Chairman's governance letter

"We have delivered against our commitment to apply the highest standards of governance."

Sir Michael Rake
Chairman

Governance

Last year, we made solid progress and delivered against our commitment to apply the highest standards of governance, meeting the standards rightly expected by our shareholders and other stakeholders, and achieving full compliance against the UK Corporate Governance Code.

The welcome appointments during the year of Deanna Oppenheimer and Karen Richardson as independent Non-Executive Directors (NEDs) not only strengthened our Board and Committees with their extensive skills and experience, but ensured we achieved an appropriate balance of independence and a marked improvement to our diversity. In addition to our standard induction process for our new Directors, we also held a series of development and strategy support presentations for the entire Board to ensure each of us built our knowledge of the industry and the strategic challenges and opportunities we face.

We also developed the programme of work for each of the Board's Committees, ensuring each added real value to the work of the Board. Of particular note is the work, driven by Philip Jansen and his Executive Team and overseen by our Group Risk and Audit Committees, to strengthen our three lines of defence control environment with the enhancement of our Group Internal Audit function and the development and roll-out of a new Operational Risk Framework. Also, our Nomination Committee has reviewed the development of management talent and succession planning. A series of meetings between the NEDs and high potential talent across the Group has been organised for 2017.

We recognise the value of a positive culture within the organisation and this is supported, and fully endorsed by Philip and his Executive Team, by a set of everyday working principles and behaviours within the Worldpay Way. The Board fully supports the comprehensive development opportunities to drive our capabilities, including a fully accredited Master's programme and specific training programmes to reinforce our legal and regulatory compliance standards. Participation in these training programmes and the output from our annual colleague survey is reviewed by the Executive Team and the Board to ensure we maintain a positive culture across the organisation.

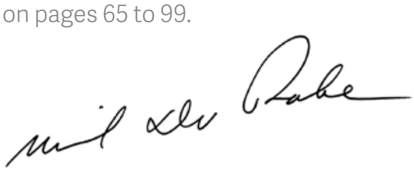
Towards the end of 2016, we conducted our first Board and Committee evaluation, which confirmed a positive transition following our IPO and an appropriate focus by the Board on the key strategic and operational matters facing the Group. The evaluation gave the Board the opportunity to reflect on our activities throughout the period since the IPO and agree a series of actions for further improvement.

Engagement with our shareholders

We place great importance on regular engagement with investors and other market participants; and, throughout the year, a comprehensive and active programme of meetings to discuss our strategy and performance was conducted by our Executive Directors. Our brokers and investor relations team presented to the Board in 2016 to report investor perceptions and expectations. In addition to the regular dialogue on governance matters carried out by our Group Company Secretary, I also welcome direct dialogue with investors who wish to deepen their relationship with the Company in order to gain a first hand understanding of their views.

We look forward to engaging with you in 2017 and beyond and look forward to your support at our Annual General Meeting on 10 May 2017.

Further details of our governance and remuneration arrangements are detailed on pages 65 to 99.



Sir Michael Rake
Chairman
7 March 2017

The Board

The Board

The Board is chaired by Non-Executive Chairman, Sir Michael Rake. In addition to the Chairman, the Board currently includes three Executive Directors and four Independent Non-Executive Directors. Each of the Committees of the Board is chaired by an Independent Non-Executive Director, other than the Nomination Committee, which is chaired by the Chairman.

Worldpay appreciates the importance of having a Board of Directors containing the right balance of skills, experience and diversity. The skills and experience of the current Directors and the value they bring to Worldpay are described here.

Executive Directors

Sir Michael Rake (69)
Chairman

N Chair

Appointed to Worldpay Group:
September 2015

Independent:
n/a

Key strengths:
- Extensive financial and commercial expertise in capital markets, technology and digital products
- Detailed knowledge of risk assessment and corporate governance
- Proven ability in delivering shareholder value

Current external commitments:
Chairman of BT Group plc and Majid Al Futtaim Holdings LLC; Director of S&P Global and Andes Energia plc. Chairman of the International Chamber of Commerce UK operations; Chairman of the Advisory Council of A Blueprint for Better Business; Honorary Vice President of the RNIB; Board member of the TransAtlantic Business Council; Advisor to ENGIE in the UK and Teneo Holdings LLC.

Previous roles:
President of the CBI; Member of the Prime Minister's Business Advisory Group; Non-Executive Deputy Chairman of Barclays plc; Chairman of The Guidelines Monitoring Group; Chairman of easyJet plc; International Chairman of KPMG; Chairman of the UK Commission for Employment and Skills; Director of the Financial Reporting Council; Chairman of Business in the Community; Member of the National Security Forum; Board Member of the Prince of Wales's Charitable Foundation.

Philip Jansen (50)
Chief Executive Officer

E Member

Appointed to Worldpay Group:
April 2013

Independent:
No

Key strengths:
- Significant executive management experience developed across different cultures and industries
- Strong leadership capabilities and strategy execution
- International business transformation and change management skills

Current external commitments:
Senior Advisor to Bain Capital.

Previous roles:
Chairman and Chief Executive Officer of Brakes Group; Non-Executive Director of Travis Perkins plc; Group Chief Operating Officer and Chief Executive Officer, Europe, South Africa and India for Sodexo; Chief Operating Officer of MyTravel plc; Managing Director of Telewest Communications plc.

Key:
RM Remuneration Committee
A Audit Committee
N Nomination Committee
R Group Risk Committee
E Executive Team

The Board
continued

Executive Directors (continued)

Rick Medlock (56)
Chief Financial Officer

E Member

Appointed to Worldpay Group:
April 2015

Independent:
No

Key strengths:
- Qualified chartered accountant with extensive financial management experience in large international technology companies
- Detailed operational expertise with significant experience of financing and capital raising
- Proven experience of restructurings, acquisitions and business integration

Current external commitments:
None.

Previous roles:
Chief Financial Officer of Misys, Inmarsat plc, NDS Group plc, PMS Europe, Creative Group Holdings Ltd, and Technology plc.

Ron Kalifa (55)
Vice Chairman and Executive Director

E Member

Appointed to Worldpay Group:
August 2010

Independent:
No

Key strengths:
- Significant executive and leadership experience with key strengths in mergers and acquisitions and strategy development
- Strong industry relationships including with cards schemes and industry associations
- Comprehensive financial and commercial knowledge

Current external commitments:
Non-Executive Director of Transport for London and QIWI plc; Independent Consultant to Advent.

Previous roles:
Chief Executive Officer of Worldpay; Member of the Board of UK Cards Association Ltd. Has held various executive roles within RBS and NatWest.

Non-Executive Directors

Martin Scicluna (66)
Senior Independent Non-Executive Director

A Chair **N** Member **RM** Member **R** Member

Appointed to Worldpay Group:
October 2013

Independent:
Yes

Key strengths:
- Deep knowledge of auditing and associated regulatory issues
- Extensive skills in general management and financial oversight
- Significant experience of international companies

Current external commitments:
Chairman of RSA Insurance Group plc and Great Portland Estates plc.

Previous roles:
Non-Executive Director of Lloyds Banking Group; Member of the Financial Services Trade and Investment Board; Chairman of Deloitte LLP in the UK; Member of the Deloitte Board; Member of the Board of Deloitte Touche Tohmatsu; Audit Partner at Deloitte for 26 years.

Key:
RM Remuneration Committee
A Audit Committee
N Nomination Committee
R Group Risk Committee
E Executive Team

John Allan, CBE (68)
Independent Non-Executive Director

RM Chair **A** Member **N** Member **R** Member

Appointed to Worldpay Group:
July 2011

Independent:
Yes

Key strengths:
- Brings a wealth of executive management expertise in commercial and financial services sectors
- Significant experience managing complex mergers, acquisitions and integrations
- Significant experience in alliances, ventures and partnerships

Current external commitments:
Chairman of Tesco plc, Barratt Developments plc and London First.

Previous roles:
Co-Deputy Chairman and Senior Independent Director of Dixons Carphone; Chairman of Care UK Health & Social Care; Non-Executive Director of National Grid plc, Royal Mail Group plc, the UK Home Office Supervisory Board, 3i Group plc, PHS Group plc, Wolseley plc, Hamleys plc and Connell plc. Member of the supervisory boards of Lufthansa AG and Deutsche Postbank; Senior Advisor to Deutsche Bank; Executive Director of BET plc; Chief Financial Officer and Board Member of Deutsche Post DHL.

Deanna Oppenheimer (58)
Independent Non-Executive Director

R Chair **RM** Member **N** Member

Appointed to Worldpay Group:
January 2016

Independent:
Yes

Key strengths:
- Extensive knowledge and experience in retail banking and financial services
- Track record in leading companies through turnaround or significant growth
- Experienced non-executive in a number of sectors

Current external commitments:
Senior Independent Non-Executive Director of Tesco plc and holds Non-Executive Director roles on the Boards of Whitbread plc, Axa Group and the Joshua Green Corporation. Founder of CameoWorks LLC. Senior Advisor to Bain & Company.

Previous roles:
Vice Chair of Global Retail Banking and Chief Executive of UK Retail and Business Banking at Barclays plc. Senior executive positions at Washington Mutual Inc.

Karen Richardson (54)
Independent Non-Executive Director

A Member **N** Member **R** Member

Appointed to Worldpay Group:
July 2016

Independent:
Yes

Key strengths:
- Deep knowledge of the technology sector with significant international experience
- Well-developed leadership and global team management skills
- Strong strategic and commercial understanding

Current external commitments:
Non-Executive Director of BT Group plc, Exponent and Ayasdi.

Previous roles:
Non-Executive Director roles on the boards of i2 Holdings, Hackerank, VirtuOz and Hi5 Networks. Advisory Board member of Proofpoint and former advisor to Silver Lake Partners; Chief Executive Officer of Epiphany Inc. Senior sales and marketing roles in Collabra Software Inc. and Netscape Communications Corp.

Group Company Secretary and Executive Team

Group Company Secretary

Derek Woodward
Group Company Secretary

Joined Worldpay Group:
January 2016

Derek has a wealth of experience as Company Secretary of large publicly listed international companies across a range of industries. Derek was appointed Group Company Secretary in January 2016. Prior to this, he spent seven years as Group Company Secretary of Thomas Cook Group plc, seven years as Head of Secretariat at Centrica plc and three years as Company Secretary of Allied Zurich plc, the UK listed holding company of the Zurich Financial Services Group. Between 1990 and 1998 he was Assistant Secretary of British American Tobacco p.l.c.. Derek is a qualified chartered secretary and serves as Chairman of the ICSA Company Secretaries Forum.

Executive Team

Ruth Prior
Chief Operating Officer

Joined Worldpay Group:
October 2013

Ruth was appointed Chief Operating Officer in 2016, having joined Worldpay in 2013. She was previously Group Chief Financial Officer of EMI Group and prior to that worked for the private equity firm Terra Firma Capital Partners as Finance Director. She has held senior positions within finance and operations, including at Whitbread and Bass and Unilever. Ruth has significant experience across a broad range of sectors, particularly in business transformation, mergers and acquisitions, and change management. Ruth is a qualified chartered management accountant.

