.3	USD	Bullet	16 January 2028	5.95%
Intercompany loan note	2,942.7	USD	Bullet	16 January 2028	5.95%
Intercompany revolving credit facility	408.9	Various	N/A	N/A	Published reference rate + commercially reasonable spread
Bank overdraft facility	42.3	Various	N/A	N/A	
Total	4,324.2				

Undiscounted cash outflow to repay the Group's borrowings, including future interest payments to the relevant maturity dates, are disclosed below.

Cash outflow due in:	\$m
2023	(668.6)
2024	(210.4)
2025	(209.8)
2026	(209.8)
2027	(209.8)
Beyond 2027	(4,007.2)
Total	(5,515.6)

Own cash and cash equivalents

The Group presents own cash and cash equivalents in the cash flow statement as net of any bank overdrafts that are being utilised at the end of the period. These bank overdrafts are repayable on demand and form an integral part of the Group's cash management.

	Year ended 31-Dec-22 \$m	Year ended 31-Dec-21 \$m
Own cash and cash equivalents in the cash flow statement (2021: restated*)	3,577.2	2,972.9
Bank overdrafts repayable on demand	42.3	100.2
Own cash and cash equivalents in the statement of financial position	3,619.5	3,073.1

* The prior year's statement of cash flow has been restated, refer to note 1a.

Note 5d**Lease arrangements****Accounting policy**

At inception of a contract the Group assesses whether a contract is or contains a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset the Group assesses whether:

- The contract involves the use of an identified assets - this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Group has the right to obtain substantially all of the economic benefits from the use of the assets throughout the period of use; and
- The Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
 - o The Group has the right to operate the assets; or
 - o The Group designed the asset in a way that predetermines how and for what purpose it will be used.

This policy is applied to contracts entered into or changed on or after 1 January 2020.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relevant relative standalone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group has no short-term or low value leases, but in any event would elect to apply the related practical expedient in respect of these.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost which comprises the initial amount of the lease liability, adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying assets or to restore the underlying assets or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use assets or the end of the lease term. The estimated useful lives of rights of use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any and adjusted for certain remeasurement of the lease liability.

The Group recognises any impairment loss on right-of-use asset in the income statement under general, selling and administrative expenses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments including in-substance fixed payments
- variable lease payments that depend on an index or a rate initially measured using the index or the rate at the commencement date
- amount expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option and penalties for early termination of the lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in the future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee or if the Group changes its assessment of whether it will exercise a purchase extension or termination option.

When the lease liability is remeasured in this way a corresponding adjustment is made to the carrying amount of the rights of use assets or is recorded in profit or loss if the carrying amount of the right-of-use as it has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property within property plant and equipment in the statement of financial position and lease liabilities as a separate category.

Note 5d (continued)

Leases as a lessee

Right-of-use assets

	Total \$m
At 1 January 2021	42.5
Depreciation charge for the year	(6.4)
Impairment of ROU	(1.2)
Foreign exchange impact	(0.4)
At 31 December 2021	34.5
Reversal of right of use assets	(3.2)
Depreciation charge for the year	(5.6)
Impairment of ROU	(5.0)
Foreign exchange impact	(1.2)
At 31 December 2022	19.5

ROU assets represent exclusively premises in which the Group conducts business.

Lease liabilities

Maturity analysis - contractual - undiscounted cash flows

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Less than one year	7.1	12.1
One to five years	30.6	35.0
More than five years	15.0	26.2
Total undiscounted lease liabilities at 31 December	52.7	73.3
Lease liabilities included in the statement of financial position at 31 December:		
Current	5.4	10.2
Non-current	40.9	51.4

Amounts recognised in profit or loss

The following amounts have been recognised in profit or loss for which the Group is a lessee:

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Interest expense on lease liabilities	1.8	2.4

Amounts recognised in statement of cash flows

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Total cash outflow for leases	(10.1)	(15.0)

Note 5e**Financial instruments**

On initial recognition, financial assets and liabilities are classified into the relevant category and recognised at fair value. Their subsequent measurement, at either fair value or amortised cost, is dependent upon their initial classification. Amortised cost is calculated using the effective interest rate method. Individual non-derivatives and their treatment are explained in their separate notes.

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when there is a legally enforceable right to set off the recognised amounts and an intention to settle on a net basis. This policy is applied to amounts receivable and owed to and from fellow FIS group companies. Financial assets are derecognised when the Group transfers the financial asset or the contractual rights expire. Financial liabilities are derecognised when the obligation is discharged, cancelled or expires.

