

# **Worldpay Latin America Limited**

Annual report and financial statements  
Registered company number 9086632  
31 December 2019



## Contents

Company information	1
Strategic report	2
Directors' report	6
Statement of Directors' responsibilities	8
Profit and loss account	9
Other comprehensive income	9
Balance sheet	10
Statement of changes in equity	11
Notes to the financial statements	12

**Company information**

<b>Directors</b>	JPJ D’Antiochia M Mayo AM Vasileff
<b>Secretary</b>	Worldpay Governance Limited
<b>Country of registration</b>	England and Wales
<b>Company number</b>	9086632
<b>Registered office</b>	The Walbrook Building 25 Walbrook London EC4N 8AF

## Strategic report

The Directors of Worldpay Latin America Limited (“the Company”) present their Strategic report for the year ended 31 December 2019.

### Change of control

On 31 July 2019, the ultimate parent undertaking, Worldpay, Inc., became a wholly owned subsidiary of Fidelity National Information Services, Inc. (“the Group”) following a merger with that company.

### Business review

The Company provides business development and customer support for South American merchants on behalf of other Worldpay entities.

### Key performance indicators (KPIs)

The Company is part of a group that monitors performance at a level defined by the principal market segments in which the Group operates. KPIs are measured on the performance of such market segments rather than at a legal entity level.

Loss after tax for the year was £892,000 (2018: £287,000) and net liabilities of £1,550,000 (2018: £322,000).

### Future developments

Although the Company has reported a loss for the year, largely due to the impact of adverse exchange rates, given the nature of its activity and its integral position in the operation of the wider Group, the Directors are satisfied with the Company’s performance which is presented in the profit and loss account on page 9. The future objectives continue to be the growth and development of the business and the Directors consider it well positioned to take advantage of opportunities for further growth in the future.

### Principal risks and uncertainties

#### Risk management

The Company seeks to minimise its exposure to external financial risks and is party to the Worldpay Enterprise Risk Management Framework (ERMF) which drives the Group 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 in the Company, the Group expects every employee to be responsible for the management of risk. To facilitate this, the Company operates within Worldpay’s ‘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 our first line activities; and
- The Internal Audit function checks that the risk management process and the risk management and internal control framework are effective and efficient.

Below is a list of the principal risks which Worldpay have identified. Further details can be found in Fidelity National Information Services, Inc.’s 10K document which can be obtained from 601 Riverside Avenue, Jacksonville, Florida 32204, USA.

#### Principal risks

##### Industry

Potential key risk: Worldpay’s acquiring business model is dependent on licensees/sponsors and the continuing support from the payment franchises such as Visa and Mastercard. Any infringement by Worldpay of the franchise rules and regulations, or the inability to correctly implement mandatory changes, could result in the loss of the card franchise support. This could result in unanticipated consequences such as the loss of licences or sponsors or the inability to obtain new ones, financial penalties or reputational damage.

##### Risk appetite

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

## Strategic report (continued)

### Principal risks (continued)

#### Industry (continued)

##### Potential impacts

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

#### Legal

Potential key risk: Worldpay fails to adhere to legal requirements leading to financial and/or reputational damage.

##### Risk appetite

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

##### Potential impacts

- Failure may result in Worldpay 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

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

##### Risk appetite

Worldpay has no appetite to knowingly breach the spirit and letter of the laws and regulations that apply to it.

##### Potential impacts

- Failure may result in Worldpay or its customers breaching regulations, resulting in reputational damage, loss of customers and financial penalties
- Non-compliance may result in loss of business licence.

#### Settlement

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

##### Risk appetite

Worldpay endeavours to settle to 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 key risk: Potential loss outside of agreed appetite arising from the failure of a merchant, card franchise, partner bank or alternative payments provider to meet its obligations in accordance with agreed terms.

##### Risk appetite

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

## Strategic report (continued)

### Principal risks (continued)

#### Credit (continued)

##### Potential impacts

- Increase in credit exposure leading to increase in financial loss
- Rejection of applications leading to decrease in profitability
- Merchant fails 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

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

##### Risk appetite

Worldpay 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 (e.g. GDPR).

