

Cardnet Merchant Services Limited

**Annual report and accounts
for the year ended 31 December 2017**

Registered office

25 Gresham Street
London
EC2V 7HN

Registered number

00735844

Current directors

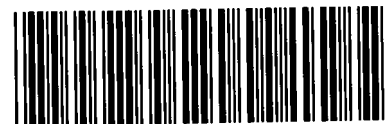
G D Gould
T Nash
H O'Donoghue
P Stunt

Company Secretary

A E Mulholland

Member of Lloyds Banking Group

WEDNESDAY



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18/07/2018
COMPANIES HOUSE

Directors' report

For the year ended 31 December 2017

The directors present their report and the audited financial statements of Cardnet Merchant Services Limited ("the Company") for the year ended 31 December 2017.

General information

The Company is a limited company incorporated and domiciled in England and Wales (registered number: 00735844).

The Company is accounted for as a joint venture between Lloyds Bank plc, FDR Limited and Lloyds Bank Subsidiaries Limited. The principal activity during the year was the provision of services to merchants enabling the acceptance, authorisation and clearing of plastic card transactions. Lloyds Bank plc and Lloyds Bank Subsidiaries Limited are members of Lloyds Banking Group ("the Group").

Dividends

A dividend of £47,903,000 (2016: £47,029,000) representing a dividend of £36,820 (2016: £36,148) per share, was declared and paid during the year.

Going concern

The directors are satisfied that it is the intention of Lloyds Banking Group plc and FDR Limited that the Company will continue to have access to adequate liquidity and capital resources for the foreseeable future and, accordingly, the financial statements have been prepared on a going concern basis.

Directors

The current directors of the Company are shown on the front cover.

The following changes have taken place between the beginning of the reporting period and the approval of the Annual Report and accounts:

P Stunt	(appointed 8 February 2018)
D Zaplata	(resigned 13 October 2017)

Company Secretary

The following changes have taken place between the beginning of the reporting period and the approval of the Annual Report and accounts:

M A A Johnson	(resigned 9 November 2017)
A E Mulholland	(appointed 9 November 2017)

Information included in the Strategic report

The disclosures for Principal risks and uncertainties and Key performance indicators that would otherwise be required to be disclosed in the Directors' report can be found in the Strategic report on page 3.

Directors' indemnities

Lloyds Bank Group plc ("LBG") has granted to Messrs G D Gould and T Nash, the LBG directors of the Company appointed by and representing the Group, a deed of indemnity through deed poll which constituted 'qualifying third party indemnity provisions' for the purposes of the Companies Act 2006. The deeds were in force during the whole of the financial year and at the date of approval of the financial statements. LBG directors no longer in office but who served on the board of the Company at any time in the financial year have the benefit of this contract of indemnity during that period of service. The indemnity remains in force for the duration of a director's period of office. The deed indemnifies the LBG directors to the maximum extent permitted by law. The deed for current LBG directors is available for inspection at the registered office of the Group. In addition, the Group has in place appropriate LBG directors and officers liability insurance cover which was in place throughout the financial year.

Directors' report (continued)

For the year ended 31 December 2017

Statement of directors' responsibilities

The directors are responsible for preparing the Annual report and accounts in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union. 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 the financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date the Directors' report is approved:

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

Independent auditors

PricewaterhouseCoopers LLP are deemed to be re-appointed as auditors under section 487(2) of the Companies Act 2006.

Approved by the board of directors and signed on its behalf by:



T Nash
Director

3 July 2018

Strategic report

For the year ended 31 December 2017

The directors present their Strategic report of the Company for the year ended 31 December 2017.

Business overview

The Company's results for the year show a Profit before tax £57,000,000 (2016: £62,000,000) and Net fees and commission income of £71,000,000 (2016: £75,000,000).

The directors aim to continue the development of the business by recruiting new merchants and leveraging Lloyds Banking Group plc corporate relationships with the existing customer base.

Principal risks and uncertainties

The directors consider that the principal area of risk is counterparty credit risk, but there is also exposure to liquidity risk, foreign exchange risk, geographical and sector concentrations of risk and business risk. The Company has counterparty credit risk management processes in place which are designed to prevent specific individual merchant loss.