The Group's financial assets and liabilities are as follows:

Financial assets

	31 December 2022 \$m	31 December 2021 \$m
Trade receivables	468.5	504.0
Accrued income	49.4	19.2
Amounts receivable from group companies	-	100.5
Cash and cash equivalents	3,619.5	3,073.1
Financial assets – Visa Inc. preference shares (see Note 5i)	55.3	196.9
Investments in equity shares	21.0	17.2
Total	4,213.7	3,910.9

Financial liabilities

	31 December 2022 \$m	31 December 2021 \$m
Trade payables and accruals	161.0	242.7
Amounts owed to group companies	200.6	-
Payroll creditors	49.5	41.8
Merchant deposits	201.6	127.2
Leases (see Note 5d)	46.3	61.6
Borrowings (see Note 5c)	4,324.2	4,216.1
Financial liabilities – CVR liabilities (see Note 5i)	342.0	477.6
Total	5,325.2	5,167.0

i) Market risk

Market risk is the risk that changes in foreign exchange rates and interest rates will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

The Group's activities expose it primarily to the financial risk of changes in foreign currency exchange rates and interest rates.

Market risk exposures are measured using sensitivity analysis.

ii) Foreign currency risk management

The Group operates throughout the world, with major operations in the United Kingdom and Europe, and global customers requiring the Group's management of multiple foreign currencies under the normal course of business. Risks associated with operating in this manner include the translation of local currency balances of foreign subsidiaries, transaction gains and losses associated with intercompany loans with foreign subsidiaries and transactions denominated in currencies other than a location's functional currency.

Foreign currency risk is managed at an FIS Group level, focusing on two distinct areas: assets and liabilities, and customer transactions (relating to the payment business). The FIS Group manages the exposure to these risks through a combination of normal operating activities (such as multi-currency pooling and optimising intercompany position management) and the FIS policy includes the entering of foreign currency forward contracts and non-derivative and derivative investment hedges, although no forward contracts or hedges have been required in neither the current nor prior reporting period.

Note 5e**Financial instruments** (continued)**iii) Customer transactions**

Receipts from the card networks generally match merchant payments in each currency. Where there is a difference in settlement currency, the time between receipt and settlement is generally limited to a small number of days. Given the short-term nature of these balances there is no material gross credit, liquidity, foreign exchange or market risk associated with them. Therefore, these balances, i.e., merchant float, scheme debtors and merchant creditors, are excluded from this note.

iv) Foreign currency exposure

The Group has calculated its exposure to foreign currency movement by evaluating the net monetary asset or liability balances denominated in non-GBP values – as GBP remains the functional currency of the Group's largest subsidiary entities. Accordingly, any foreign exchange volatility experienced will necessitate a revaluation of these balances, with the impact reflected in the income statement. The sensitivity provided details the impact of a 5% strengthening of these currencies.

31 December 2022 (\$m)	EUR	USD	Other
Monetary assets	743.7	959.6	771.9
Monetary liabilities	(226.2)	(1,446.4)	(301.1)
Net monetary assets/(liabilities)	517.5	(486.8)	470.8
Currency impact (\$m)	25.9	(24.3)	23.5

31 December 2021 (\$m)	EUR	USD	Other
Monetary assets	230.5	1,525.3	486.8
Monetary liabilities	(292.6)	(1,184.2)	(172.4)
Net monetary assets	(62.1)	341.2	314.4
Currency impact (\$m)	(3.1)	17.1	15.7

The following significant exchange rates versus US Dollar applied during the year and the prior period:

	Average		Reporting date	
	2022	2021	2022	2021
EUR	1.05423	1.18320	1.07035	1.13430
GBP	1.23760	1.37573	1.20972	1.35121

v) Interest rate risk management

The Group is exposed to cash flow interest rate risk on borrowings and held at variable rates resulting in variable interest cash flows.

Interest rate sensitivity analysis

	31 December 2022 \$m	31 December 2021 \$m
Variable rate borrowings	(408.9)	(258.5)
Fixed rate borrowings	(3,915.3)	(3,957.6)
Total borrowings	(4,324.2)	(4,216.1)

A 1% increase in interest rates would result in an incremental increase of 0.09% (2021: 0.06%) on debt costs, as the senior unsecured notes have a fixed interest rate of 5.95%. The net impact of this would be increased costs of \$4.1m (2021: \$2.6m increase in costs).

Note 5e**Financial instruments (continued)****vi) Credit risk management**

Credit risk arises from failure of a merchant, partner bank or alternative payments provider to meet its obligations in accordance with agreed terms.

For financial assets other than trade receivables, the Group does not believe it has a material credit risk in relation to amounts owed by the card networks, partner banks and alternative payment providers as our contracts state we are only liable to settle to merchants on our receipt of those funds. In circumstances where funds to merchants have been settled prior to receipt of those funds from the card networks, partner bank or alternative payment provider a credit risk would arise. This risk is deemed to be extremely remote as these funds are generally settled within two days and thus it would require the sudden collapse of at least one significant card issuer or partner bank without any state intervention, and in the case of an alternative payment provider, non-adherence to guarantees stipulated in contracts with established firms. The Group regularly monitors and assesses counterparty and non-performance risk and our most significant network and bank partners are either State owned or have investment grade ratings.