##### 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

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

##### Risk appetite

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

##### Potential impacts

- Any disruption to the availability of Worldpay's global 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

Potential key risk: 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 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

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

##### Risk appetite

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

## Strategic report (continued)

### Principal risks (continued)

#### Third parties (continued)

##### Potential impacts

- Suppliers critical to Worldpay'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

Potential key risk: Worldpay 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

Worldpay seeks to create a great place to work, powered by great people. Worldpay balances the costs and risk to ensure that its employees are motivated and engaged and have the capability to deliver its 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

Potential key risk: Worldpay loses its relative competitive position.

##### Risk appetite

We have no appetite for allowing Worldpay'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
- Loss of customers because competitors innovate and develop new enhanced products
- Pricing and margin pressure.

#### UK membership of the European Union

Risks and uncertainties associated with the UK withdrawal from the European Union (Brexit) are considered in the Directors' report.

On behalf of the Board

DocuSigned by:

Juan Pablo D'Antiochia

E6CD101FF71947C ..

**Juan P D'Antiochia**

Director

Date: diciembre 18, 2020 | 13:25 EST

## Directors' report

The Directors of the Company present their report and the financial statements for the year ended 31 December 2019. The business review and principal risks and uncertainties which are required by law to be included in this report have been included instead in the Strategic report.

### Directors & Secretary

The Directors and Secretary who held office during the period and to the date of signing of these financial statements were as follows:

#### *Directors*

M Bring	(Resigned 1 November 2019)
JPJ D'Antiochia	
M Mayo	(Appointed 1 November 2019)
AM Vasileff	(Appointed 1 November 2019)

#### *Secretary*

Worldpay Governance Limited

### Dividends

No dividends were paid in the year (2018: *£nil*) and there have been no dividends approved since 31 December 2019 to the date of approval of these financial statements.

### Change of control

On 31 July 2019, the ultimate parent undertaking, Worldpay, Inc., became a wholly owned subsidiary of Fidelity National Information Services, Inc. ("the Group") following a merger with that company.

### UK membership of the European Union

Following the UK's departure from the European Union (EU) in January 2020, we have continued to analyse what this could mean for our business. A possible effect on Worldpay continues to be macro-economic disruption, which may impact a proportion of the merchants we serve in the UK and Europe, and therefore our transactional flows. As a significant proportion of the UK regulation Worldpay originates from EU directives, so the exit may also change the framework applicable to our UK operations. However, given the global nature of our business and our experience working across multiple regulatory regimes, our expectation remains that the UK's exit from the EU will not have a material effect on our business overall. Worldpay continues to offer best in class standards to its customers to ensure their needs are met.

In March 2019 EU customers served by our UK regulated business were referred to our Dutch entity and have from that date been served by that Dutch entity. The prudent approach taken by the business was in anticipation that the EU did not provide a reciprocal agreement with respect to payment processing upon the effective date the UK leaves the EU. We continue to monitor developments in the ongoing transition period ending 31 December 2020.

### Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

### Political contributions

The Company made no political donations during the year.

### Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

### Going concern

The Directors have prepared forecasts for the Group by business unit, covering a period of more than 12 months from the date of signing of these financial statements. Although the Company had net liabilities of £1,550,000 (2018: £322,000), on the basis of their assessment of the Company's financial position, the Directors have a reasonable expectation that the Company will be able to continue in operational existence for a minimum period of 12 months from the date of signing and therefore the financial statements have been prepared on the going concern basis.



## Directors' report *(continued)*

### Subsequent events

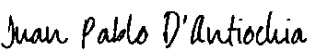
The coronavirus (Covid-19) has had no significant impact on the company's operations and activities subsequent to the end of the year. At this time, the Company is still assessing the nature or extent of any impacts and/or the time over which the company will be impacted. It is possible that the Company may be materially affected, as the impacts and remedies for the current situation are outside the company's control and are far reaching in both United Kingdom and globally. Based on the current available information, the Directors believe that the company will remain a going concern.