The Company's financial risk management objectives and policies are given in note 16 to the financial statements.

Key performance indicators ("KPIs")

The Company's two main KPIs are the number of transactions processed in comparison with the prior year and the aggregate value of those transactions processed in comparison to the prior year. This is monitored separately between Credit cards and Debit cards.

Credit cards

During the year ended 31 December 2017 the Company processed £15,581,000,000 (2016: £15,205,000,000) transactions by value, an increase of 2.47% (2016: 3.24%) and 195,795,000 (2016: 196,000,000) credit card transactions by volume, a decrease of 0.10% (2016: an increase of 7.10%).

Debit cards

During the year ended 31 December 2017 the Company processed £50,555,000,000 (2016: £48,822,000,000) transactions by value, an increase of 3.55% (2016: 8.71%) and 924,000,000 (2016: 939,000,000) debit card transactions by volume, a decrease of 1.60% (2016: an increase of 15.37%).

Future outlook

The environment in which the Company operates remains competitive. The Company has written a good level of new business in the year, and a consistent level of new business is expected to be written in the foreseeable future. The directors are supporting a strategy designed to ensure that the Company's interest and other charges fully reflect the risks associated with its core products whilst maintaining competitiveness.

The Company is part of the wider Lloyds Banking Group, and, at that level, consideration of many of the potential implications following the UK's vote to leave the European Union has been undertaken. Work continues to assess the impact of EU exit at the level of the Lloyds Banking Group, as well as for the Company, upon customers, colleagues and products. This assessment includes all legal, regulatory, tax, finance and capital implications.

Approved by the board of directors and signed on its behalf by:



T Nash
Director

3 July 2018

Statement of comprehensive income

For the year ended 31 December 2017

	Note	2017 £'m	2016 £'m
Interest income		9	9
Interest expense		(2)	(2)
Net interest income	3	7	7
Fees and commission income		320	297
Fees and commission expense		(249)	(222)
Net fees and commission income	4	71	75
Other operating expenses	5	(21)	(20)
Profit before tax		57	62
Taxation	8	(11)	(12)
Profit for the year, being total comprehensive income		46	50

The accompanying notes to the financial statements are an integral part of these financial statements.

Balance sheet

As at 31 December 2017

	Note	2017 £'m	2016 £'m
ASSETS			
Cash and cash equivalents		8	6
Trade and other receivables	9	327	541
<hr/>			
Total assets		335	547
<hr/>			
LIABILITIES			
Borrowed funds	10	5	4
Trade and other payables	11	290	500
Provision for liabilities and charges	12	1	1
Current tax liability		11	12
<hr/>			
Total liabilities		307	517
<hr/>			
EQUITY			
Share capital	13	-	-
Retained earnings		28	30
<hr/>			
Total equity		28	30
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Total equity and liabilities		335	547

The accompanying notes to the financial statements are an integral part of these financial statements.

The financial statements were approved by the board of directors and were signed on its behalf by:


T Nash
Director

3 July 2018

Statement of changes in equity

For the year ended 31 December 2017

	Share capital £'m	Retained earnings £'m	Total equity £'m
At 1 January 2016	-	27	27
Profit for the year being total comprehensive income	-	50	50
Dividend paid to equity holders of the Company	-	(47)	(47)
<hr/>			
At 31 December 2016	-	30	30
Profit for the year being total comprehensive income	-	46	46
Dividend paid to equity holders of the Company	-	(48)	(48)
<hr/>			
At 31 December 2017	-	28	28

The accompanying notes to the financial statements are an integral part of these financial statements.