For trade receivables, credit risk is managed at a merchant level with various mitigating controls including credit risk reviews at customer onboarding, regular proactive monitoring of customers, the ability to net settle or the contractual suspension of settlement of funds until debt is repaid. If the credit risk of a customer increases or chargeback and refund levels increase above the expected industry and customer levels, a customer will be then placed on a Credit Watch list. The customers on the Credit Watch list are followed closely and the credit risk team will be in close contact with the customer to get more insight and, if necessary, require more deposits/guarantee to cover the potential risk.

In order to estimate the lifetime expected credit losses, the Group uses a provision matrix using historically observed default rates of customers, adjusting for the likelihood of losses based on the age of the debt or customer profile.

Bad debt provisions are reviewed regularly. Indicators that there is no reasonable expectation of recovery include, but are not limited to:

- The age of debt, (including the aging thresholds at which debts are passed to debt collection agencies for particular customer types); and
- The financial health of the customer (e.g., whether the customer has ceased trading and so there are no settlement funds to reserve debt against).

Further information is included in the principal risks and uncertainties section of this report on page 7.

vii) Liquidity risk management

The Group's liquidity risk management focuses on two distinct areas: own cash and settlement cash for customers.

viii) Own cash

The Group is committed to ensuring it has sufficient liquidity to meet its payables as they fall due. This is achieved by holding significant cash balances and maintaining sufficient committed headroom. At 31 December 2022, the Group had own cash balances (excluding merchant float) of \$1,504.8m (2021: \$812.5m). Available headroom under the Group's revolving credit facility is \$1,041.1m (2021: \$1,691.5m).

ix) Settlement cycle

The Group has a short-term settlement cycle where card networks (predominantly Visa and Mastercard) remit cash and the Group pays merchants from these remittances within three days. The majority of funds are received prior to remittance to the merchant. The Group has access to a revolving credit facility with a fellow FIS group company of \$1.45bn to ensure payments can be processed whilst awaiting card network remittances.

x) Fair value disclosure

Except for long-term borrowings, the Group considers the fair value of financial instruments recognised on the statement of financial position, including receivables, scheme debtors, merchant creditors, cash and cash equivalents (including merchant float) and current payables, to be approximately equal to the carrying amounts.

	Carrying value	Level 1	Level 2	Level 3
Financial liabilities measured at amortised cost for which fair values are disclosed				
Long term borrowings (including interest accrued)	3,872.9	-	-	3,785.9

Except for those financial instruments for which the carrying amounts are mentioned in the above table, the Group considers that the carrying amounts recognised in the financial statements approximate their fair values.

Measurement hierarchy and valuation technique used to determine fair value

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for long term borrowings.

Valuation techniques used to determine fair values

Fair values of borrowings are based on discounted cash flow using a current borrowing rate. They are classified as Level 3 values hierarchy due to the use of unobservable inputs, including own credit risk.

Note 5f
Share capital

	Nominal value \$	Number of shares	Par value \$m
Total ordinary shares in issue at 31 December 2021	1	8,057,305,194	8,057.3
Total ordinary shares in issue at 31 December 2022	1	8,057,305,194	8,057.3

At 31 December 2022, all ordinary shares are fully paid up at par. The holders of ordinary shares are entitled to dividends and one vote per share at meetings of the Company.

Note 5g
Capital resources

The Group's capital consists of equity, comprising issued share capital and retained earnings. The regulated entities within the Group are required to maintain minimum regulatory capital. This ensures the Company and the Group have sufficient capital resources for the activities required to undertake payment services.

The Group's ongoing cash requirements include operating expenses, income taxes, tax receivable obligations, mandatory debt service payments, capital expenditure, regulatory requirements, working capital and timing differences in settlement-related balances. The principal sources of funds are cash generated by operations and borrowings, including capacity within the confines of the intercompany cash pooling arrangement and the intercompany loan agreements outlined in note 5c.

The capital employed in the Company, together with the reserves, ensure that a buffer to the minimum regulatory capital requirement is achieved.

Note 5h
Dividends

The Company paid no dividends in the year.

Note 5i
Visa Europe
Disposal of Visa Europe shares

As part of the Worldpay acquisition, the Group acquired certain assets and liabilities related to the June 2016 Worldpay (UK) Limited (a subsidiary of the Group, "WPUKL") disposal of its ownership interest in Visa Europe to Visa Inc. The proceeds from the disposal comprised a mixture of cash and non-cash consideration valued at €1,051.3m, including €589.7m up-front cash, €405.4m of Series B preferred stock in Visa Inc. and €56.2m deferred cash, which was received in June 2020. €547.5m of the up-front cash consideration and all of the preferred stock may be reduced by any final settlement of potential liabilities relating to ongoing interchange-related litigation involving Visa Europe. On disposal of the Visa Europe shares, WPUKL, along with the other former members of Visa Europe, entered into a Litigation Management Deed (LMD) and a Loss Sharing Agreement (LSA). Under this arrangement, potential losses from Visa Europe interchange litigation will be set against the preferred stock, through adjusting the ratio of conversion to ordinary stock. WPUKL also entered into a Loss Sharing Agreement (LSA) with other former UK members of Visa Europe.