### Auditor

For the year ended 31 December 2019, the company was entitled to the exemption from an audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

By order of the Board

DocuSigned by:

  
E6CD101FF71947C...

**Juan P D'Antiochia**

Director diciembre 18, 2020 | 13:25 EST

Registered office: The Walbrook Building, 25 Walbrook, London, EC4N 8AF, United Kingdom

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

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

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the 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 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 company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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 company and to prevent and detect fraud and other irregularities.

**Profit and loss account**  
*for the year ended 31 December 2019*

	<i>Notes</i>	<b>2019 £000</b>	<b>2018 £000</b>
<b>Turnover</b>	<b>4</b>	<b>3,029</b>	2,479
Net operating expenses	5	<b>(3,535)</b>	(2,694)
<b>Operating loss</b>		<b>(506)</b>	(215)
Interest payable and similar charges	6	<b>(5)</b>	(10)
<b>Loss on ordinary activities before taxation</b>		<b>(511)</b>	(225)
Taxation	7	<b>(381)</b>	(62)
<b>Loss for the year</b>		<b>(892)</b>	(287)

**Other comprehensive income**  
*for the year ended 31 December 2019*

	<b>2019 £000</b>	<b>2018 £000</b>
<b>Loss for the year</b>	<b>(892)</b>	(287)
<b>Other comprehensive income</b>		
<i>Items that are or may be reclassified subsequently to profit or loss:</i>		
Foreign branch currency retranslation	<b>(336)</b>	148
<b>Total comprehensive losses for the year</b>	<b>(1,228)</b>	(139)

All results relate to continuing operations.

The accompanying notes on pages 12 to 19 form an integral part of these financial statements.

**Balance sheet**  
*at 31 December 2019*

	Notes	2019 £000	2019 £000	2018 £000	2018 £000
<b>Non-current assets</b>					
Property, Plant and Equipment	8	4		2	
Investments	9	1		1	
Deferred tax		-		156	
			5		159
<b>Current assets</b>					
Debtors	10	1,330		19	
Cash at bank and in hand		260		755	
			1,590		774
<b>Creditors: amounts falling due within one year</b>	11		(3,145)		(1,255)
<b>Net liabilities</b>			(1,550)		(322)
<b>Capital and reserves</b>					
Called up share capital	12		-		-
Capital contribution			608		608
Foreign exchange reserve			(270)		66
Profit and loss account			(1,888)		(996)
<b>Shareholders' deficit</b>			(1,550)		(322)

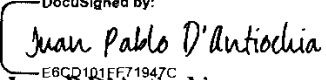
The accompanying notes on pages 12 to 19 form an integral part of these financial statements.

For the year ending 31 December 2019 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved by the Board of Directors and signed on its behalf by:

DocuSigned by:  
  
E6CD101EF71947C  
Juan P D'Antiochia  
Director  
Company number: 9086632  
diciembre 18, 2020 | 13:25 EST

**Statement of changes in equity**  
*for the year ended 31 December 2019*

	<b>Called up share capital £000</b>	<b>Capital contribution £000</b>	<b>Foreign exchange reserve £000</b>	<b>Profit &amp; loss account £000</b>	<b>Total equity £000</b>
At 1 January 2018	-	407	(82)	(709)	(384)
Loss for the year	-	-	-	(287)	(287)
Foreign currency translation	-	-	148	-	148
Capital contribution	-	201	-	-	201
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2018	-	608	66	(996)	(322)
Loss for the year	-	-	-	(892)	(892)
Foreign currency translation	-	-	(336)	-	(336)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2019</b>	<b>-</b>	<b>608</b>	<b>(270)</b>	<b>(1,888)</b>	<b>(1,550)</b>
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

The accompanying notes on pages 12 to 19 form an integral part of these financial statements.

## Notes to the financial statements

### 1 Accounting policies

#### *Basis of preparation*

Worldpay Latin America Limited ("the Company") is a company limited by shares and incorporated, domiciled and registered in England & Wales.