Cash flow statement

For the year ended 31 December 2017

	2017 £'m	2016 £'m
Cash flows generated from operating activities		
Profit before tax	57	62
Adjustments for:		
- Interest income	(9)	(9)
- Interest expense	2	2
Changes in operating assets and liabilities:		
- Net decrease in Trade and other receivables	214	5
- Net decrease in Trade and other payables	(210)	(8)
- Decrease in Provision for liabilities and charges	-	(2)
Cash generated from operations	54	50
Tax paid	(12)	(11)
Net cash generated from operating activities	42	39
Cash flows generated from investing activities		
Interest income	9	9
Net cash generated from investing activities	9	9
Cash flows used in financing activities		
Interest expense	(2)	(2)
Dividends paid	(48)	(47)
Net cash used in financing activities	(50)	(49)
Change in Cash and cash equivalents	1	(1)
Cash and cash equivalents at beginning of year	2	3
Cash and cash equivalents at end of year	3	2
Cash and cash equivalents comprise		
Cash at bank	8	6
Bank overdraft (see note 10)	(5)	(4)
Cash and cash equivalents	3	2

The accompanying notes to the financial statements are an integral part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2017

1. Accounting policies

1.1 Basis of preparation

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied in both years presented, unless otherwise stated.

These financial statements have been prepared in accordance with applicable IFRSs as adopted by the European Union and the Companies Act 2006 applicable to companies reporting under IFRSs. IFRSs comprise accounting standards prefixed IFRS issued by the International Accounting Standards Board ("IASB") and those prefixed IAS issued by the IASB's predecessor body, as well as interpretations issued by the IFRS Interpretations Committee ("IFRS IC") and its predecessor body.

The following new IFRS pronouncements relevant to the Company have been adopted in these financial statements:

- (i) Amendments to IAS 7: Disclosure Initiative (issued January 2016). The amendments are intended to clarify IAS 7 'Statement of Cash Flows' to improve information provided to users of financial statements about an entity's financing activities.
- (ii) Amendment to IAS 12 'Recognition of Deferred Tax assets on unrealised losses': The amendments are intended to clarify the uncertainty around application of some of the principles in IAS 12 related to the recognition of a deferred tax asset that is related a debt instrument measured at fair value.

The application of these pronouncements has not had any impact for amounts recognised in these financial statements.

Details of those pronouncements which will be relevant to the Company but which were not effective at 31 December 2017 and which have not been applied in preparing these financial statements are given in note 20. No standards have been early adopted.

The financial statements have been prepared on a going concern basis as detailed in the Directors' report and under the historical cost convention.

1.2 Income recognition

Valuation of foreign currency

The financial statements are presented in Sterling which is the Company's functional and presentation currency. Foreign currency transactions are translated into Sterling at the exchange rate prevailing at the date of the transaction. Exchange gains and losses resulting from the settlement of such transactions are recognised in the Statement of comprehensive income.

Exchange gains and losses arising from the translation of monetary assets and liabilities at the exchange rate prevailing at the balance sheet date are recognised in the Statement of comprehensive income.

Income and expense from financial assets

Interest income and expense are recognised in the Statement of comprehensive income for all interest bearing financial instruments, using the effective interest rate method. The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or interest expense to a period of account. The effective interest rate is the rate that discounts the estimated future cash payments or receipts over the expected life of the instrument to the net carrying amount of the financial asset or financial liability.

Fees and commission income and expense

Fees and commission are recognised on an accruals basis when the service has been provided. These services comprise initialisation and ongoing fees for services delivered to merchants. Revenue is recognised net of chargebacks and commission clawbacks.

Expenses directly attributable to merchant acquiring business are recognised through Fees and commission expense. All other expenses are recognised through Other operating expenses.

Notes to the financial statements (continued)

For the year ended 31 December 2017

1. Accounting policies (continued)

1.3 Financial assets and liabilities

Financial assets comprise Cash and cash equivalents, Amounts due from group undertakings, Amounts owed by card schemes, Amounts owed by merchants, Other trade receivables and Accrued income. Financial liabilities comprise Bank overdraft with group undertakings, Amounts owed to merchants, Other creditors and accruals and Amounts owed to related undertakings.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are derecognised when the rights to receive cash flows, or obligations to pay cash flows, have expired.

Interest bearing financial assets and financial liabilities are recognised and measured at amortised cost inclusive of transaction costs, using the effective interest rate method.

1.4 Dividends

Dividends on ordinary shares are recognised through equity in the period in which they are paid.