Contingent Value Rights (CVRs)

The holders of the CVRs (a separate class of shares in Worldpay Group Ltd, "Legacy Worldpay") are entitled to 90% of the net post-tax proceeds of the disposal in accordance with the terms of the CVRs (subject to the Company's right of retention), with Legacy Worldpay retaining 10% of the net proceeds. The settlement of the CVR liabilities could take up till June 2028, depending on the settlement of the claims under the LSA.

The CVRs are non-voting and are not convertible into ordinary shares. Given the nature of the CVRs, they are classified as financial liabilities (CVR liabilities) recognised initially at fair value and subsequently at amortised cost, with the gain or loss recognised in 'Finance costs – CVR liabilities' in the Group's income statement.

The Visa Inc. preference shares and related component of the CVR liabilities are classified as Level 3 as the valuation is dependent upon both the value of Visa Inc. ordinary shares, which have a quoted price, the conversion ratio which will be adjusted for potential losses from Visa Europe interchange litigation under the LMD and LSA and the forward FX rate used to translate these potential losses, for which there are no identical transactions with regularly available market prices.

In order to fair value the Visa Inc. preference shares and related component of the CVR liabilities as at 31 December 2022, the Directors have engaged third-party valuation specialists and external counsel to assist in making the fair value determination for the preferred stock which considered a range of potential outcomes, including the likely value of the potential level of losses from Visa Europe interchange litigation that the Group may be liable for. The information on which the judgement is made is publicly available. There are a number of key assumptions in estimating the potential loss;

- The difference in merchant interchange fee for credit and debit cards claimed;
- The proportion of merchants that successfully claim damages against Visa; and
- The validity of defences presented against claimants.

The Directors have assessed a range of possible scenarios and have concluded on the most likely outcome based on the information available and the experience of external counsel in handling comparable litigations. The most likely outcome is broadly in the middle of the potential range and this position is consistent with the prior year.

Note 5i**Visa Europe (continued)**

It is reasonably possible that, if the Visa Europe interchange litigation progresses within the next financial year and more information becomes available about the likely value of the potential losses, changes in assumptions determining the fair value could require a material adjustment to the carrying amount of the Visa Inc. preference shares. The uncertainties inherent in the determination of the fair value of the Visa Inc. preference shares will not be resolved until the obligations under the LMD and LSA are extinguished which is dependent upon final resolution of all related claims.

Sensitivity analysis

The fair value of the 'Financial assets – Visa Inc. preference shares' and related component of the CVR liabilities is sensitive to significant estimates and inputs. At the reporting date, the Directors, as detailed in the section called Contingent Value Rights above, have assessed that reasonably possible changes to key assumptions could result in a reduction of the valuation of the preference shares to nil. Changes to the value of the Visa Inc. preference shares have an offsetting impact in the value of the related component of the CVR liabilities.

Accounting treatment

Consideration from disposal of Visa Europe shares

The preference stock received on disposal of our interest in Visa Europe has been recognised as a financial asset under the non-current 'Financial assets – Visa Inc. preference shares' category and has been classified as fair value through profit and loss. Subsequent movements on the fair value of the preferred stock are recognised in 'Finance income – Visa Europe' and the movement on the CVR liabilities is recognised in 'Finance costs – CVR liabilities' in the Group's income statement. The value of the Visa Inc. preference shares is based on the expected conversion ratio, which will be adjusted by Visa Inc. based on the potential losses from Visa Europe interchange litigation under the LMD.

When measuring the fair values of the financial asset – Visa Inc. preference shares as well as the LSA liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Visa Inc. preference shares are classified as Level 3 as the valuation is dependent upon both the value of Visa Inc. ordinary shares, which have a quoted price, the conversion ratio which will be adjusted for potential losses from Visa Europe interchange litigation under the LMD and the forward FX rate used to translate these potential losses, for which there are no identical transactions with regularly available market prices. The LSA liability is classified as Level 3 due to the lack of identical transactions with regularly available market prices.

In order to fair value the Visa Inc. preference shares and the LSA liability as at 31 December 2022, the Directors have engaged third-party valuation specialists and external counsel to assist in making the fair value determination for the preferred stock which considered a range of potential outcomes, including the likely value of the potential level of losses from Visa Europe interchange litigation that the Group may be liable for. There are two key assumptions in estimating the potential loss; the difference in merchant interchange fee for credit and debit cards claimed and the proportion of merchants that make a claim. Management have assessed a range of possible scenarios and have concluded that the mid-range estimate is the most appropriate, this is consistent with the prior year.

It is reasonably possible that, if the Visa Europe interchange litigation progresses within the next financial year and more information becomes available about the likely value of the potential losses, changes in assumptions determining the fair value could require a material adjustment to the carrying amount of the Visa Inc. preference shares and the LSA liability. The uncertainties inherent in the determination of the fair value of the Visa Inc. preference shares and the LSA liability will not be resolved until the obligations under the LMD and LSA are extinguished which is dependent upon final resolution of all related claims.