The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Strategic report.

These financial statements are presented in pounds Sterling which is the Company's functional currency. All information is given to the nearest thousand pounds.

These financial statements have been prepared in accordance with FRS 101 *Reduced Disclosure Framework* and under the historical cost basis.

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

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

The Company's immediate parent company is Worldpay Ltd. Until the merger with Fidelity National Information Services, Inc. ("the Group") on 31 July 2019, the ultimate parent undertaking was Worldpay, Inc., who included the Company in its consolidated financial statements. The consolidated financial statements of the Group are available to the public and may be obtained from 601 Riverside Avenue, Jacksonville, Florida 32204, USA.

As the consolidated financial statements of the Group include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 *Share Based Payments* in respect of group settled share based payments;
- Certain disclosures required by IAS 36 *Impairment of Assets* in respect of the impairment of goodwill and indefinite life intangible assets; and
- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

#### *Going concern*

The Directors have prepared forecasts for the Group by business unit, covering a period of more than 12 months from the date of signing of these financial statements. Although the Company had net liabilities of £1,550,000 (2018: £322,000), on the basis of their assessment of the Company's financial position, the Directors have a reasonable expectation that the Company will be able to continue in operational existence for a minimum period of 12 months from the date of signing and therefore the financial statements have been prepared on the going concern basis.

#### *Critical accounting estimates and judgements*

The reported results of the Company for the financial period ended 31 December 2019 are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. The judgements and assumptions involved in the Company'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 Company would affect its reported results.

#### *Accounting developments*

##### *New accounting standards and interpretations not yet adopted*

There are no standards that are not yet effective and that would be expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

## Notes (continued)

### 1 Accounting policies (continued)

*Key accounting policies are set out below*

#### 1.1 Foreign exchange

The financial statements are presented in Sterling which is the Company's functional currency.

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.
- 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 profit and loss account. Amounts arising from financing balances, whether intra-Group or external, are stated within finance costs whereas those arising from trading are included in operating profit.

#### 1.2 Revenue recognition

The Company provides services to other companies within the Group and recognises income on a cost plus basis as and when the services have been provided.

#### 1.3 Employee benefits

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 and termination benefits.

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

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

#### 1.4 Taxation

The tax expense represents the sum of the current tax and deferred tax for the period.

##### *Current tax*

The current tax charge is based on taxable profit for the period. Taxable profit differs from profit before tax as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

##### *Deferred tax*

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. To the extent that deferred tax assets can be surrendered, they may be utilised by other Group companies.

Deferred tax is charged or credited to the profit and loss account, except when it relates to items charged or credited directly to equity in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.5 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 any impairment losses.

Amortisation is recognised on a straight-line basis over the estimated useful economic life. The estimated useful economic lives and the amortisation method are reviewed at the end of each reporting period, with any changes being accounted for on a prospective basis.

The useful economic lives applied by the Company are as follows:

- Software & licences 3 to 10 years

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets. These costs include directly attributable employee costs. However, any costs incurred in the research phase or as maintenance are expensed as incurred.

#### 1.6 Tangible assets

Tangible assets are initially recognised at cost and include all expenditure directly attributable to bringing the asset to the location and working condition for its intended use. Subsequent measurement 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.

Tangible assets are depreciated to their residual value over their 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.

The useful lives applied by the Company are as follows:

- Leasehold improvements 5 to 20 years
- Computers & office equipment 3 to 5 years

Depreciation begins when an asset is ready for use and ceases on the 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.

#### 1.7 Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less any provisions for impairment. Investments in subsidiary undertakings purchased from companies under common control are transferred across at carrying value.

The Company assesses its investments in subsidiary undertakings for indicators of impairment at least annually. If such indicators exist, the recoverable amount of the investment is estimated.

The Company recognises any impairment loss resulting from these reviews in separately disclosed items in the profit and loss account. Impairment losses may be reversed in subsequent periods, however, the revised carrying value of the investment may not exceed the carrying value had the original impairment not arisen.