Shane Happach
Chief Executive Officer, Global eCom

Joined Worldpay Group:
December 2010

Shane was appointed Chief Executive Officer of Global eCom division in 2016, having joined Worldpay in 2010. Shane has over 15 years' experience in financial services and has significant experience in treasury, M&A and foreign exchange. He has held various management roles across international markets and developed key strengths in strategy, financial planning and new market entry.

Philip Jansen
Chief Executive Officer
See page 59 for full biography.

Rick Medlock
Chief Financial Officer
See page 60 for full biography.

Ron Kalifa
Vice Chairman and Executive Director
See page 60 for full biography.

Peter Jackson
Chief Executive Officer, Worldpay UK

Joined Worldpay Group:
March 2017

Peter was appointed as Chief Executive Officer of Worldpay UK in 2017. He was previously Chief Innovation Officer at Banco Santander, where his remit covered Openbank, InnoVentures (a $200m VC fund) and the innovation activities across the Group. Prior to Santander, Peter was Group Chief Executive Officer of Travelex and he has held senior positions at Lloyds Banking Group, Halifax Bank of Scotland, and McKinsey & Company. Peter is a Non-Executive Director of Paddy Power Betfair plc, and a member of their Board Risk and Board Remuneration Committees. He is an active angel investor in fintech, with a board seat at Aire Labs Ltd, and chairs the development committee for Pembroke College, Cambridge.

Kim Crawford Goodman
Chief Executive Officer, Worldpay US

Joined Worldpay Group:
November 2016

Kim was appointed Chief Executive Officer of Worldpay US in 2016. She was previously President of American Express' Global Business Travel and President of Merchant Services Americas. Prior to joining Amex in 2007, she held executive positions at Dell Inc. including Vice President of Software and Peripherals, Vice President of Public Marketing and Transactional Sales, and Vice President and General Manager of Dell Networking. Kim began her career at Bain & Company where she served as Partner, Manager and a Consultant. Kim holds board positions at Brocade Communications Systems, Inc. (NASDAQ: BRCD) and Charter Communications (NASDAQ: CHTR).

Mark Kimber
Chief Information Officer

Joined Worldpay Group:
September 2014

Mark was appointed Chief Information Officer in 2016, having joined Worldpay from J.P. Morgan Chase where he was Chief Information Officer for EMEA. Mark has over 20 years' experience in financial services having held senior technology roles within J.P. Morgan Chase as well as Bear Stearns and Lehman Brothers. Mark has extensive expertise of building and leading global technology organisations.

Group Company Secretary and Executive Team
continued

Executive Team (continued)

Kevin McCarten
Chief Strategy Officer

Joined Worldpay Group:
September 2016

Kevin was appointed Chief Strategy Officer in 2016, having joined Worldpay from Oliver Wyman where he was responsible for the Global Business and Consumer Services practice and was a member of the Oliver Wyman Leadership Council. In addition to 16 years in consulting, advising at board level across a wide range of industry sectors, Kevin has spent 15 years in consumer products industries (Ford Motor Co. and Procter and Gamble), and seven years at board level in retail including five years as a main board member at J Sainsbury plc.

Andy Doyle
Chief Human Resources Officer

Joined Worldpay Group:
May 2013

Andy was appointed Chief Human Resources Officer in 2013. Prior to joining Worldpay, he worked in a number of different sectors in companies experiencing high growth and change. He was previously Group Human Resources Director for ITV plc. He has worked in operational and senior HR executive roles in the UK, Europe and US in technology, real estate, construction and leisure retail. Andy is a Chartered Director and a Chartered Fellow of the Chartered Institute of Personnel and Development.

Ruwan De Soyza
Group General Counsel

Joined Worldpay Group:
January 2012

Ruwan was appointed Group General Counsel in 2016, having joined Worldpay in 2012. He has over 17 years of legal experience, first as a Corporate and M&A lawyer with Clifford Chance LLP and subsequently in a number of different businesses including Merchant and Retail Banking, Outsourcing and Consultancy. Ruwan is responsible for the provision of legal services to the Worldpay Group and has also been interim Head of Franchise Development and Management since June 2016. Ruwan holds a Diploma in Law from the College of Law, London and is a Solicitor of the Senior Courts of England and Wales.

Link to:
Meet the Executive Team online
http://investors.worldpay.com/management/executive-team

Corporate governance report

Compliance with the UK Corporate Governance Code

This report sets out how the Company applied the principles of the UK Corporate Governance Code ('the Code') and its compliance with the provisions of the Code in the year.

Since the IPO of the Company in October 2015, the Board has made significant progress to ensure its governance arrangements meet the expectations of shareholders and, before the end of the year, full compliance with the Code. This is explained in more detail throughout this report. As this was a year of transition, full compliance with the September 2014 edition of the Code in respect of the following provisions was only achieved part way through the year:

- Code provision B.1 – balance of Independent Non-Executive Directors – although two new Independent Non-Executive Directors were appointed on 1 January and 1 July 2016, full compliance with this provision was achieved from 9 September when the two non-independent private equity representative Directors resigned from the Board (see page 67);
- Code provision B.6 – Board and Committee evaluation – conducted in the autumn and discussed by the Board in December 2016 (see pages 69 to 70);
- Code provision C.3 – Membership of the Audit Committee – full compliance from 1 July 2016 when Karen Richardson was appointed as the third Independent Non-Executive Director member of the Audit Committee and the Company's Chairman stood down from membership of that Committee; and
- Code provision D.2 – Membership of the Remuneration Committee – full compliance from 29 January 2016 when Deanna Oppenheimer was appointed as the third Independent Non-Executive Director member of the Remuneration Committee and the Company's Chairman stood down from membership of that Committee.

The Company has also early adopted and complied with the additional requirements introduced in the April 2016 edition of the Code (as explained in the Audit Committee section of this report on pages 71 to 74).

The Group's business model and strategy

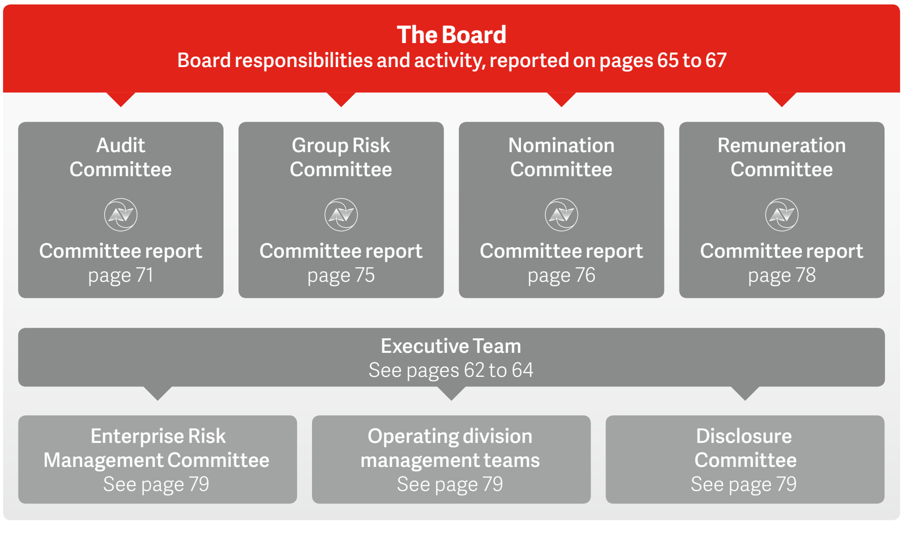
The Group's business model and strategy are summarised on pages 14 to 21 of this report.

Responsibilities of the Board of Directors

The Board is responsible for the long-term success of the Group and for ensuring that there is a framework of prudent and effective controls, which enables risk to be assessed and managed. The Board sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives and reviews management performance. The Board also sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met.

The Board has a schedule of matters reserved for its approval and has a formal structure of delegated authority, whereby specified aspects of management and control of the Group have been delegated to the Board Committees, the Executive Directors, the Group Executive Team and the operating division management teams. The Board has agreed the terms of reference for the Audit, Group Risk, Nomination and Remuneration Committees and the role and responsibilities documents for the Chairman, the Chief Executive Officer and the Senior Independent Director, all of which can be found on the Group's investor site at http://investors.worldpay.com. The Board and the Committees, with the support of the Group Company Secretary, ensure the workflow of the Board and Committees is compliant with the requirements of the above documents. The powers of the Directors are set out in the Company's Articles of Association. These are also available on the Group's corporate website.

Governance structure



Corporate governance report
continued

Matters reserved for the Board

In accordance with its schedule of matters reserved, the Board is specifically responsible for:

- Approval of the Group's strategic aims and objectives;
- Approval of the annual operating and capital expenditure budgets, including all investments in excess of £20m or otherwise as required under the Board's delegation of authority;
- Approval of any material extension of the Group's activities into new business or geographic areas;
- Oversight of the Group's operations and review of performance against the Group's annual budget and its strategic aims and objectives;
- Approval of annual and half-year results and any other Group trading or interim statements, the Annual Report and Accounts, accounting policies and, upon the recommendation of the Audit Committee and subject to shareholder approval, the appointment and remuneration of the external auditors;
- Approval of the Group's dividend policy and the payment of interim and the recommendation of final dividends;
- Changes to the Group's capital structure and the issue of any securities;
- Determining and monitoring the Group's risk appetite, systems of internal control, corporate governance structures, practices and approval authorities;
- Upon the recommendation of the Remuneration Committee, determining the Group's remuneration policy and the remuneration arrangements of the Executive Directors and other senior executives, monitoring executive performance and succession planning; and
- Establishing and reviewing the Group's culture, values and standards, and ensuring that the Group's obligations are understood and met.

The Board has a forward schedule of work to ensure that it meets its responsibilities during the course of the current financial year. This has been developed and enhanced in the first full year following the IPO in October 2015.

The roles and activities of the Board's Committees are described on pages 71 to 78.

Board activity during the period

At each Board meeting, the Chief Executive Officer presents a comprehensive update on the strategy and trading performance across the Group and the Chief Financial Officer presents a detailed analysis of the financial performance, both at Group and operating division levels. In view of their critical importance to the business of the Group, the Board reviews progress on the new payments platform and cyber-security at each of its meetings. This is in addition to the regular in-depth review by the Audit Committee of assurance work in respect of the new

At its meetings during the year, the Board discharged its responsibilities and, in particular, it reviewed:

- Strategy
- Trading and financial performance
- The Group's 2017 budget
- Review of the annual and half-year reports and declaration of the interim dividend
- Reports from the Company's brokers in respect of market consensus, share price performance and shareholder feedback
- Oversight of the work conducted by, and reports from, the Board's Audit, Nomination, Remuneration and Group Risk Committees
- The Group's Public Policy programme
- Assessments of the likely impact of Brexit
- The appointment of Independent Non-Executive Directors on the recommendation of the Nomination Committee
- The new payments platform and cyber-security, including an independent review of cyber-security
- Tax strategy and policy (available on the Group's investor site at http://investors.worldpay.com)
- Corporate governance:
  - Updates on key corporate developments
  - Re-appointment of KPMG as auditors
  - Revised processes and controls in compliance with the Market Abuse Regulation
  - Board and Committee evaluation review (see page 69 and 70)

payments platform and by the Group Risk Committee in respect of IT risk and cyber-security. Senior executives below Board level attend relevant parts of Board and Committee meetings in order to make presentations on their areas of responsibility. This gives the Board access to a broader group of executives and helps the Directors make assessments when considering the Group's succession plans. The Board continually reviews the Group's strategy at each of its meetings and, in addition, holds one dedicated full day strategy meeting each year.