CVR liabilities

The CVR liabilities have been classified as financial liabilities at amortised cost based on a re-estimation of future cash flows, with any changes being recognised in 'Finance costs – CVR liabilities' in the income statement.

Transactions in 2022

In August 2022 Visa Inc. released a further portion of the preferred stock that was converted into common stock. The company sold the common stock for \$269m and paid 90% of the net-of-tax proceeds of \$196m to the CVR holder. The sale of stock and related payment to the CVR holder was recorded as a reduction of the CVR related assets and CVR liability, respectively, for the year ended 31 December 2022.

Note 5i**Visa Europe (continued)****Conclusion**

Based on the above, the following has been recognised in the Group's financial statements:

	31 December 2022 \$m	31 December 2021 \$m
Balance sheet		
Non-current assets		
Financial assets – Visa Inc. preference shares	55.3	106.9
Current assets		
Cash and cash equivalents (unrestricted at both balance sheet dates) *	378.6	381.6
Current liabilities		
Financial liabilities – CVR liabilities	(342.0)	(477.6)
Non-current liabilities		
Deferred tax liabilities	(17.3)	(49.2)
Net assets	74.6	51.7

* The cash and cash equivalents balance is no longer bound by restrictions and therefore is used operationally within the Group.

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
Income statement		
Fair value gain on Visa Inc. preference shares	127.5	126.5
Foreign exchange gain / (loss)	3.0	(3.6)
Dividend income on Visa Inc. preference shares	2.3	3.0
Finance costs – CVR liabilities	(65.3)	(76.4)
Profit before tax	67.5	49.5
Tax charge	(31.9)	(36.1)
Profit after tax	32.1	13.4

Section 6 – Group composition – subsidiaries, acquisitions and disposals

This section shows the Group's subsidiaries, details about subsidiaries the Group has acquired during the year and prior years and details about any subsidiaries that have been disposed of during the year and prior years.

Consolidation

The consolidated financial statements incorporate the financial statements of Worldpay International Group Limited and entities controlled by it (its subsidiaries).

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Total comprehensive income of subsidiaries is attributed to the owners of Worldpay International Group Limited and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

The year-end assets and liabilities of the entities are consolidated with those of Worldpay International Group Limited and presented in the consolidated balance sheet.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the IFRS policies used by the Group and for any fair value adjustments required on consolidation.

All intra-Group balances, income and expenses and the effect of any intra-Group profits on the balance sheet are eliminated in full on consolidation.

Note 6a
Investments in subsidiaries

The Group has subsidiaries per the table below.

These accounts are being used to guarantee those subsidiaries that are exempt from audit by virtue of s479A of Companies Act 2006. This is identified in the far-right column of the table below.

Company name	Country of Incorporation /registration	Registered place of business	Ordinary shares held	Exemption from audit under s479A pf
Worldpay International Payments Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay International Solutions Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay International Holdings Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay International Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay Group Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay Governance Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay (UK) Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay AP Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Payment Trust Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Ship Holdco Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Ship Midco Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay Finance Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay eCommerce Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
YESpay International Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Tayvin 346 Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Yes-Secure.com Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay Latin America Ltd	England and Wales	The Walbrook Building, 25 Walbrook, London, EC4N 8AF	100%	Exempt
Worldpay Argentina SRL	Argentina	c/o Bourel & Paris Laplace, Suipacha 1380, 2nd floor, (1011) City of Buenos Aires, Argentina	100%	N/A
Worldpay Pty Ltd	Australia	c/o TMF Corporate Services (Aust) Pty Ltd, Level 16, 201 Elizabeth Street, Sydney, NSW 2000, Australia	100%	N/A
Worldpay Holdings Brasil Participacoes Ltda	Brazil	Avenida Maria Coelho Aguiar, 215, bloco D4 andar, Jardim São Luis, São Paulo, 05805-000, Brazil	100%	N/A
Worldpay do Brasil Instituição de Pagamentos Ltda	Brazil	Avenida Maria Coelho Aguiar, 215, bloco D4 andar, Jardim São Luis, São Paulo, 05805-000, Brazil	100%	N/A
Worldpay Canada Corporation	Canada	1134 Grande Allee Ouest, Suite 600, Ville de Québec, QC, G1S 1E5, Canada	100%	N/A
Worldpay Marketing Consulting (Shanghai) Co Ltd	China	Room 607, 6/F (actual floor: 5/F), No. 1229 Century Avenue, China (Shanghai), Pilot Free Trade Zone, 200122, China	100%	N/A
FIS Worldpay Jersey Limited	Jersey	4 th Floor, St Paul's Gate, 22-24 New St., St Helier, JE1 4TR, Jersey	100%	N/A
Worldpay Jersey Ltd	Jersey	IFC 1, Level 1, Esplanade, St Helier, Jersey, JE2 3BX	100%	N/A
FIS Worldpay (Malaysia) Sdn Bhd	Malaysia	c/o Zico, Level 13A-6, Menara Milenium, Jalan Damalela, Pusat Bandar Damansara, 50490 Kuala Lumpur, Malaysia	100%	N/A