#### 1.8 Cash and cash equivalents

Cash and cash equivalents comprise cash and demand deposits with banks, together with short-term highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of change in value.

#### 1.9 Trade and other receivables

Trade and other receivables are initially recognised at fair value in the period to which they relate. They are held at amortised cost, less any provision for bad or doubtful debts. Provisions for bad or doubtful debts are presented net with the related receivable on the balance sheet.

#### 1.10 Trade and other payables

Trade and other payables are recognised initially at fair value in the period to which they relate. They are subsequently held at amortised cost using the effective interest rate method. They are derecognised when payment has been made.



## Notes (continued)

### 1 Accounting policies (continued)

#### 1.11 Trade Capital contribution reserve

The capital contribution reserve represents the capital contribution made by Worldpay Group Limited in respect of share options issued to employees of the Company over the shares of Worldpay Group Limited and is equivalent to the cumulative charge recognised under IFRS 2.

#### 1.12 Foreign exchange reserve

The foreign exchange reserve includes the cumulative effect of translating the results and financial position of the Argentinian branch into the presentation currency of the Company.

### 2 Employee numbers and costs

	2019	2018
The average number of employees during the period was:		
Staff	10	8
	<hr/>	<hr/>
Their aggregate remuneration comprised:	2019 £000	2018 £000
Wages and salaries (including redundancy costs)	2,120	1,246
Social security costs	283	153
	<hr/>	<hr/>
	2,403	1,399
	<hr/>	<hr/>

The table above relates to employees employed by the Company. The Group financial statements contain full disclosures of employee benefit expenses incurred in the year for the whole Group.

### 3 Directors' remuneration

The Directors of the Company do not receive specific remuneration for services to this Company nor is it possible to accurately apportion the total remuneration paid to the Directors of the Group among the companies of the Group. Details of the Directors' remuneration for those Directors who are also Directors of the Group (including the highest paid Director) are disclosed in the consolidated financial statements of the Group.

The aggregate remuneration paid to Directors who served during the period was £486,822 (2018: £10,013,000). The highest paid director received £367,048 (2018: £9,219,000).

### 4 Turnover

	2019 £000	2018 £000
Intra-Group recharges	3,029	2,479
	<hr/>	<hr/>

## Notes (continued)

### 5 Net operating expenses

	2019 £000	2018 £000
<i>Operating profit / (loss) for the year is stated after charging:</i>		
Foreign exchange losses	487	660

For the year ending 31 December 2019 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies and consequently no Auditor's remuneration.

### 6 Interest payable and similar charges

	2019 £000	2018 £000
Bank charges	5	10

### 7 Taxation

*Recognised in the profit and loss account*

	2019 £000	2019 £000	2018 £000	2018 £000
<i>Current tax</i>				
Foreign tax charge for the year	214		235	
Adjustments in respect of prior periods	11		(21)	
Total current tax charge		225		214
<i>Deferred tax</i>				
Charge / (Credit) for the year	-		(145)	
Adjustments in respect of prior periods	156		(7)	
Total deferred tax charge / (credit)		156		(152)
Tax on loss on ordinary activities		381		62

### *Reconciliation of effective tax rate*

	2019 £000	2018 £000
(Loss) on ordinary activities before taxation	(511)	(225)
Tax charge using the UK corporation tax rate of 19.00% (2018: 19.00%)	(97)	(43)
Effect of difference in overseas tax rates	-	25
Non-deductible expenses	33	108
Foreign taxed income	214	
Current tax adjustments in respect of prior periods	11	(21)
Deferred tax adjustments in respect of prior periods	156	(7)
Group relief claimed from other Group companies for nil consideration	64	-
Total tax charge for the period	381	62

## Notes (continued)

### 7 Taxation (continued)

#### Factors affecting future tax charges

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the deferred tax asset as at 31 December 2019 has been calculated on this rate. In the 11 March 2020 budget, it was announced that the UK tax rate will remain at the current 19% and not reduce to 17% from 1 April 2020. If this rate change had been substantively enacted at the current balance sheet date, there would not have been a material effect on the company's future tax charge.