Board composition

As at 31 December 2016, the Board comprised the Non-Executive Chairman, three Executive Directors and four Independent Non-Executive Directors. Their biographical details can be found on pages 59 to 61 and on the Group's investor site at http://investors.worldpay.com.

The Chairman

Sir Michael Rake was the Chairman throughout the year and to the date of this report. He was independent on appointment in September 2015.

The roles of the Chairman and Chief Executive Officer are separate and distinct. There are Board-approved Roles and Responsibilities documents for both positions, which clearly set out in writing their respective responsibilities. These documents can be found on the Group's investor site at http://investors.worldpay.com.

The Senior Independent Director

Martin Scicluna was the Senior Independent Director throughout the year and to the date of this report. The Senior Independent Director is available to shareholders should they have concerns that cannot be resolved through the normal channels involving the Executive Directors or the Chairman. The Board-approved Role and Responsibilities of the Senior Independent Director are set out in writing and can be found on the Group's investor site at http://investors.worldpay.com.

Board changes during the year

There were a number of directorate changes during the year, resulting in the achievement of an appropriate balance of independence to the composition of the Board and the Committees in full compliance with the Code.

Deanna Oppenheimer and Karen Richardson joined the Board as Independent Non-Executive Directors on 1 January and 1 July 2016, respectively. On 9 September 2016, James Brocklebank and Robin Marshall, who were not independent (being representatives of Advent and Bain respectively under the Relationship Agreement with the Company) resigned from the Board upon Advent and Bain reducing their combined holding down to 10.7%.

Deanna has extensive knowledge and experience in retail banking and financial services as well as significant leadership skills. Karen has a wealth of experience and insight in the technology sector. Both have significant Board level experience at international UK listed plcs.

The search, selection and appointment process for Independent Non-Executive Directors is fully described in the Nomination Committee section on pages 76 to 77.

When appointing new Independent Non-Executive Directors, the Board has regard for its Board Appointments Policy, which provides for diversity across a range of measures, including skills, experience and gender in order to meet the needs of the business. The Board Appointments Policy can be found on the Group's investor site at http://investors.worldpay.com.

Committee membership changes during the year

The appointment of additional Independent Non-Executive Directors during the year allowed the strengthening of the Committees, bringing the membership of the Audit and Remuneration Committees in line with the requirements of the Code.

Deanna Oppenheimer was appointed Chair of the Group Risk Committee at the same time as her appointment to the Board on 1 January 2016 and was appointed as the third independent member of the Remuneration Committee on 29 January 2016, at which time Sir Michael Rake who had been a member in the period since the IPO stood down from that Committee. Deanna Oppenheimer also joined the Nomination Committee on 1 October 2016.

Karen Richardson was appointed as the third independent member of the Audit Committee upon her appointment to the Board on 1 July 2016, at which time Sir Michael Rake, who had been a member in the period since the IPO, stood down from that Committee. Karen was also appointed as a member of the Nomination Committee and the Group Risk Committee on 1 July and 1 October 2016, respectively.

The current compositions of the Board's Committees are shown in the relevant Committee sections on pages 71 to 78.

Directors' conflicts of interest

The Companies Act has codified the Directors' duty to avoid a situation in which they have, or can have, an interest that conflicts, or possibly may conflict, with the interests of the Company. A Director will not be in breach of that duty if the relevant matter has been authorised in accordance with the Articles of Association by the other Directors.

Corporate governance report
continued

The Board has established a process to identify and authorise conflicts. As part of that process, it has also agreed that the Nomination Committee should review the authorised conflicts every six months or more frequently if a new potential conflict arises for an existing Director. The Nomination Committee reviews the interests of candidates prior to making recommendations for the appointment of new Directors. The Nomination Committee and Board applied the above principles and process throughout the period to the date of this report and confirm that these have operated effectively.

Confirmation of Director independence

At its March 2017 meeting, as part of a thorough review of corporate governance against the Code, the Board considered the independence of the Non-Executive Directors against the criteria specified in the Code and determined that John Allan, Deanna Oppenheimer, Karen Richardson and Martin Scicluna were independent.

In reaching the above determination of independence, the Board considered the following:

- That John Allan and Deanna Oppenheimer hold the positions of Chairman and Senior Independent Non-Executive Director, respectively at Tesco plc; and
- That Sir Michael Rake and Karen Richardson hold the positions of Chairman and Independent Non-Executive Director, respectively at BT Group plc.

The Board agreed that each of John Allan, Deanna Oppenheimer, Karen Richardson and Martin Scicluna is independent in character and judgement and the above matters have not restricted or impaired his or her effectiveness and independence.

Re-appointment of Directors

In accordance with the Code and the Company's Articles of Association, all Directors are subject to election by shareholders. The Board has agreed that the Directors will be subject to annual election. Non-Executive Directors are initially appointed for a three-year term, subject to review by the Nomination Committee and continued annual election by shareholders.

Board induction and development

An induction programme tailored to meet the needs of individual Directors is provided for each new Director. This programme has evolved as we build on the experience of inducting each new Director. Overall, the aim of the induction programme is to introduce new Directors to the Group's business, its operations and its governance arrangements.

Such inductions typically include on-site meetings with senior management, both at the Group level and within the operating divisions, where they receive a thorough briefing on the business and meet with the management teams. Individual induction requirements are monitored by the Chairman, with the support of the Group Company Secretary, to ensure that newly appointed Directors gain sufficient knowledge about the Group to enable them to contribute to the Board's deliberations as swiftly as possible.

A series of development and strategy support presentations (covering the Company's strategy and the potential opportunities and threats from future industry developments) was given to the Board in the first half of the year which, in addition to the normal business reviews at each meeting, ensured that all the non-executive members of the Board had sufficient and equal knowledge about the Group in order to contribute fully to the Board's annual strategy meeting in June 2016. Since then, and in response to the Board's request, the strategic content of Board meetings has increased. A further series of development and strategy support presentations has been scheduled for 2017.

The Board agreed, during its evaluation discussion in December 2016, to increase the frequency of interaction between the Non-Executive Directors and the members of the Executive Team, the operating division management teams and high potential talent throughout the organisation. This will increase the Board's presence across the Group and continuously develop the Board's understanding of the business and its evaluation of management talent and succession planning.

Operation of the Board and its Committees

Prior to each scheduled Board meeting, the Chairman meets with the Independent Non-Executive Directors in the absence of the Executive Directors. Prior to their resignation from the Board on 9 September 2016, these meetings also took place in the absence of James Brocklebank and Robin Marshall, neither of whom were independent.

The Directors have access to a fully encrypted electronic portal system, which enables them to receive and review Board and Committee papers quickly and securely using electronic tablets. Scheduled Board and Committee meetings are held physically and most ad-hoc meetings are held by phone. The Group Company Secretary attends all Board meetings.

The papers in respect of the Audit, Group Risk, Nomination and Remuneration Committees are circulated to all the Non-Executive Directors, regardless of Committee membership. Major decisions taken under the Group's Delegation of Authority are reported to the next Board meeting.

The Group Company Secretary, who was appointed by the Board, is responsible for advising and supporting the Chairman, the Board and its Committees on corporate governance matters as well as ensuring that there is a smooth flow of information to enable effective decision making. All Directors have access to the advice and services of the Group Company Secretary and, through him, have access to independent professional advice in respect of their duties, at the Company's expense. The Group Company Secretary acts as secretary to the Board and its Committees. Derek Woodward has held the position of Group Company Secretary from 10 January 2016. His biographical details can be found on page 62.

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

Board meetings and attendance

The Board and its Committees have regular scheduled meetings throughout the year and supplementary meetings are held as and when necessary. The table below shows the number of scheduled Board and scheduled Committee meetings attended by each Director out of the number convened during the time served by each Director on the Board or relevant Committee during the period. Each of the current Directors attended all scheduled Board meetings.

Each Committee member attended all Committee meetings except for one Audit Committee meeting in the case of Sir Michael Rake and one Nomination Committee meeting in the case of Deanna Oppenheimer, both cases which were due to an unavoidable business commitment. In each case, the Director gave input to the Chairman of the meeting on the business to be conducted prior to the meeting and was briefed afterward on the meeting discussions. Each of the Directors has given a firm commitment to being able to give sufficient time to enable them to fulfil their duties, including the attendance of meetings, in 2017.

As well as the scheduled meetings, eight additional Board meetings were also held. These were mainly in respect of strategic matters that the Chairman and Chief Executive Officer decided should be considered by the Board prior to the next scheduled meeting. Despite these meetings being held at relatively short notice, there was full attendance at each of those meetings other than one meeting in the case of Ron Kalifa which was due to short notice of the meeting and an unavoidable overseas business commitment. Ron Kalifa gave input to the Chairman of the meeting on the business to be conducted prior to the meeting and was briefed afterward on the meeting discussions.

Board evaluation

The Board recognises the benefit of a thorough Board and Committee evaluation process to monitor and improve its effectiveness. It determined at the start of the year that the best time to conduct this exercise would be around the first anniversary of the IPO in the autumn of 2016, thereby allowing the review of a full year of operation. In 2016, the evaluation was facilitated by the Group Company Secretary, who has direct experience in this field at other organisations and who also had first hand experience of the evolution and progression of the Board and Committees, having joined shortly after the IPO.

Process

The Group Company Secretary prepared a comprehensive questionnaire in respect of the effectiveness of the Board, the Committees and the individual Directors. A separate questionnaire was prepared in respect of the evaluation of the Chairman. These questionnaires were reviewed and approved by the Chairman and Senior Independent Director respectively before being issued to each of the Directors.

Upon receipt of the completed questionnaires, the Group Company Secretary prepared two reports, which included recommendations for future actions and improvements: one in respect of the Board, Committees and individual Directors; and the other in respect of the Chairman.

The Group Company Secretary presented these reports to the Board at its meeting in December 2016.