Note 6a**Investments in subsidiaries (continued)**

Company name	Country of Incorporation /registration	Registered place of business	Ordinary shares held	Exemption from audit under s479A pf
Worldpay SARL**	France	52, rue de la Victoire, TMF Pôle, 75009 Paris France	100%	N/A
Worldpay (HK) Ltd	Hong Kong	31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong	100%	N/A
Worldpay India Private Ltd	India	S-405(LGF), Greater Kailash Part II, New Delhi 110048, India	100%	N/A
Worldpay KK	Japan	JA Building 12F, 1-3-1 Otemachi, Chiyoda-ku Tokyo, Japan	100%	N/A
Ship Luxco 2 SARL	Luxembourg	4 Rue Jean-Pierre Probst, L-2352, Luxembourg	100%	N/A
Ship Luxco 3 SARL	Luxembourg	4 Rue Jean-Pierre Probst, L-2352, Luxembourg	100%	N/A
Worldpay BV	Netherlands	De Entree 248, 1101 EE, Amsterdam Netherlands	100%	N/A
Worldpay (NZ) Ltd	New Zealand	c/o TMF Group, Level 11, 41 Shortland Street, Auckland, 1010, New Zealand	100%	N/A
Worldpay Technology Bucharest SRL	Romania	Floors 3 & 4, AFI Park 4 & 5 offices building, 4A Timisoara Blvd. District 6 Bucharest, Romania	100%	N/A
Worldpay Pte Ltd	Singapore	8 Marina View, #31-01, Asia Square Tower 1 018960, Singapore	100%	N/A
Envoy Services South Africa (Pty) Ltd	South Africa	3rd Floor, 200 on Main, Cnr Bowwood and Mains Road, Claremont, Cape Town, 7708, South Africa	100%	N/A
Bibit Spain SL*	Spain	Jorge Juan 30, 28001, Madrid, Spain	100%	N/A
FIS Worldpay (Thailand) Co. Ltd	Thailand	11/1 Sathon Tai Road 10 Floor A I A Sathorn Tower SATHORN, BANGKOK, 10120 Thailand	100%	N/A
FIS Worldpay South Africa (Pty) Ltd	South Africa	3rd Floor 200 on Main, CNR Main and Bowwood Roads, Claremont, Western Cape, 7708	100%	N/A
FIS Merchant Solutions Mexico S.A. de C.V.	Mexico	180 Bosque de Ciruelos, Office PP101Bosque de las Lomas, Miguel Hidalgo, Mexico City, 11700, Mexico	100%	N/A

All significant subsidiary undertakings have 31 December as their financial year ends and all the above companies have been included in the Group consolidation.

* Worldpay Group Limited dissolved, liquidated and exited Bibit Spain SL as a subsidiary effective September 14, 2022.

** Worldpay SARL was de-registered on April 23, 2023.

The Group also has investments as disclosed in Note 6b.

Note 6b**Investments**

Investments are designated as held for fair value through profit and loss. Cost is used in the limited circumstances where an appropriate fair value cannot be estimated for unquoted security investments.

The table below sets out the aggregated amounts relating to investments:

	2022 \$m	2021 \$m
At 1 January	17.2	17.4
Fair value gain	5.2	-
Foreign exchange loss	(1.4)	(0.2)
At 31 December	21.0	17.2

All investment balances in both the current year and prior year solely relate to a minority-ownership investment in Featurespace, a leading machine-learning fraud prevention company based in the UK.

Section 7 – Other notes

This section includes disclosure on contingent liabilities, related parties and prior period adjustments.

Note 7a

Contingent liabilities

Contingent liabilities primarily comprise guarantees, letters of credit and other contingent liabilities, all of which arise in the Group's ordinary course of business. They are disclosed when the associated outflow of economic benefits is considered possible.

From time to time, the Group is subject to enquiries and examinations, requests for information, audits, investigations and legal and other proceedings by regulators, governmental and other public bodies in connection with (but not limited to) compliance with relevant legislation and regulation and business activities in which the Group is or has been engaged. The Group is cooperating with the relevant authorities and keeping all relevant agencies briefed as appropriate in relation to these matters and others described in this note on an ongoing basis. At the present time, Worldpay International Group Limited and its subsidiaries do not expect the ultimate resolution of any of these other matters to have a material adverse effect on the Group's financial position. However, in light of the uncertainties involved in such matters and the matters specifically described in this note, there can be no assurance that the outcome of a particular matter or matters (including formerly active matters or those matters arising after the date of this note) will not be material to the Group's results, operations or cash flow for a particular period, depending on, among other things, the amount of the loss resulting from the matter(s) and the amount of profit otherwise reported for the reporting period.