1.5 Cash and cash equivalents

For the purposes of the Balance sheet and Cash flow statement, Cash and cash equivalents and Bank overdraft with group undertakings comprise balances with less than three months' maturity.

1.6 Taxation

Tax expense comprises current and deferred tax. Current and deferred tax are charged or credited in the income statement except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, outside the income statement (either in other comprehensive income, directly in equity, or through a business combination), in which case the tax appears in the same statement as the transaction that gave rise to it.

Current tax is the amount of corporate income taxes expected to be payable or recoverable based on the profit for the period as adjusted for items that are not taxable or not deductible, and is calculated using tax rates and laws that were enacted or substantively enacted at the balance sheet date.

Current tax includes amounts provided in respect of uncertain tax positions when management expects that, upon examination of the uncertainty by Her Majesty's Revenue and Customs ("HMRC") or another tax authority, it is more likely than not that an economic outflow will occur. Provisions reflect management's best estimate of the ultimate liability based on their interpretation of tax law, precedent and guidance, informed by external tax advice as necessary. Changes in facts and circumstances underlying these provisions are reassessed at each balance sheet date, and the provisions are re-measured as required to reflect current information.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the balance sheet. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the balance sheet date, and which are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities are generally recognised for all taxable temporary differences but not recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint arrangements where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future. Deferred tax liabilities are not recognised on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets are recognised to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilised, and are 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 assets and liabilities are not recognised in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination. Deferred tax is not discounted.

Notes to the financial statements (continued)

For the year ended 31 December 2017

1. Accounting policies (continued)

1.7 Trade and other receivables

Trade and other receivables are measured at amortised cost, less provision for impairment.

1.8 Trade and other payables

Trade and other payables are measured at amortised cost.

1.9 Provision for liabilities and charges

Provisions are recognised in respect of present obligations arising from past events where it is probable that outflows of resources will be required to settle the obligations and they can be reliably estimated.

Contingent liabilities are possible obligations whose existence depends on the outcome of uncertain future events or those present obligations where the outflows of resources are uncertain or cannot be measured reliably.

2. Critical accounting estimates and judgements in applying accounting policies

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although those estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

There are no significant estimates or judgements that have been used in the preparation of these financial statements.

3. Net interest income

	2017 £'m	2016 £'m
Group interest income (see note 15)	9	9
Group interest expense (see note 15)	(2)	(2)
	<hr/>	<hr/>
	7	7

4. Net fees and commission income

	2017 £'m	2016 £'m
Fees and commission income		
Service charges	305	283
Commission receivable	15	14
	<hr/>	<hr/>
	320	297
Fees and commission expense		
Other fees and commission payable	(249)	(222)
	<hr/>	<hr/>
	71	75

Included in Other fees and commission payable is £15,000,000 (2016: £15,000,000) payable to the related undertaking, FDR Limited (see note 15).

Notes to the financial statements (continued)

For the year ended 31 December 2017

5. Other operating expenses

	2017 £'m	2016 £'m
Recharges relating to salary and other related costs (see note 6 and 15)	15	13
Change in provision, operational losses and fraud (see note 12)	1	1
Charge payable to Lloyds Bank plc (see note 15)	1	2
Other expenses	4	4
	21	20

Charges payable to Lloyds Bank plc are expenses incurred in Lloyds Bank plc on behalf of the Company which are recharged to the Company. Fees payable to the Company's auditors for the audit of the financial statements are £30,000 (2016: £30,000).

6. Staff costs

The Company did not have any employees during the year (2016: none). Staff who manage the affairs of the Company are employed by two of the shareholders, Lloyds Bank plc and FDR Limited. The costs of these employees are recharged to the Company.

7. Directors' emoluments

The amounts paid to the directors in respect of services to the Company were £nil (2016: £nil). The amounts paid to the directors in respect of compromise agreements were £nil (2016: £nil). No director received accrued pensions under a defined benefit scheme operated by Lloyds Bank plc (2016: none). No director received shares under long term incentive plans during the year (2016: none). None of the directors exercised share options (2016: none).