Individual Director attendance at scheduled meetings in the year

Current Directors

Name	Board (scheduled)	Audit Committee	Group Risk Committee	Nomination Committee	Remuneration Committee
Sir Michael Rake[1]	9/9	2/3	n/a	7/7	1/1
Martin Scicluna	9/9	7/7	4/4	7/7	4/4
John Allan	9/9	7/7	4/4	7/7	4/4
Deanna Oppenheimer[2]	9/9	n/a	4/4	1/2	3/3
Karen Richardson[3]	5/5	4/4	1/1	4/4	n/a
Philip Jansen	9/9	n/a	n/a	n/a	n/a
Ron Kalifa	9/9	n/a	n/a	n/a	n/a
Rick Medlock	9/9	n/a	n/a	n/a	n/a

1 Sir Michael Rake resigned from the Remuneration Committee on 29 January 2016 and the Audit Committee on 1 July 2016.
2 Deanna Oppenheimer joined the Remuneration Committee on 29 January 2016 and the Nomination Committee on 1 October 2016.
3 Karen Richardson joined the Board, Audit Committee and Nomination Committee on 1 July 2016 and the Group Risk Committee on 1 October 2016.

Former Directors

Name	Board (scheduled)	Audit Committee	Group Risk Committee	Nomination Committee	Remuneration Committee
James Brocklebank	5/6	n/a	n/a	n/a	n/a
Robin Marshall	3/6	n/a	n/a	n/a	n/a

Note:
James Brocklebank and Robin Marshall resigned from the Board on 9 September 2016.

Corporate governance report
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Board evaluation – summary of outputs

There was a shared view that the Board and the Committees had made significant progress in the year since the IPO, but recognition that there are opportunities for further development. Positive comments were made in respect of the transition from private equity ownership to listed company status, the composition of the Board and Committees, the focus on the important strategic and operational issues, good levels of management transparency within quality papers and a good balance of support and challenge from the NEDs; in addition, a wealth of constructive feedback was given to improve the effectiveness of the Board and Committees. There were no concerns raised in respect of individual Directors.

The key actions following the discussion by the Board are given in the table below.

Arrangements have been put in place to address the agreed actions which will be monitored by the Chairman with the support of the Group Company Secretary. Progress will be regularly reported to the Board.

Chairman evaluation

The Non-Executive Directors, under the leadership of the Senior Independent Director and with input from the Executive Directors, conducted an evaluation of the Chairman. The outputs from that evaluation were debated by the Board in the absence of the Chairman and feedback given to him by the Senior Independent Director. There was a shared view amongst the Executive and Non-Executive Directors that the Board, under the leadership of the Chairman, had made solid progress since the IPO in October 2015, focusing on the important strategic and operational issues as well as achieving the highest standards of corporate governance, fully compliant with the Code.

Executive Directors

The Group's performance management system applies to management at all levels. The individual performance of the Executive Directors is reviewed separately by the Chairman and the Remuneration Committee. Further details of the Executive Directors' performance measures and objectives are given in the Remuneration report on pages 82 and 95.

Future evaluations

The Board has agreed that the evaluation exercise in 2017 will be conducted internally by the Group Company Secretary and in 2018 by an external facilitator, as required by the Code.

Outputs and agreed actions from the 2016 Board and Committee evaluation

Outputs:	Agreed actions:
Continuously enhance the Board's knowledge and understanding of the industry and the business; build the Board's presence across the organisation; and evaluate management talent and succession planning.	Increase the frequency of interaction between the Non-Executive Directors and the members of the Executive Team, the operating division management teams and high potential talent throughout the organisation.
Continue with strategic reviews at each Board meeting, but be more cognisant of potential changes to our industry, e.g. technology and regulation.	Greater focus to be included in strategy Board papers.
Greater oversight of embedding culture and policies throughout the organisation. Group Risk Committee to continue with oversight of embedding three lines of defence model.	To be reviewed in H1 2017. Ongoing oversight of policies and three lines of defence model by the Group Risk Committee.
Continue with the search for one additional Independent Non-Executive Director.	Nomination Committee will conduct a thorough search.

The Board's Committees

Audit Committee

Committee Chairman:
Martin Scicluna*

Other members:
John Allan, CBE
Karen Richardson

Number of meetings held in 2016:
7

Meetings also regularly attended by:
- Philip Jansen, Chief Executive Officer;
- Rick Medlock, Chief Financial Officer;
- Ruth Prior, Chief Operating Officer**;
- Michelle Valentine, Group Financial Controller;
- Tim Leather, Chief Internal Auditor;
- Derek Woodward, Group Company Secretary;
- KPMG LLP (KPMG).

* The Board has agreed that Martin Scicluna has recent and relevant financial experience and that the Audit Committee as a whole has competence relevant to the sector in which the Company operates, as required by the Code.
** Ruth Prior was appointed Chief Operating Officer on 1 January 2017, prior to which date she was the Deputy CFO.

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> "The Audit Committee has focused on the integrity of our financial statements, the strengthening of Group Internal Audit and the effectiveness of controls, including those specifically in respect of the new payments platform."

Composition of the Committee

Martin Scicluna and John Allan were appointed to the Committee prior to the IPO in 2015. Karen Richardson was appointed to the Committee as the third independent member on 1 July 2016, on which date Sir Michael Rake, who had been a member in the period since the IPO, stood down from that Committee. In July 2016, the Nomination Committee conducted a thorough review of the skills and experience of the Directors mapped against the Group's current and future requirements and agreed that the Audit Committee as a whole has competence relevant to the sector in which the Company operates as required by the 2016 edition of the Code.

Role of the Committee

The Board has delegated to the Committee responsibility for overseeing the financial reporting, internal and external audit and controls. In accordance with its terms of reference, the Committee, which reports its findings to the Board, is authorised to:
- Monitor the integrity of the financial statements including annual and half-year results and any Group trading or interim statements, including a review of the significant financial reporting judgements contained in them;
- Review the content of the Annual Report and advise the Board on whether it is fair, balanced and understandable;
- Review the Company's internal financial controls and the Group's internal control and risk management systems;
- Review and assess the annual Group Internal Audit Plan;
- Monitor and review the effectiveness of the Company's internal audit function;
- Establish and oversee the Company's relationship with its external auditor, including the monitoring of their independence, and the level of the non-audit fees paid to them, and the approval of the external auditor's remuneration and terms of engagement;
- Review and approve the annual external audit plan; and
- Assess the effectiveness of the external audit process.

The Committee has a forward work programme and in December 2016, with the support of the Group Company Secretary, it reviewed its activities against the requirements of its terms of reference to ensure that it had met its responsibilities. To enable it to carry out its duties and responsibilities effectively, the Committee relies on information and support from management across the business. The full terms of reference of the Committee are available on the Group's investor site at http://investors.worldpay.com or from the Group Company Secretary at the Company's registered office.

Principal activities of the Audit Committee during the year

During the year, the Committee reviewed the following:

Financial

- The integrity of the 2015 full year and the 2016 half-year results (including a review of significant accounting issues and judgements set out in separate comprehensive reports prepared by Group Finance) and the processes underpinning their preparation, verification and management sign-offs;

Corporate governance report
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- Information in support of the statements in relation to going concern, longer-term viability, internal control, fair, balanced and understandable, and disclosure of information to the auditor.

External audit
- The annual audit plan and scope and the audit engagement letter;
- The auditor's year end report;
- The auditor's management letter on controls following the 2015 audit and an update at the end of 2016 on the progress made by management.

Internal audit and controls
- The strengthening and resourcing of the internal audit function;
- The internal audit plan for 2016 and, towards the end of 2016, the plan for 2017;
- The reports from internal audit activity;
- The new payments platform controls assurance.

Governance
- The effectiveness of the external audit process and the re-appointment of the auditor;
- Separate meetings with the Group Internal Auditor and the external auditor in the absence of management;
- The appointment of a new Statutory Auditor (see opposite);
- Policy review and approval:
  - Non-audit services by the external auditor;
  - Financial Accounting;
  - Financial Reporting;
  - Tax Strategy – published on the Group's investor site at http://investors.worldpay.com;
- Changes to the UK Corporate Governance Code;
- A review of the Committee's activities against its terms of reference.

Group Internal Audit
Prior to the IPO, the Committee decided to strengthen the Internal Audit function, leading to the appointment in September 2015 of a highly experienced Chief Internal Auditor. With the support and authority of the Committee and executive management, the new Chief Internal Auditor re-resourced and thereby significantly enhanced the skills of the Internal Audit function. This resulted in a major improvement in the quality and coverage of the third line of defence assurance work provided to the Group. The skills enhancement programme and the output from the Internal Audit Function was monitored and reviewed throughout the year by the Committee. A formal review of the effectiveness of that function will be conducted in 2017.

External auditor
On 19 September 2012, KPMG was appointed as the auditors to the Worldpay Group and Michael Harper, a Partner of KPMG, was appointed Senior Statutory Auditor. In compliance with partner rotation requirements in the FRC Ethical Standard, Michael Harper will stand down from this position at the conclusion of the Worldpay AGM to be held on 10 May 2017 and, subject to the re-appointment of KPMG by shareholders at the AGM, will be succeeded by John Bennett, Partner, KPMG. John Bennett's appointment was approved by the Audit Committee, following a thorough process involving the CFO and the Chairman of the Audit Committee. The Company is required to put the external audit contract out to tender no later than 2022 and currently has no intention to do so in 2017.

A policy is in place which requires all material non-audit work proposed to be carried out by the external auditor to be pre-authorised by the Chief Financial Officer and/or the Committee in order to ensure that the provision of non-audit services does not impair the external auditor's independence or objectivity. This policy was updated to ensure that it is compliant with the FRC Ethical Standard 2016 and the external auditor cannot be engaged in respect of services prohibited by that Standard. The policy is published on the Group's investor site at http://investors.worldpay.com.

An analysis of the fees earned by the Group's auditor for audit and non-audit services is disclosed in Note 2e to the financial statements. Of the £1.6m total fee payable to KPMG in 2016, £0.9m was paid in respect of the audit of the Group's Annual Report and Accounts and £0.7m was payable in respect of other non-audit and assurance services.

KPMG have confirmed their independence as auditor of the Company in a letter addressed to the Directors.

Following the process adopted in 2016, the Audit Committee reviewed the effectiveness of the external audit process at its meeting in February 2017. This included reviewing comprehensive papers from both management and the external auditor, which set out the planning and execution of the conduct of the audit. The Audit Committee also held separate meetings with the external auditor in the absence of management and with management in the absence of the external auditor. Upon the recommendation of the Audit Committee, KPMG will be proposed for re-election by shareholders at the AGM to be held on 10 May 2017. In reaching its decision to propose KPMG for re-election, the Audit Committee took into account the effectiveness of the external audit process, and the objectivity and independence and the length of tenure of KPMG as external auditor.