Chargeback liability

The Group is exposed to potential losses from merchant-related chargebacks. A chargeback occurs when a dispute between a cardholder and a merchant, including a claim for non-delivery of the product or service by the merchant, is not resolved in favour of the merchant and the transaction is charged back to the merchant resulting in a refund of the purchase price to the cardholder. If the Group is unable to collect this chargeback amount from the merchant due to closure, bankruptcy or other reasons, the Group bears the loss for the refund paid to the cardholder. The risk of chargebacks is typically greater for those merchants that promise future delivery of goods and services rather than delivering goods or rendering services at the time of payment.

Note 7b

Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions or one other party controls both. The definition includes subsidiaries, associates, joint ventures, the Directors and any other entities over which the Directors have significant influence.

A list of the Group's subsidiaries is in Note 6a and details of investment are in Note 6b.

There are no related party transactions with the Directors outside of their employment by the Group.

Related party payables outstanding:

	As at 31 December 2022 \$m	As at 31 December 2021 \$m
Ultimate parent of FIS Group, FNIS, Inc.	100.6	280.0
Other FIS Group entities	4,381.9	3,835.9
	4,482.5	4,115.9

In the prior period, \$100.5m was receivable from fellow FIS Group entities, refer to note 4b.

Charges recorded in the income statement from related parties:

	Year ended 31 December 2022 \$m	Year ended 31 December 2021 \$m
IFRS 2 charge for share-based payments from ultimate parent	13.6	18.4
Effective interest charges on intercompany borrowings with fellow FIS entities	223.9	221.6

Note 7c

Post balance sheet events

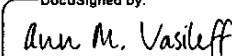
On 6 July 2023, FIS announced it had reached a definitive agreement to sell a majority stake in its Worldpay Merchant Solutions business to GTCR, LLC, a leading private equity firm. The completion of this transaction is expected by Q1 2024, subject to regulatory approvals and other customary closing conditions, and is expected to enhance the ability of Worldpay (inclusive of the Group) to further capitalise on the rapid transformation in the payment industry. No material impact is expected on these financials, and no adjustments have been made in respect of balances for the year ending 31 December 2022.

Company balance sheet

As at 31 December 2022

	Notes	2022 \$m	2021 \$m
Non-current assets			
Investment in subsidiary undertakings	c3	12,847.9	12,844.8
Deferred tax asset	c4	-	26.9
Total assets		12,847.9	12,871.7
Creditors: amounts falling due within one year			
Trade and other creditors	c5	(179.1)	(153.8)
Net current liabilities		(179.1)	(153.8)
Creditors: amounts falling after more than one year			
Intercompany borrowing	c6	(4,170.4)	(4,170.4)
Net assets		8,498.4	8,547.5
Capital and reserves			
Called-up share capital	c7	8,057.3	8,057.3
Retained earnings		441.1	490.2
Total shareholders' funds		8,498.4	8,547.5

The accompanying notes on pages 68 to 70 form an integral part of these financial statements. The financial statements were approved by the Board of Directors and authorised for issue on 20 October 2023. They were signed on its behalf by:

DocuSigned by:

 1E8CE9AF74E54EB
 Ann M. Vasileff

Director

Registered number
10887351

Company statement of changes in equity

For the year ended 31 December 2022

	Called-up share capital \$m	Retained earnings/ (deficit) \$m	Total \$m
At 1 January 2021	8,057.3	454.5	8,511.8
Profit for the year	-	35.7	35.7
At 31 December 2021	8,057.3	490.2	8,547.5
Loss for the year	-	(49.1)	(49.1)
At 31 December 2022	8,057.3	441.1	8,498.4

The accompanying notes on pages 68 to 70 form an integral part of these financial statements.

Notes to the Company financial statements

c1. Basis of preparation

Worldpay International Group Limited is a company incorporated in the United Kingdom under the Companies Act.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council.

The financial statements have therefore been prepared in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

No profit and loss account is presented for the Company as permitted by section 408 of the Companies Act 2006. The loss after tax for the Company was \$49.1m (year ended 2021: profit \$35.7m) which comprised dividends received of \$201.8m less interest expense of \$224.0m and a provision for taxation of \$26.9m. Prior year comprised dividend income of \$225.5m less interest expense of \$216.7m and deferred tax credit of \$26.9m.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, financial instruments, capital management, presentation of a cash flow statement, standards not yet effective and related party transactions. Where relevant, equivalent disclosures have been given in the consolidated financial statements of Worldpay International Group Limited, which the Company is consolidated in. We expect to continue to take advantage of this disclosure exemption for the foreseeable future.

The financial statements have been prepared on the historical cost basis, except for financial instruments which are measured at fair value.

Going concern

The Company has net current liabilities of \$179.1 million as at 31 December 2022 and made a loss for the year ended of \$49.1 million.

The Group's sources of funds which is used day-to-day to support operating activities and fund any short-term operational cash requirements which may arise due to timing of settlement include own cash of \$1.45 billion, loans from fellow FIS group companies of \$3.8 billion and a committed revolving credit facility funded from its ultimate parent of \$1.45 billion. Funds from the revolving credit facility are drawn upon and repaid regularly throughout the year. The loans from fellow FIS group companies and the revolving credit facility with the ultimate parent are not subject to financial covenants.