8. Taxation

	2017 £'m	2016 £'m
a) Analysis of charge for the year		
UK corporation tax:		
- Current tax on taxable profit for the year	11	12

Corporation tax is calculated at a rate of 19.25% (2016: 20.00%) of the taxable profit for the year.

b) Factors affecting the tax charge for the year

A reconciliation of the charge that would result from applying the standard UK corporation tax rate to the profit before tax to the actual tax charge for the year is given below:

	2017 £'m	2016 £'m
Profit before tax	57	62
Tax charge thereon at UK corporation tax rate of 19.25% (2016: 20.00%)	11	12
Tax charge on profit on ordinary activities	11	12
Effective rate	19.25%	20.00%

The Finance (No. 2) Act 2015 reduced the main rate of corporation tax to 19% with effect from 1 April 2017.

Finance Act 2016 further reduced the main rate of corporation tax to 17% with effect from 1 April 2020.

Notes to the financial statements (continued)

For the year ended 31 December 2017

9. Trade and other receivables

	2017 £'m	2016 £'m
Amounts due from group undertakings (see note 15)	226	208
Amounts owed by card schemes	73	304
Amounts owed by merchants	-	1
Other trade receivables	3	1
Accrued income	25	27
	327	541

Amounts owed by related undertakings are interest bearing. The average rate of net interest earned during the year was 1.80% (2016: 1.37%). The fair value of Trade and other receivables is equal to its carrying value. No provisions have been recognised in respect of these amounts. Further analysis of Amounts owed by card schemes, Amounts owed by merchants and Other trade receivables is given in note 16.1. Amounts owed by related undertakings are repayable on demand. All other balances are due within one year.

10. Borrowed funds

	2017 £'m	2016 £'m
Bank overdraft with group undertakings (see note 15)	5	4

Bank overdraft with group undertakings is unsecured and repayable on demand, although there is no expectation that such a demand would be made. Bank overdraft with group undertakings is interest bearing at variable rates based on LIBOR.

11. Trade and other payables

	2017 £'m	2016 £'m
Amounts owed to merchants	279	494
Other creditors and accruals	8	3
Amounts owed to related undertakings (see note 15)	3	3
	290	500

Amounts owed to related undertakings is non-interest bearing, unsecured and repayable on demand, although there is no expectation such a demand would be made. The fair value of Trade and other payables is equal to its carrying value.

12. Provision for liabilities and charges

	2017 £'m	2016 £'m
At 1 January	1	3
Provision made during the year (see note 5)	1	1
Amounts utilised during the year	(1)	(3)
	1	1

Notes to the financial statements (continued)

For the year ended 31 December 2017

13. Share capital

	2017 £'m	2016 £'m
Allotted, issued and fully paid		
650 'A' ordinary shares of £1 each	-	-
651 'B' ordinary shares of £1 each	-	-
1,300 deferred shares of £1 each	-	-
	-	-

At 31 December 2017, the authorised share capital of the Company was £2,601 divided into 650 'A' ordinary shares of £1 each and 651 'B' ordinary shares of £1 each and 1,300 deferred shares of £1 each.

The ordinary shareholders (the holders of the 'A' ordinary shares and the 'B' ordinary shares) have priority over the deferred shareholders (the holders of the deferred shares) to receive dividends distributed up to the 'deferred share threshold' as defined in the Company's articles of association. Dividends above the threshold are to be distributed as follows: 99% amongst the ordinary shareholders and 1% amongst the deferred shareholders. On winding up, the deferred shareholders have priority over the ordinary shareholders to receive repayment of capital. The ordinary shareholders have equal voting rights and the deferred shareholders have no voting rights.

FDR Limited holds 650 'A' ordinary shares, Lloyds Bank plc holds 637 'B' ordinary shares and Lloyds Bank Subsidiaries Limited holds 14 'B' ordinary shares. Lloyds Banking Group plc holds 1,300 deferred shares.

14. Dividends

	2017 £'m	2017 £ per share	2016 £'m	2016 £ per share
Amounts paid in respect of preceding year:				
Second interim dividend	30	23,122	27	20,944
Amounts paid in respect of current year:				
First interim dividend	18	13,698	20	15,204
	48	36,820	47	36,148

15. Related party transactions

A number of transactions are entered into with related parties in the normal course of business. These include loan and fee transactions. A summary of the outstanding balances at the year end and the related income and expense for the year are set out below.