Significant issues considered by the Audit Committee in relation to the financial statements

Significant issue considered by the Committee	How the issue was addressed by the Committee
Going concern: Management reviewed the appropriateness of preparing the Group financial statements for the half year and full year on a going concern basis and presented papers to the Committee in August 2016 and February 2017.	The Committee considered papers prepared by management and, taking into account the key assumptions and risks and the external auditor's review of these papers, concluded that management's recommendation to prepare accounts on a going concern basis was appropriate.
The Group's accounting policies and application of them: Each year, the Group Accounting Policies Committee conducts a review of the Group's accounting policies to ensure they remain appropriate. The findings from this review were presented to the Audit Committee in December 2016 as part of the Financial Controller update.	Having considered the paper, the Committee agreed with management's proposals.
Correspondence with the Financial Reporting Council (FRC): In the latter part of 2016 and early 2017, the Group received and responded to correspondence from the FRC's Corporate Governance & Reporting Division in relation to the Group's Annual Report and Accounts 2015. The majority of the queries raised by the FRC related to additional clarification and explanation which were dealt with satisfactorily in our responses. However, in a small number of cases, undertakings were made to present information differently in the Group's financial statements or to provide additional explanatory notes to the financial statements.	The Committee reviewed management's responses to the FRC letters and agreed with their content, providing approval for each letter to be submitted. In addition, the Committee discussed with management and the external auditor the completeness and quality of the disclosures in the Annual Report and Accounts 2016 in light of the correspondence with the FRC during the year and the latest guidance issued by the FRC. The Committee approved the Annual Report and Accounts 2016. All queries are now closed.
Presentation of financial information: Following the correspondence with the FRC, management proposed a number of changes to the presentation of finance income and costs on the face of the income statement.	The Committee considered management's proposals and agreed to adopt them.
Disposal of Visa Europe membership shares and valuation of related CVR liabilities: On 21 June 2016, the Group disposed of its interest in Visa Europe to Visa Inc. and received a mixture of cash and non-cash consideration valued at €1,051m. On disposal, the Visa Europe membership shares were derecognised from the Group's balance sheet and the elements of consideration recognised along with the corresponding tax liabilities and liabilities in respect of ongoing interchange litigation related to Visa Europe. The CVR liabilities have also been revalued to reflect the impact of the transaction. Management prepared and presented a paper to the Committee which discussed the accounting on disposal. Audit procedures performed by KPMG and reported to the Committee included an assessment of the facts and circumstances and rights and obligations attached to the various elements of the consideration and CVR liabilities; a review of the key input assumptions in arriving at the profit on disposal and the valuation of certain elements of consideration and the CVR liabilities; and a review of the adequacy of the Group's disclosures in respect of the transaction.	The Committee considered the paper prepared by management, and, following discussions with management and the external auditor who also provided critical challenge and assessment of the key accounting judgements, the Committee endorsed management's proposals.

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Significant issue considered by the Committee	How the issue was addressed by the Committee
Separately disclosed items: The Group has an established policy of separately disclosing items that it believes, due to their size or nature, are not the result of normal operating performance and should be disclosed separately to allow a more comparable view of underlying trading performance.	The Committee considered management's presentation of all separately disclosed items and agreed with its proposed presentation. Of particular note was the discussion around the profit on disposal of the Visa Europe asset and related revaluation of the elements of consideration received and the CVR liabilities. Having considered this specific matter, the Committee agreed to adopt management's proposed presentation.
Transaction-based revenue and settlement balances: The processing of payments, from which the Group generates the vast majority of its revenues, is dependent on highly complex IT systems with a number of different bases for calculating revenue and for settling funds. Audit procedures performed by KPMG and reported to the Committee included: testing the design, implementation and operating effectiveness of applicable controls; performing reconciliations of cash received to revenue recognised in the year; and obtaining third-party verification of settlement amounts. Where applicable, IT audit experts were also used throughout the audit process.	The Committee reviewed the strategy document presented by KPMG and agreed with the assessment of significant risks in relation to the audit. The Committee also reviewed the findings of the external auditor at both the half year and the year end in respect of the risk. The Committee would review any changes in accounting policy, material unusual transactions or any other matters brought to their attention by management in respect of the risk (there were none during the current year). The controls and processes implemented by management are consistent with previous years and are considered to be appropriate by the Committee. Considering all of the above, the Committee concluded that it was satisfied with the appropriateness of the reported numbers and the disclosures in the Annual Report and Accounts 2016.
Trade receivables impairment and related provisions: Provisions are made in respect of impairment of trade receivables where there is objective evidence that the Group cannot recover the original expected cash flows from the trade receivable due to events since the trade receivable was initially recognised, or where a merchant defaults or is expected to default on their obligation to deliver services for which the Group has already processed the corresponding payment transaction. The provisioning policy is reviewed annually by management to ensure it is still appropriate and bad debt provisions are discussed as part of the monthly management accounts review process. Material bad debts are reported to the Audit Committee. Audit procedures performed by KPMG and reported to the Committee included: assessment of the design and operating effectiveness of the key controls within the Group's merchant onboarding and ongoing monitoring processes; consideration of cash collection from merchants subsequent to the year-end; and a critical assessment of the output of the Group's internal monitoring and review processes.	The Committee reviewed the strategy document presented by KPMG and agreed with the assessment of significant risks in relation to the audit. The Committee also reviewed the findings of the external auditor at both the half year and the year end in respect of the risk. The Committee would review any changes in accounting policy, material unusual transactions or any other matters brought to their attention by management in respect of the risk (there were none during the current year). The controls and processes implemented by management are consistent with previous years and are considered to be appropriate by the Committee. Considering all of the above, the Committee concluded that it was satisfied with the appropriateness of the reported numbers and the disclosures in the Annual Report and Accounts 2016.

The Board's Committees

Group Risk Committee

Committee Chairman:
Deanna Oppenheimer

Other members:
John Allan, CBE
Karen Richardson
Martin Scicluna

Number of meetings held in 2016:
4

Meetings also regularly attended by:
- Philip Jansen, Chief Executive Officer;
- Rick Medlock, Chief Financial Officer;
- Ron Kalifa, Vice Chairman and Executive Director;
- Ian Whyte, Chief Risk Officer;
- Group General Counsel (Mark Edwards in the year, Ruwan De Soyza from 1 January 2017);
- Tim Minall, Group Compliance Director;
- Lisa Willoughby, Group Head of Enterprise Risk Management;
- Derek Woodward, Group Company Secretary.

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> With the support of the Enterprise Risk Management Committee, the Group Risk Committee has focused on reviewing existing and emerging risks and the development and embedding of the Enterprise Risk Management Framework and relevant policies across the organisation.

Composition of the Committee

Deanna Oppenheimer was appointed to the Committee as Chair on 1 January 2016. John Allan and Martin Scicluna were also members throughout the year. Karen Richardson was appointed as a member of the Committee with effect from 1 October 2016.

Role of the Committee

The Board has delegated to the Committee responsibility to articulate the Board's risk appetite to management and to review the Group's enterprise risk management framework, key risks and emerging risks that may affect the long-term success of the Group.

The full terms of reference of the Committee are available on the Group's investor site at http://investors.worldpay.com or from the Group Company Secretary at the Company's registered office.

Principal activities of the Group Risk Committee during the period

At its meetings during the year, the Committee discharged its responsibilities as listed above and in particular:

- Reviewed the enterprise risk management framework and the plans to relaunch it across the Group;
- Reviewed the risk and compliance work plans for the year, ensuring they were fit for purpose and adequately resourced;
- Reviewed regular reports from the Group Compliance Director and the Chief Risk Officer, including progress reports against their annual work plans;
- Developed the approach to its work programme for the year ahead, including the division of work between the Group Risk Committee and the Audit Committee;
- Reviewed the Group's principal risks and approved the reporting of those risks in the annual and half-year reports;
- Reviewed the Group's Policy Framework and, on a rolling annual programme, reviewed and approved the Group's Level 1 policies;
- Reviewed matters raised by colleagues under the Group's whistleblowing arrangements;
- Conducted deep dive risk and control reviews into various areas of the business, including Technology (and specifically the issues in respect of the High Capacity Gateway (HCG), data security, online gambling and 'high risk' sectors.

The Committee has a forward work programme and in November 2016, with the support of the Group Company Secretary, it reviewed its activities against the requirements of its terms of reference to ensure that it had met its responsibilities. To enable it to carry out its duties and responsibilities effectively, the Committee relies on information and support from management across the business.

Risk appetite and approach to risk management

The Board's risk appetite and the Group's approach to risk management are more fully described in the Principal risks and uncertainties section on pages 33 to 46. Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable, but not absolute, assurance against material misstatement or loss.

The Board's Committees

Nomination Committee

Committee Chairman:
Sir Michael Rake

Other members:
John Allan, CBE
Deanna Oppenheimer
Karen Richardson
Martin Scicluna

Number of meetings held in 2016:
7

Meetings also regularly attended by:
- Philip Jansen, Chief Executive Officer;
- Andy Doyle, Chief Human Resource Officer;
- Derek Woodward, Group Company Secretary.

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"We created a stronger and balanced Board in 2016."

Composition of the Committee

Sir Michael Rake, Martin Scicluna and John Allan were members of the Committee throughout the year. Karen Richardson and Deanna Oppenheimer were appointed to the Committee on 1 July and 1 October 2016 respectively.

Role of the Committee

The Board has delegated to the Committee responsibility for reviewing and proposing appointments to the Board and for recommending any other changes to the composition of the Board or its Committees. The principal responsibility of the Committee is to make recommendations to the Board on all new appointments to the Board, having regard for an appropriate balance of skills, knowledge, experience and diversity. The Committee ensures that there is clarity in respect of the role description and capabilities required for such appointments. The Committee is also responsible for reviewing, at least every six months, or more frequently if required, the Directors' potential conflicts of interest and for making recommendations to the Board in respect of authorising such matters.

The full terms of reference of the Committee are available at the Group's investor site at http://investors.worldpay.com or from the Group Company Secretary at the Company's registered office.

Principal activities of the Nomination Committee during the year

At its meetings during the period, the Committee discharged its responsibilities as listed above and in particular:

- Conducted a thorough process and made recommendations to the Board to appoint additional Non-Executive Directors to strengthen the Board;
- As part of that process:
  - Reviewed the Board's objectives in terms of balance of independence and diversity; and
  - in order to determine the attributes required of new additional NEDs, conducted a thorough review of the skills and experience of the Directors mapped against the Group's current and future requirements;
- Considered the independence, effectiveness and time commitment of the Directors before making a recommendation to the Board regarding their re-election at the AGMs held in 2016 and 2017;
- Reviewed the Directors' potential conflicts of interests;
- Upon the appointment of additional independent Non-Executive Directors, conducted a review of, and made recommendations in respect of, the memberships of the Board's Committees;
- Approved an ongoing programme of engagement meetings between the Chairman and NEDs and high potential talent across the organisation;
- Reviewed Executive Succession plans and talent management arrangements;
- Reviewed the Group's Payments Industry Training arrangements; and
- Oversight of annual evaluation process, together with the Group Company Secretary, of Board and Committees to assess overall performance and effectiveness.

In early 2017, the Committee will review the Group's policy and objectives in respect of management diversity.

The Committee has a forward work programme and, in December 2016 with the support of the Group Company Secretary, it reviewed its activities against the requirements of its terms of reference to ensure that it had met its responsibilities. To enable it to carry out its duties and responsibilities effectively, the Committee relies on information and support from the Chief Human Resources Officer and the Group Company Secretary.