The Group and Company is dependent on the ultimate parent company providing continuing financial support to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements. Resulting from the sale disclosed within the post balance sheet events, the ultimate parent company is expected to change within this period. Despite this, the directors do not anticipate any changes in the Group's access to capital, with updated funding facilities within the revised organisational structure to be determined prior to completion of the transaction. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

On the basis of their assessment of the Company's financial position including the stress testing of the results of the ultimate parent company, the facts and circumstances noted above and of the enquiries made of the directors of the Company's ultimate parent, the Company's directors have a reasonable expectation that the Company will continue in operational existence and meet its liabilities as they fall due for the period of 12 months from the date of these financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing these annual financial statements.

Significant accounting policies

Investment in subsidiaries

Investments in subsidiaries are accounted for at cost less, where appropriate, provisions for impairment.

Dividends

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established. Dividends payable to the Company's shareholders are recognised as a liability and deducted from shareholders' equity in the period in which the shareholders' right to receive payment is established. No dividends have been declared in the year ended 31 December 2022 (2021: Nil).

Financial liabilities

On initial recognition financial liabilities are recognised at fair value and subsequently measured at amortised cost using the effective interest method.

c1. Critical accounting estimates and judgements

For the preparation of the Company's financial statements, the Directors are required to make judgements, estimates and assumptions. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Investments in subsidiaries are reviewed annually for impairment in line with IAS 36. The impairment of goodwill recognised at a group level triggers a potential impairment indicator for review by the Company. The value in use of the investment in subsidiaries is compared with the carrying amount.

c2. Dividends

The Company's dividend policy is to remit cash considered excess to operational and regulatory requirements to the immediate parent through to the US group to assist in Group liquidity.

c3. Investment in subsidiary undertakings

Investments in subsidiary undertakings are carried at cost less impairment. Movements during the year were as follows:

	\$m	
At 1 January 2021	12,844.8	
Additions	-	
At 31 December 2021	12,844.8	
Additions	3.1	
At 31 December 2022	12,847.9	

	31 December 2022 \$m	31 December 2021 \$m
Direct investments		
Worldpay International Holdings Limited	3,424.3	3,424.3
Worldpay International Payments Limited	5,501.1	5,501.1
Worldpay International Solutions Limited	3,919.4	3,919.4
FIS Worldpay (Thailand) Co. Ltd	3.0	-
FIS Worldpay South Africa (Pty) Ltd	0.1	-
FIS Worldpay Jersey Limited	-	-
FIS Merchant Solutions Mexico S.A. de C.V.	-	-
Total	12,847.9	12,844.8
Indirect investments		
Worldpay Group Ltd	N/A	N/A

The Company's subsidiaries Worldpay International Payments Limited and Worldpay International Solutions Limited both have split ownership investment in Worldpay International Limited. They hold no other investments.

This disclosure is also intended to clarify that Worldpay International Group Ltd does not hold the direct investment in Worldpay Group Ltd.

A list of subsidiary undertakings of the Company are shown in Note 6a to the Group's financial statements.

c4. Deferred tax

	31 December 2022 \$m	31 December 2021 \$m
Deferred tax asset	-	26.9

c5. Trade and other creditors

	31 December 2022 \$m	31 December 2021 \$m
Amounts due to Group undertakings	179.1	153.8

The amounts due to Group undertakings are payable immediately to fellow FIS companies and relate to:

- A loan note of principal amount \$126.9m repayable on-demand.
- \$49.1m interest on borrowings.
- \$3.1m of intercompany payable to which will be settled via the issue of shares in 2023.

c6. Intercompany borrowing

	31 December 2022 \$m	31 December 2021 \$m
Long term loan note	4,170.4	4,170.4

The company has the following loan notes as at 31 December 2022:

- Two loan notes comprising a total principal of \$3,300.0m both of which are repayable in January 2028 with fixed interest of 5.95% payable bi-annually.
- A loan note entered into in March 2020 of principal amount \$539.0m repayable in April 2030 with fixed annual interest of 2.47% payable annually. This note is listed on the Cayman Island Stock Exchange.
- A loan note entered into in September 2020 of principal amount \$331.4m repayable in October 2027 with fixed annual interest of 1.98% payable at maturity.

c7. Share capital

	Nominal value \$	Number of shares	Par value \$m
Total ordinary shares in issue at 31 December 2022 and at 31 December 2021	1	8,057,305,194	8,057.3

c8. Immediate parent and ultimate parent

The Company's immediate parent company is Worldpay Cayman Holdings Limited, a company incorporated in the Cayman Islands. The ultimate parent of Group has been Fidelity National Information Services, Inc. ("the ultimate Group") since the merger of FIS and Worldpay, Inc. on 31 July 2019. The consolidated financial statements of the ultimate Group are available to the public and may be obtained from 347 Riverside Avenue, Jacksonville, Florida 32202, USA.