	2017 £'m	2016 £'m
Amounts due from group undertakings		
Lloyds Bank plc (see note 9)	226	208
Amounts owed to related undertakings		
FDR Limited (see note 11)	3	3
Cash and cash equivalents held with group undertakings		
Lloyds Bank plc	8	6
Bank overdraft held with group undertakings		
Lloyds Bank plc (see note 10)	5	4

Notes to the financial statements (continued)

For the year ended 31 December 2017

15. Related party transactions (continued)

	2017 £'m	2016 £'m
Interest income		
Lloyds Bank plc (see note 3)	9	9
Interest expense		
Lloyds Bank plc (see note 3)	2	2
Fees and commission expense		
FDR Limited (see note 4)	15	15
Recharges relating to salary and other related costs		
Lloyds Bank plc (see note 5)	15	13
Amounts charged by group undertakings		
Lloyds Bank plc (see note 5)	1	2

The above balances are unsecured in nature and are expected to be settled in cash or by cash equivalents. Transactions in the year are those reflected through the Statement of comprehensive income.

For certain merchants, the risk of irrecoverable chargebacks is underwritten by Lloyds Bank plc. The credit risk underwritten by Lloyds Bank plc amounted to £84,000,000 (2016: £107,000,000).

Deposits with Lloyds Bank plc are placed on normal commercial terms.

Key management personnel

Key management personnel are those persons having authority and responsibility for planning and controlling the activities of the Company. Accordingly, key management is comprised of the directors of the Company, the directors of FDR Limited and the members of the Lloyds Banking Group plc board. There were no transactions between the Company and key management personnel during the current or preceding year. Key management personnel are employed by other companies within the Group or FDR Limited and consider that their services to the Company are incidental to their other activities within those corporations.

16. Financial risk management

The Company's operations expose it to credit risk, liquidity risk, foreign exchange risk, geographical and sector concentrations of risk and business risk; it is not exposed to any significant market risk or interest rate risk.

The directors are responsible for establishing a framework for evaluating, measuring, monitoring and controlling risk. They are responsible for ensuring that the risks within the business are identified, assessed, monitored and controlled. These controls and procedures where relevant comply with Lloyds Banking Group policies and standards. All risk policies are reviewed and authorised by the Company's board of directors, which comprises directors appointed by Lloyds Bank plc and FDR Limited.

A description of the Company's financial assets/liabilities and associated accounting is provided in note 1.

16.1 Credit risk

Credit risk management

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. Credit risk arises from extending credit in all forms, where there is a possibility that a counterparty may default. The Company is committed to a strong credit culture that recognises the need to ensure that risk assets are of high quality.

Credit risk mitigation

- The Company maintains and adheres to credit policy document in compliance with policies established by the Group Risk Management department within the Group.

Notes to the financial statements (continued)

For the year ended 31 December 2017

16. Financial risk management (continued)

16.1 Credit risk (continued)

Credit risk mitigation (continued)

- Credit principles and policy: Group Risk sets out the group credit principles and policy according to which credit risk is managed, which in turn is the basis for divisional and business unit credit policy. Principles and policy are reviewed regularly and any changes are subject to a review and approval process. Business unit policy includes lending guidelines, which define the responsibilities of lending officers and provide a disciplined and focused benchmark for credit decisions.
- Credit scoring: Every new merchant is subject to a detailed credit check which includes a review of financial information (for example, audited financial statements, management accounts, projections and business plans); a credit reference agency search, review of terms and conditions, associated websites and site visit reports (as necessary). Full Know Your Customers and Know Your Business checks are undertaken in line with the Company's anti-money laundering policies.
- The prime risk for the Company arises from the chargeback rules of the card schemes in which the Company operates, and if the financial strength of the merchant is weak, risk mitigation is considered. This includes taking guarantees (including from Lloyds Bank plc), cash security and deferral of funds to the merchant. The Company also takes into account the availability of bonding by obtaining security through travel agents under ATOL/ABTA and insurance cover.
- The Company adopts a prudent approach to the identification, definition and control of impaired debts, including chargeback. An impairment provision is made where there is clear evidence that any merchant has financial difficulties, or debts are overdue, which may impact its ability to repay any amounts owing to the Company, including future chargebacks.
- Stress testing and scenario analysis at a divisional level: The credit portfolio is also subjected to stress testing and scenario analysis, to simulate outcomes and calculate their associated impact.