Board appointments policy

Appointments to the Board are made on merit, against objective criteria and with due regard for the benefits of diversity on the Board. This process is led by the Committee which, after evaluating the balance of skills, experience and knowledge of each Director, makes recommendations to the Board. The Board Appointments Policy recognises the benefits of diversity, including gender diversity, and reinforces the Board's principle that appointments are made on merit, in line with its current and future requirements, and reflect the UK listing and international activity of the Group. The appointments made prior to the IPO and up to the date of this report have been in line with that policy.

The Board endorses the aims of the Davies' report entitled 'Women on Boards' and the recently published Hampton-Alexander report entitled 'FTSE Women Leaders – Improving Gender Balance in FTSE Leadership'. A copy of the Group's Board Appointments Policy can be found on the Group's investor site at http://investors.worldpay.com.

Non-Executive appointments

International search and selection firms, The Zygos Partnership and Spencer Stuart, have been used by the Chairman to identify a range of suitable candidates for review by the Nomination Committee. As a result of this process, Deanna Oppenheimer and Karen Richardson were appointed to the Board on 1 January and 1 July 2016, respectively.

Spencer Stuart and The Zygos Partnership also conduct executive search assignments for the Group from time to time.

The Board's Committees

Remuneration Committee

Committee Chairman:
John Allan, CBE

Other members:
Deanna Oppenheimer
Martin Scicluna

Number of meetings held in 2016:
4

Meetings also regularly attended by:
- Philip Jansen*, Chief Executive Officer;
- Andy Doyle*, Chief HR Officer;
- Martyn Fisher, Reward Director;
- Deloitte LLP ('Deloitte').

* Neither attends in respect of matters relating to their own remuneration.

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"Our remuneration philosophy and framework have a strong emphasis on pay for performance and are fully aligned with our strategy."

Composition of the Committee

All members of the Committee are Independent Non-Executive Directors. Deanna Oppenheimer was appointed as the third independent member of the Committee on 29 January 2016 on which date Sir Michael Rake, who had been a member of that Committee in the period since the IPO, stood down. John Allan and Martin Scicluna were members of the Committee throughout the year.

Principal activities of the Remuneration Committee during the period

The Board has delegated to the Committee responsibility for reviewing and proposing the appropriate remuneration framework which can attract, retain and motivate key management, whilst ensuring full compliance with best practice expected of FTSE 100 companies. The Group's Remuneration Policy and a report detailing the composition, responsibilities and work carried out by the Remuneration Committee during the period, including an explanation of how it applies the Principles of the Code in respect of Executive Directors' remuneration, is included within the Remuneration report on pages 82 to 95.

Management Committees

Executive Committee

The Chief Executive Officer leads the Executive Committee, which comprises the most senior business leaders and function heads. It is responsible for the day-to-day management of the Group and meets monthly to focus on a range of issues in relation to the strategic and operational development and performance of the businesses. The biographical details of the members of the Executive Committee are disclosed on pages 62 to 64.

Operating division management teams

The Group's operating divisions (Global eCom, WPUK and WPUS) are managed by their respective CEOs and dedicated management teams. Management team meetings are held monthly to review strategic, operational and financial performance. These meetings are attended by members of the Executive Committee to ensure sufficient oversight and co-ordination on cross-Group developments.

Disclosure Committee

The Disclosure Committee is responsible for implementing and monitoring systems and controls in respect of the management of inside information and the disclosure of such information to the market in accordance with the Company's obligations under the UK Listing Authority's Disclosure and Transparency Rules and the Market Abuse Regulation. The Committee meets to consider the Group's disclosure obligations and to review all results announcements following certification from individual executives from across the Group. The Committee comprises the Chief Executive Officer, who is the Chairman, the Chief Financial Officer, the Chief Operating Officer (previously the Deputy Chief Financial Officer), the Group General Counsel, the Group Financial Controller, the Investor Relations Director and the Group Company Secretary. During the year, the terms of reference of this Committee and the Group's Control of Inside Information Policy were revised in line with the requirements of the Market Abuse Regulation.

Enterprise Risk Management Committee (EMRC) (previously the Group Governance and Control Committee)

Chaired by the CFO, the ERMC provides executive management with a forum to review risk on an enterprise wide basis and provides an escalation point for operating division risks. The Committee also reviews the activities of the Group's assurance functions and operational risk profile and approves the annual Compliance and Risk plans for review by the Group Risk Committee. The membership of this Committee includes executive management, the Chief Risk Officer, the Chief Internal Auditor, the Chief Information Security Officer, the Group Compliance Director and the Group Company Secretary.

Culture and the Worldpay Way

The distillation of a set of everyday working principles and behaviours into the Worldpay Way sets the tone from the top and supports a positive corporate culture. The Worldpay Way, which was developed and launched in 2015, is based on three core elements: 'Work Smart, Be Spirited and Be Supportive'. Since its launch the implementation of the Worldpay Way has been supported through our leadership teams, backed by internal communications and using various training programmes to ensure it becomes and remains embedded throughout the Group. In addition to our core management and technical training, specific training programmes are in place to support our legal and regulatory compliance in areas such as anti-bribery and corruption, anti-money laundering, competition law, data protection and information security. Participation in these training programmes is mandatory; and compliance with their requirements and the output from our annual colleague survey is regularly reviewed by the Executive Committee and the Board to ensure we maintain a positive culture across the organisation.

Launched in 2015, the Group has its own Master's programme qualification in partnership with Middlesex University.

Whistleblowing

The Worldpay Way also includes full details of the Group's whistleblowing helpline, which allows employees to raise matters in confidence, should they not wish to raise them with their line manager or a member of the Executive Committee. All matters raised through the helpline are investigated thoroughly by management and regardless of the outcome, reported to the Group Risk Committee.

Risk management and internal control

A risk aware culture is embedded throughout the organisation with every single employee responsible for the management of risk. The Group's Enterprise Risk Management Framework was reviewed by the Group Risk Committee and relaunched across the organisation.

The Group operates a 'three lines of defence' model, which clearly identifies accountabilities and responsibilities as follows:

1. Business line management has primary responsibility for the management of risk;
2. Risk and Compliance Functions assist management in developing their approach to fulfil their responsibilities; and
3. The Internal Audit function checks that the risk management process and risk management framework are effective and efficient.

Monitoring and reviewing the Group's principal risks is conducted by management on an ongoing basis, with oversight being conducted by the ERMC and Group Risk Committee. Further details of our risk management system and the principal risks of the Group and how they are being managed and mitigated are included in the Principal risks and uncertainties section on pages 33 to 46.

Corporate governance report
continued

The Audit Committee oversees the activity of the Group Internal Audit (GIA) function. The role of GIA is to evaluate the effectiveness of the Group's risk management, control and governance processes. As mentioned on page 72, the Audit Committee and management supported the Chief Internal Auditor to re-resource and significantly enhance the skills of the GIA function. This resulted in a major improvement in the quality and coverage of the third line of defence assurance work provided to the Group.

A risk-based internal audit plan is prepared by GIA on an annual basis. The audit plan, which is reviewed and approved by the Audit Committee, considers key risks and emerging strategic risks maintained in the risk registers. In addition, as part of the annual planning cycle, GIA consult with Senior Management across the business, consider the results of previous audits (internal and external) and monitor the implementation status of audit recommendations. This activity ensures that GIA focuses on the most significant risk areas and related key controls.

A formal audit report is issued to the Audit Committee for each internal audit undertaken; this includes an overall rating and clear actions to be undertaken by management to resolve identified control issues. GIA monitors management response to audit recommendations and reports their findings to the Audit Committee.

On a day-to-day basis, the Chief Internal Auditor reports to the Chief Financial Officer. There is a clear reporting line to the Audit Committee Chair and it is the role of the Audit Committee to assess the performance of the Chief Internal Auditor and Group Internal Audit function. This is stated in the Audit Committee terms of reference.

Review of the effectiveness of the risk management and internal control systems

During the year, the Board, through the work of the Group Risk Committee and the Audit Committee, conducted a review of the effectiveness of the Group's system of risk management and internal control in line with the FRC guidance in this area. There is an ongoing process for the identification and evaluation of risk management and internal control processes. The work conducted by management is complemented, supported and challenged by the controls assurance work carried out independently by the external auditor, KPMG, and the Group Internal Audit function. Regular reports on control issues are presented to the Audit Committee by the Chief Internal Auditor. The Board, in reviewing the effectiveness of the system of internal control, can confirm that necessary actions have been or are being taken to remedy any significant failings or weaknesses identified from that review.

Internal control and risk management in relation to the financial reporting process

The Group has a thorough assurance process in place in respect of the preparation, verification and approval of periodic financial reports. This process includes:

- The involvement of highly experienced and professional employees;
- Formal sign-offs from appropriate business unit managing directors and finance directors;
- Comprehensive review by key internal Group functions;
- A transparent process to ensure full disclosure of information to the external auditor;
- Engagement of a professional and experienced firm of external auditors;
- Review and challenge by executive management; and
- Oversight by the Group's Audit Committee, involving (among other duties):
  - A detailed review of key financial reporting judgements which have been discussed by management;
  - Review and, where appropriate, challenge on matters including:
    - the consistency of, and any changes to, significant accounting policies and practices during the year;
    - significant adjustments resulting from the external audit;
    - the going concern assumption;
    - the viability statement; and
    - the Company's statement on internal control systems.

The above process, which is reviewed by the Audit Committee, provides comfort to the Board when considering whether the Annual Report and Accounts 2016 are fair, balanced and understandable.

Fair, balanced and understandable

The Directors confirm that they consider the Annual Report and Accounts 2016, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy. In making this confirmation, the Directors took into account their knowledge of the business, which is kept up to date with regular reports, updates and business reviews circulated prior to and discussed at each Board meeting, and supplemented by a variety of written reports, verbal updates and presentations given at Board and Committee meetings as well as a regular flow of information about the business between meetings. The Directors then took into account the thorough preparation and verification process in respect of the Annual Report and Accounts, which included sufficient time for the Directors to review the Annual Report and Accounts 2016 and to feed in their comments to management before approving the document.

Disclosure of information to auditor

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

Going concern

The Board's statement in respect of adopting the going concern basis of accounting is given in Note 1a to the financial statements and on page 111.

Viability

The Board's statement in respect of the Group's longer-term viability is given on page 46.

Shareholder communication and engagement

The Company places considerable importance on dialogue with its shareholders and other market participants to promote mutual understanding. We have an active investor relations programme, in which Board members, senior management and the investor relations team engage with shareholders, potential shareholders and bondholders; and we also have a strong dialogue with sell-side research analysts who provide analysis, commentary, forecasts and recommendations to the market.

The investor relations programme is managed by the investor relations function, and the Chief Executive Officer, the Chief Financial Officer and Vice Chairman in particular are closely involved in the meeting programme. In 2016, we held over 500 face-to-face meetings and conference calls with shareholders and other investors from the UK, continental Europe, North America, the Middle East and Asia. Many of these meetings were arranged either as part of formal investor roadshows or at conferences hosted by investment banks and brokers. In 2016, we organised investor roadshows in the UK (twice), the US (twice), France (once), and Germany (once), and also attended 17 investment bank/broker conferences, in the UK, the US, and continental Europe. These activities are supplemented by a substantial number of ad hoc meetings, conference calls and day-to-day telephone and email communications.