### 8 Fixed assets

	Computers & other equipment £000	Furniture & fittings £000	Total £000
<b>Cost</b>			
At 1 January 2019	2.3	0.7	3.0
Additions	2.8	-	2.8
FX losses	0.5	-	0.5
	<hr/>	<hr/>	<hr/>
At 31 December 2019	<b>5.6</b>	<b>0.7</b>	<b>6.3</b>
	<hr/>	<hr/>	<hr/>
<b>Depreciation and impairment</b>			
At 1 January 2019	(0.4)	(0.4)	(0.8)
Depreciation charge for the year	(0.8)	(0.3)	(1.1)
	<hr/>	<hr/>	<hr/>
At 31 December 2019	<b>(1.2)</b>	<b>(0.7)</b>	<b>(1.9)</b>
	<hr/>	<hr/>	<hr/>
<b>Net book value</b>			
At 31 December 2018	1.9	0.3	2.2
	<hr/>	<hr/>	<hr/>
At 31 December 2019	<b>4.4</b>	<b>0.0</b>	<b>4.4</b>
	<hr/>	<hr/>	<hr/>

### 9 Investments

#### Investments in Group companies £000

#### Cost and net book value

At 1 January and 31 December 2019	<b>1</b>
-----------------------------------	----------

The Company had the following investments in Group companies at the balance sheet date:

Company name	Country of incorporation	Registered place of business	Ordinary shares held
Worldpay Argentina SRL <sup>1</sup>	Argentina	c/o Bourel & Paris Laplace, Suipacha 1380, 2 <sup>nd</sup> floor, (1011) City of Buenos Aires, Argentina	<b>50%</b>

#### Nature of business

1	Non-trading company
---	---------------------

## Notes (continued)

### 10 Debtors

	2019 £000	2018 £000
Other debtors	1,330	19
	<u>1,330</u>	<u>19</u>

### 11 Creditors: amounts falling due within one year

	2019 £000	2018 £000
Trade payables	57	43
Amounts owed to Group companies	2,269	843
Current tax liability	202	164
Other creditors	608	201
Accruals and deferred income	9	4
	<u>3,145</u>	<u>1,255</u>

Amounts owed to Group companies are unsecured and repayable on demand.

### 12 Share capital

	2019 £000	2018 £000
Allotted, called up and fully paid 100 ordinary shares of £1	-	-

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

### 13 Related parties

Transactions between the Company and other wholly owned members of the same Group have not been disclosed, in accordance with the provisions of FRS 101. There were no transactions with other related parties.

### 14 Ultimate parent company and controlling party

Worldpay Limited is the Company's immediate parent company and until 31 July 2019, Worldpay, Inc., a company incorporated in the United States of America, was the ultimate parent company and controlling party. On the 31 July 2019, Fidelity National Information Services, Inc., a US domiciled corporation, became the ultimate parent company and controlling party.

Fidelity National Information Services, Inc., a company incorporated in the United States of America, is the undertaking that heads the smallest and largest group of companies for which consolidated financial statements are prepared. The Directors consider Fidelity National Information Services, Inc. to be the ultimate controlling party and ultimate parent company.

Copies of the financial statements of Fidelity National Information Services, Inc. can be obtained from 601 Riverside Avenue, Jacksonville, Florida 32204, USA.

**Notes** *(continued)***15 Event subsequent to balance sheet date**

Coronavirus Pandemic - Since the start of January 2020, the outbreak of Coronavirus (COVID-19), which is a rapidly evolving situation, has adversely impacted global commercial activities. The rapid development and fluidity of this situation precludes any prediction as to its ultimate impact, which may have a continued adverse impact on economic and market conditions and trigger a period of global economic slowdown. The Directors consider that this event is a non-adjusting post balance sheet event and accordingly have made no adjustments to these financial statements as a result. Management is monitoring developments relating to COVID-19 and is coordinating its operational response based on existing business continuity plans and on guidance from global health organisations, relevant governments, and general pandemic response best practices.