Financial assets exposed to credit risk – maximum exposure

	2017 £'m	2016 £'m
Cash and cash equivalents	8	6
Amounts owed by related undertakings	226	208
Trade and other receivables	76	306
Maximum credit exposure	310	520

Credit risk is not considered to be significant to the Company as Cash and cash equivalents represent bank accounts with another Group subsidiary, Lloyds Bank plc, which had a credit rating of A per Standard and Poor's at the end of the year. Amounts owed by related undertakings also represent balances owed by Lloyds Bank plc.

Financial assets which are neither past due nor impaired

	2017 £'m	2016 £'m
High quality	75	305
Good quality	-	-
Satisfactory quality	-	-
Lower quality	-	-
Below standard, but not impaired	-	-
Total	75	305

High quality lending comprises those balances with a low probability to default rating assigned. Receivables of high quality are those amounts owed by card schemes, merchants and other receivables generated in the normal course of business. In general, good quality lending comprises those balances with a lower probability to default rating assigned and the rating progressively increases for each category exhibiting a progressively higher probability to default.

Notes to the financial statements (continued)

For the year ended 31 December 2017

16. Financial risk management (continued)

16.1 Credit risk (continued)

Financial assets which are past due but not impaired

	2017 £'m	2016 £'m
Past due up to 30 days	1	1
Past due from 30-60 days	-	1
Past due from 60-180 days	-	-
Total	1	2

Past due is defined as failure to make a payment when it falls due.

Impaired financial assets exposed to credit risk

	2017 £'m	2016 £'m
Impaired financial assets assessed on an individual basis	-	-
Total financial assets gross of impairment allowances	76	307
Allowance for impairment losses	-	(1)
At 31 December	76	306

16.2 Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due. This is not considered to be a significant risk to the Company as collection from the scheme is completed before payment to the merchants. This is further supported by the Company being funded by the shareholders (Lloyds Bank plc and FDR Limited).

The table below sets out the undiscounted cash flows payable by the Company in respect of financial liabilities according to contractual maturity into relevant maturity groupings based on the remaining period at the balance sheet date.

As at 31 December 2017

	Up to 1 month £'m	1-3 months £'m	3-12 months £'m	1-5 years £'m	Total £'m
Amounts owed to merchants	279	-	-	-	279
Other creditors and accruals	-	4	4	-	8
Amounts owed to related parties	3	-	-	-	3
Financial liabilities	282	4	4	-	290

As at 31 December 2016

	Up to 1 month £'m	1-3 months £'m	3-12 months £'m	1-5 years £'m	Total £'m
Amounts owed to merchants	494	-	-	-	494
Other creditors and accruals	-	2	1	-	3
Amounts owed to related parties	3	-	-	-	3
Financial liabilities	497	2	1	-	500

Notes to the financial statements (continued)

For the year ended 31 December 2017

16. Financial risk management (continued)

16.2 Liquidity risk (continued)

The Company has sufficient funding to meet liquidity needs as there is a current funding arrangement with Lloyds Bank plc.

16.3 Geographical and sector concentrations of risk

The Company operates primarily within the UK. There is an exposure to particular sectors arising where there is a long period of time elapsing between payment and the provision of good and services. The resulting risk is closely monitored and controlled with agreed parameters set by the Company's credit policy.

16.4 Business risk

Business risk is the risk that the Company's earnings are adversely impacted by a suboptimal business strategy or the suboptimal implementation of the strategy. In assessing business risk consideration is given to internal and external factors such as products, funding, resource capability and economic, political and regulatory factors.

Through regular reports and oversight business risk is managed by corrective actions to plans and reductions in exposures where necessary.