We recognise the importance of our Board having a strong understanding of shareholder views. Our corporate brokers and the investor relations team make regular reports to the Board of investor perceptions of the Company. These reports also include commentary on market expectations, share price performance and wider peer group and market trends, and feedback from investors and sell-side analysts. The Board also welcomes a direct dialogue with shareholders, and our Group Company Secretary, who acts as the first point of contact in respect of governance related matters, has written to each of our major shareholders to enquire whether they would find it helpful to deepen their ongoing engagement by meeting with either the Chairman and/or the Senior Independent Director. He also wrote to the Company's major shareholders immediately after the publication of the Annual Report and Accounts 2015 and Notice of AGM in case they wished to raise any questions or concerns ahead of lodging their proxy votes.

In January 2016, the Chairman of the Remuneration Committee conducted a consultation with the Group's major shareholders and shareholder representative organisations to gauge their views in respect of the Group's remuneration policy and framework and specifically the proposed performance measures and targets for the next award under the Long Term Incentive Plan (LTIP). The views expressed by shareholders were taken into account when finalising executive remuneration arrangements.

We supplement the programme described above with information provided through our annual report, our website and email, with electronic communications being the primary means of distribution to our shareholders and the market more generally. This arrangement provides significant benefits for shareholders and the Company in terms of timeliness of information, reduced environmental impact and cost. The Group's Annual Report and Accounts are available to all shareholders and can be accessed via the Group's investor site at http://investors.worldpay.com. Shareholders may still opt to receive their communications in a paper format. The Group's interim results are also published on the Company's website, together with other announcements and documents issued to the market, such as trading updates and presentations, with each of our results presentations also being available as webcasts. Enquiries from shareholders and other market participants may also be addressed to the Group's investor relations team through the contacts provided on the Group's website.

Remuneration report

"Our remuneration philosophy and framework continue to have a strong emphasis on pay for performance and are fully aligned with our strategy."

John Allan, CBE
Chairman of the Remuneration Committee

Shareholder letter

Dear shareholder,

On behalf of the Board, I am pleased to present our Remuneration report for the financial year ended 31 December 2016.

The report has been prepared in three sections:
- This shareholder letter;
- Our policy report which sets out the Director's Remuneration policy for all Directors of Worldpay Group plc. This received more than 99% of votes in favour at our 2016 Annual General Meeting (AGM) and remains unchanged; and
- Our annual report on remuneration which sets out details of how our Directors were paid during the financial year 2016 and how our policy will be implemented in 2017. This part of the report is subject to an advisory shareholder vote at our 2017 AGM.

The Remuneration Committee hopes that you will find the report clear, transparent and informative and that we can rely on your continued support.

Business and remuneration context

Worldpay is a leader in global payments, which is a complex and dynamic market. Our strategy, which is clearly outlined on pages 18 to 21, is designed to deliver sustainable, recurring growth over the medium term by supporting our customers with products and services that enable them to drive their sales and reduce their costs and risk.

One of the key drivers of the Group's success and for the future is the strong, experienced and highly capable management team. Following our listing in October 2015, we have seen a number of changes and additions across the Executive Team (ET). Therefore, it is important that our remuneration philosophy enables us to attract the key talent we need, whether that be through internal promotion or external hires, and incentivises our senior executives in a manner which is aligned to our strategy.

Our approach to remuneration carefully balances best practice for remuneration in a UK-listed environment with the need to ensure that the arrangements in place are competitive in the labour markets in which we compete for talent.

This has resulted in a remuneration model where the majority of the remuneration package is performance based, with both fixed and variable pay set at median levels in comparison to other comparable companies of our size and complexity.

Remuneration highlights of 2016

The main remuneration highlights of 2016 were as follows:
- Very strong shareholder support for the Remuneration policy and report at 2016 AGM, with both receiving over 99% of votes in favour;
- Executive Directors' salaries were frozen in 2016, against an average increase of 2% for UK colleagues. They will receive a 2.5% increase in basic salary from 1 April 2017, which is the same timing and increase being implemented for UK colleagues this year;
- Very strong Group financial performance during the year has led to higher bonuses being paid in respect of 2016 performance, compared to last year. One-third of the 2016 bonuses will be deferred into shares for three years in accordance with the Remuneration policy;
- First grants were made under the new LTIP in March 2016. The second grants will be awarded in March 2017; and
- Save As You Earn (SAYE) scheme was launched in the UK and an all Employee Stock Purchase Plan (ESPP) in the US, both in September 2016. 60% of UK colleagues, and 41% of US colleagues, subscribed to the plan. Such a large vote of confidence in the future of the Group by our colleagues was very well received by your Board.

2016 annual bonus

The annual bonus plan is driven by financial measures relevant to the business. For 2016 performance, the financial measures chosen were equally weighted between a profit and a cash measure. We use Underlying EBITDA (as defined in the footnote to Table 2 on page 91) as the main measure of profit and use a proxy measure for cash that focuses management on the underlying cash generation of the business. The details of this measure are shown later in the report.

In addition to these financial measures, the bonus plan enables the Committee to set key individual strategic objectives which help deliver long-term sustainable growth.

The strong financial performance in 2016 has resulted in high annual bonuses for our Executive Directors. However, the Committee has applied its discretion to reduce the Executive Directors' and all other members of the ET's personal bonus element as a result of the isolated issue that occurred with one of our gateways earlier in the year which affected settlement for a small number of customers. This was not formally included in the agreed objectives at the start of the year and, whilst the Committee were satisfied with management's response, it was felt the issue was material enough for the Committee to exercise its discretion to reduce the final bonus outcomes.

More details are shown in the Remuneration report on page 91 to 92. As outlined in the Remuneration policy, one-third of these sums will be deferred for three years and invested into Worldpay shares.

Performance Share Plan ('PSP')

The long-term incentive arrangements for the Executive Directors are entirely performance-based and fully aligned with best practice for UK-listed companies, including having an additional holding period of up to two years following the end of the three-year performance period. The first awards were made under the plan in March 2016, with our second grant being made in March 2017. The details of the measures and targets are set out in the Remuneration report on pages 92 and 94.

2017 remuneration

- Base salaries for the Executive Directors will be increased by 2.5% effective from 1 April 2017, aligned with the general increase provided to UK colleagues;
- No changes are proposed to the annual bonus for 2017 which will be subject to the same mix of performance measures as in 2016; and
- No changes are proposed to the financial measures used to assess performance under the PSP for 2017 which will remain equally weighted between earnings per share (EPS) and underlying EBITDA. Details of the strategic non-financial measures can be found in the Remuneration report on page 94.

All employee share plans

2016 saw the launch of the Group's first SAYE plan in the UK and ESPP in the US. These two plans cover approximately 90% of our employee base and offer the opportunity for colleagues to save monthly in order to buy Worldpay shares at a discount.

The take up of both plans was extremely positive (60% in the UK and 41% in the US) and indicates a high level of confidence by our employees in the future direction of Worldpay. The Board feels strongly that employees should be shareholders wherever that is possible and believes this further helps align the interests of all colleagues with shareholders.

External developments

The topic of Executive remuneration continues to be widely commented on, both by commentators and institutional shareholders and shareholder bodies. We believe that Worldpay is already demonstrating a high degree of transparency that is expected as being part of the FTSE 100 group of companies. Indeed it is leading the way in terms of bonus target disclosure and establishing parity with other senior managers for key benefits, such as pension.

Being our first full year as a public company, the Committee undertook an independent review of its remuneration risk profile, as well as receiving an update on the forthcoming Gender Pay regulations that are due to come into force during 2017.

As outlined in the Remuneration report, the Committee continues to monitor external best practice to ensure we provide all relevant information to you, our shareholders, so that you retain a high level of confidence that Executive remuneration is approached in a sensible way that both encourages high levels of performance and provides good value for Worldpay.

Shareholder engagement

We engaged with our top 20 shareholders in January 2016 on our proposed remuneration approach and the intended performance measures to be used in our incentive arrangements. We value shareholder feedback and are very encouraged by the support and comments we received. We will continue to engage with shareholders as and when we propose to make any changes to our remuneration arrangements and hope to receive your support for our Remuneration report at our forthcoming AGM.

John Allan, CBE
Chairman of the Remuneration Committee
7 March 2017

Remuneration report
continued

Directors' remuneration policy (approved by shareholders at the 2016 AGM)

Purpose and link to strategy	Operation	Opportunity	Performance measures
Base salary			
To provide a level of fixed pay which supports the recruitment and retention of Executives of the calibre to deliver the strategy of the business.	Base salaries are reviewed annually typically with effect from 1 April. When determining salary levels, the Remuneration Committee takes account of the following: → Pay and conditions of the wider workforce → Individual performance → Competitive practice in other FTSE 100 companies and organisations with whom Worldpay directly competes for talent.	To avoid setting expectations of Executive Directors and other employees, no maximum salary is set under the Remuneration policy. Salary increases for Executive Directors will normally be aligned with those of the wider workforce. Increases may be made above this level to take account of individual circumstances, which may include: → Increases to reflect an individual's development and performance in role. For example, where a new incumbent is appointed on a below-market salary → Increase in the size or scope of the role or responsibilities.	Not applicable
Pension			
To provide appropriate levels of retirement benefit.	Executive Directors may receive a cash allowance, contributions into the Worldpay pension scheme or a defined contribution scheme, or a combination thereof.	Executive Directors may receive a maximum contribution from the Company of 20% of salary per annum.	Not applicable
Benefits			
To provide a market-competitive level of benefits.	Executive Directors may receive various market-competitive benefits, which may include: a car allowance, use of a driver, reimbursed travel expenses, private medical and annual health check, disability and life assurance. Where appropriate, other benefits may be provided to take account of individual circumstances, such as, but not limited to: expatriate allowances, relocation expense, housing allowance and education support.	Benefits for Executive Directors are set at a level which the Remuneration Committee considers to be appropriate against wider employee benefits as well as competitive practice in other FTSE 100 companies and organisations with whom Worldpay directly competes for talent.	Not applicable
Annual bonus and deferred annual bonus			
The role of the annual bonus is to incentivise strong financial performance and reward the delivery of the Group's strategy on an annual basis. Deferral into shares provides alignment with shareholders.	Performance is assessed on an annual basis. Targets are set by the Remuneration Committee at the start of the financial year. At the end of the year, the Committee determines the level of bonus to be paid taking into account the extent to which these targets have been achieved. The Committee has discretion to adjust the formulaic bonus outcomes both upwards and downwards (including to zero) to ensure alignment of pay with performance, e.g. in the event performance is impacted by unforeseen circumstances outside of management control. The annual bonus is normally delivered two-thirds in cash and one-third is compulsorily deferred into shares for a period of at least three years. Executives may elect to voluntarily defer more than one-third of their bonus into shares. Dividend equivalents will be paid in cash or additional shares once the deferred shares are released.	The maximum annual bonus opportunity is 200% of base salary per annum. The current maximum bonus levels applying to each of the Executive Directors are included in the Remuneration report on page 94.	Bonuses are based on a combination of stretching annual financial and non-financial/strategic performance measures, with the majority of the bonus assessed against financial measures. The Remuneration Committee will determine the weighting between different metrics each year according to business priorities. For target performance, up to 50% of the maximum bonus opportunity may be received. Further details, including the performance measures set for each year, are disclosed in the Remuneration report on page 94.