16.5 Foreign exchange risk

Foreign exchange risk arises on investments and borrowings denominated in a currency other than Sterling. The currencies giving rise to this risk are Euros and US Dollars.

The Company uses currency swaps to manage its foreign exchange risk. Currency swaps generally involve the exchange of obligations denominated in different currencies; the exchange of principal can be notional or actual. The cross currency swap provider is Lloyds Bank plc, an internal swap counterparty.

The total notional principal amount of the outstanding forward exchange contracts at 31 December 2017 is £5,500,000 (2016: £6,000,000).

The fair value of the contracts are insignificant to the financial statements.

Overall sensitivity to foreign exchange movements is considered to be low due to the short periods over which significant foreign currency balances are held, typically only a few days.

16.6 Financial strategy

The Company uses financial instruments to mitigate interest rate risk. However, the Company does not trade in financial instruments.

17. Capital disclosures

The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, provide an adequate return to its shareholders through pricing products and services commensurately with the level of risk and, indirectly, to support the Group's regulatory capital requirements.

The Company's parents manage the Company's capital structure and advise the board of directors to consider making adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the board of directors may adjust the amount of dividends to be paid to shareholders, return capital to shareholders, issue new shares, or sell assets.

The Company's capital comprises all components of equity, movements in which appear in the Statement of changes in equity. The Company receives its funding requirements from its fellow group undertakings and does not raise funding externally.

18. Contingent liabilities and capital commitments

There were no contingent liabilities or contracted capital commitments at the balance sheet date (2016: £nil).

Notes to the financial statements (continued)

For the year ended 31 December 2017

19. Post balance sheet events

There are no post balance sheet events requiring disclosure in these financial statements.

20. Future developments

The following pronouncements will be relevant to the Company but were not effective at 31 December 2017 and have not been applied in preparing these financial statements.

Pronouncement	Nature of change	Effective date
IFRS 9 'Financial Instruments' ¹	Replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 requires financial assets to be classified into one of three measurement categories, fair value through profit or loss, fair value through other comprehensive income and amortised cost, on the basis of the objectives of the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instruments. IFRS 9 also replaces the existing 'incurred loss' impairment approach with an expected credit loss approach. The hedge accounting requirements of IFRS 9 are more closely aligned with risk management practices and follow a more principle based approach than IAS 39.	Annual periods beginning on or after 1 January 2018
IFRS 15 'Revenue from Contracts with Customers' ²	Replaces IAS 18 Revenue and IAS 11 Construction Contracts. IFRS 15 establishes principles for reporting useful information about the nature, amount and uncertainty of revenue and cash flows arising from an entity's contracts with customers.	Annual periods beginning on or after 1 January 2018
Amendments to other accounting standards ³	The IASB has issued amendments to IFRS 2 'Classification and Measurement of Share-based Payment Transactions' and IAS 40: 'Transfers of Investment Property'. The IASB has issued amendments to IAS 12 Income Taxes and IFRIC 23 Uncertainty over Income Tax Treatments.	Annual periods beginning on or after 1 January 2018 Annual periods beginning on or after 1 January 2019

¹ The Company has conducted an analysis on this pronouncement and does not consider there to be any significant impact to either classification and measurement or impairment applying IFRS 9.

² The Company has conducted an analysis on this pronouncement and does not consider there to be any significant impact to applying IFRS 15.

³ The full impact of these pronouncements is being assessed by the Company. However, the initial view is that they are not expected to cause any material adjustments to the reported numbers in the financial statements.

21. Ultimate parent undertaking and controlling party

The terms of the contractual agreement between the shareholders are such that the Company is accounted for as a joint venture under the requirement of IAS 31 Interests in Joint Ventures and therefore does not have an ultimate parent undertaking.

Independent Auditors' report to the members of Cardnet Merchant Services Limited

Report on the audit of the financial statements

Opinion

In our opinion, Cardnet Merchant Services Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and accounts (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2017; the Statement of comprehensive income, the Cash flow statement and the Statement of changes in equity for the year then ended; and the Notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on these responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Independent Auditors' report to the members of Cardnet Merchant Services Limited (continued)

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for assessing the 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Claire Turner

Claire Turner (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

3 July

2018