Purpose and link to strategy	Operation	Opportunity	Performance measures
Performance Share Plan ('PSP')			
The role of the PSP is to incentivise and reward Executive Directors for achieving the long-term performance objectives of the Group which are aligned to the strategic goals. The PSP also acts as a retention tool.	Awards under the PSP will normally be made in the form of nil cost options over shares but may be made in other forms such as conditional or forfeitable shares or a payment made in cash. Awards will be calculated based on a percentage of salary and the market share price at grant in accordance with the rules. Prior to awards being granted each year, the performance conditions and targets are set to ensure they remain appropriately stretching and aligned to the strategy of the Group. The PSP has a performance period of at least three years and a minimum vesting period of three years. Awards will normally be subject to an additional holding period with 50% of the award being received after four years and the remaining 50% after five years. Dividend equivalents may be paid in cash or additional shares on PSP awards that vest. The Committee has discretion to adjust the formulaic outcome of the PSP to ensure the outcome takes account of any major changes to the Group (e.g. as a result of mergers and acquisitions) and is a fair reflection of the performance of the Group.	The maximum PSP opportunity under the plan is 300% of base salary per annum. The current PSP opportunities applying to each of the Executive Directors are included in the Remuneration report on page 94.	Vesting of the PSP is subject to continued employment during the performance period and the achievement of key financial and strategic performance conditions which are aligned to the Group's strategic plan. At least 50% of a PSP award will be based on financial metrics. Threshold performance will result in up to 25% of a PSP award vesting. No part of a PSP award will vest for performance below the threshold. Further details, including the performance targets attached to the PSP in respect of each year, are disclosed in the Remuneration report on page 94.
All-employee share plans			
SAYE and ESPP			
Provides all UK and US employees, including Executive Directors, the opportunity to voluntarily invest in Company shares and be aligned with the interests of shareholders. Similar plans may be operated for employees in other countries in which Worldpay operates.	UK and US employees may be eligible to participate in this Government-approved employee share scheme, which is operated in line with HMRC/IRS requirements.	Employees are limited to saving a maximum in line with relevant limits.	Not applicable
Share Incentive Plan ('SIP')			
Provides all employees, including Executive Directors, the opportunity to receive and invest in Company shares and be aligned with the interests of shareholders. Similar plans may be operated for employees in other countries in which Worldpay operates.	UK employees may be eligible to participate in this HMRC-approved employee share scheme. This plan is presently not in use and there are no plans to utilise this plan in 2017.	The maximum opportunity for awards will be set in line with HMRC limits.	Not applicable
Legacy plans			
Transition Award Plan			
The role of the Transition Award Plan is to provide a strong alignment with shareholders and act as a retention tool during the initial years of Worldpay as a listed company.	Awards under the Transition Award Plan were made on a one-off basis upon listing in October 2015. Executive Directors are required to hold at least 100% of basic salary in Worldpay Group plc shares for 36 months from the Admission Date as well as be subject to continued employment. Dividend equivalents may be paid in cash or additional shares on awards under the Transition Award Plan that vest.	833,333 shares were awarded to the Chief Executive Officer. 416,666 shares were awarded to the Chief Financial Officer. 416,666 shares were awarded to the Vice Chairman and Executive Director.	Not applicable

Remuneration report
continued

Notes to the policy table

Payments outside policy

The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretion available to it in connection with such payments) notwithstanding that they are not in line with the policy set out in this report where the terms of the payment were agreed: (1) before the policy came into effect; or (2) at a time when the relevant individual was not a Director of the Company, and in the opinion of the Committee, the payment was not in consideration of the individual becoming a Director of the Company.

Clawback and malus

The Committee has the discretion to scale back (known as 'malus') Deferred Share Awards made under the Annual bonus plan, Performance Share Plan awards and awards under the Transition Award Plan prior to the satisfaction of awards in the event that results are materially misstated, there is gross misconduct or significant reputational damage has occurred.

Where Deferred Share Awards made under the annual bonus plan, Performance Share Plan awards or awards under the Transition Award Plan have vested, the Committee has discretion to 'clawback' awards up to the fifth anniversary of the grant of the awards in the circumstances described above.

Cash bonuses can also be 'clawed back' in the circumstances described above up to the third anniversary of payment.

Performance measure selection and approach to target setting

Annual bonus

The annual bonus performance measures are selected to provide an appropriate balance between incentivising Executive Directors to meet the key financial targets of the Group for the year and incentivising them to achieve specific strategic objectives. The particular measures each year are chosen to ensure focus on the key objectives aligned with the Group's strategy in each financial year.

PSP

In respect of the PSP, the Committee regularly reviews the performance measures to ensure that they are aligned with the Group's long-term strategic plan and with our shareholders' interests over the longer term.

Targets for both the annual bonus and PSP are reviewed annually against a number of internal and external reference points. Targets are set on a sliding scale at levels the Committee considers to be appropriately stretching for the level of award delivered.

Remuneration policy for other employees

The remuneration policy for Executive Directors in general is more heavily weighted towards variable pay than for other employees. The majority of employees participate in an annual bonus plan, but PSP awards are only made to the most senior (circa 80) individuals in the Group. Individuals below this level may receive annual awards of restricted stock which vest after three years.

The Company's approach to annual salary reviews is consistent across the Group, with consideration given to the level of experience, responsibility, individual performance and salary levels for comparable roles in comparable companies.

All UK employees may be eligible to participate in the Company's SAYE and SIP plans on identical terms and those outside of the UK in comparable plans where appropriate.

Shareholder alignment

The Committee recognises the importance of aligning Executive Directors' and shareholder interests through building up significant shareholdings in the Company. Executive Directors are expected to acquire a significant number of shares over a period of five years and retain these until retirement from the Board of Directors. The shareholding requirement is 300% of salary for the CEO and 200% of salary for all other Executive Directors. Details of the Executive Directors' current personal shareholdings are provided on page 95.

Scenario analysis

The charts on the following page provide an estimate of the potential future reward opportunities for the Executive Directors, and the potential split between the different elements of remuneration under three different performance scenarios: 'Minimum', 'Target' and 'Maximum'.

Non-Executive Director remuneration

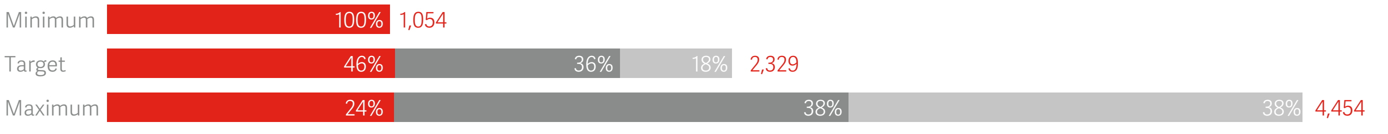
The Chairman and Non-Executive Directors do not have service agreements, but are engaged on the basis of a letter of appointment. In line with the UK Corporate Governance Code (September 2014) guidelines, all Directors are subject to re-election annually at the AGM.

It is the policy of the Board of Directors that Non-Executive Directors are not eligible to participate in any of the Company's bonus, long-term incentive or pension schemes.

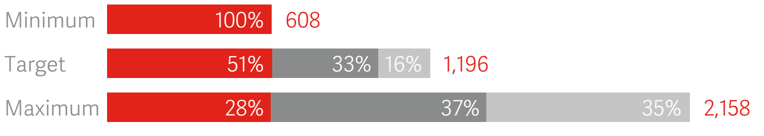
Details of the policy on fees paid to our Non-Executive Directors are set out in the table on the following page.

Scenario analysis
(£'000)

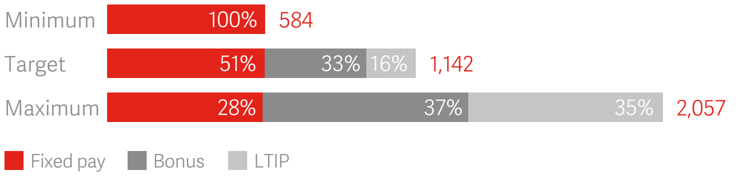
Philip Jansen, Chief Executive Officer



Rick Medlock, Chief Financial Officer



Ron Kalifa, Vice Chairman and Executive Director



The scenario analysis charts are based on the following assumptions:
Minimum – Base salary as at 31 December 2016 plus pension and fixed allowances.
Target – Minimum plus Target annual bonus (including deferred element and represents 50% of maximum bonus) plus Threshold LTIP opportunity (25% of maximum).
Maximum – Minimum plus Maximum annual bonus (including deferred element) plus Maximum LTIP opportunity.

Non-Executive Director remuneration

Component and objective	Approach of the Company
Fees To attract and retain Non-Executive Directors of the highest calibre with broad commercial experience relevant to the Company.	The fees paid to Non-Executive Directors are determined by the Board of Directors, with recommendations provided by the Chairman and CEO. The fees of the Chairman are determined by the Remuneration Committee. Additional fees are payable for acting as Senior Independent Non-Executive Director and as Chairman of the Audit, Remuneration and Group Risk Committees. Members of the Audit, Remuneration, Nomination and Group Risk Committees also receive an additional fee. Fee levels may be reviewed annually. Fees are reviewed by taking into account external advice on best practice and competitive levels, in particular at FTSE 100 companies. Time commitment and responsibility are also taken into account when reviewing fees. Chairman and Non-Executive fees are paid in cash. The Company reimburses the Chairman and Non-Executive Directors for reasonable expenses incurred in performing their duties and may settle any tax incurred in relation to these duties. For any Non-Executive Director that is based overseas, the Company will meet travel and accommodation expenditure as required to fulfil Non-Executive duties. The fees paid to the Chairman and Non-Executive Directors in respect of the year under review are disclosed in the Remuneration report on page 92. Aggregate fees are limited to £3.0m by the Company's Articles of Association.

Remuneration report
continued

Approach to recruitment remuneration

External appointment

When determining the remuneration package for a new Executive Director, the Committee will take into account all relevant factors based on the circumstances at that time. This may include factors such as the calibre of the individual, the jurisdiction the candidate was recruited from, the candidate's current reward opportunity and the scope of the role to which they are being appointed.

Typically, the package will be aligned to the Company's remuneration policy as set out above. However, should there be a commercial rationale for doing so, the Remuneration Committee has the discretion to include any other remuneration elements which are not included in the ongoing Remuneration policy, subject to the overall limit on variable remuneration set out below. The Committee does not intend to use this discretion to make non-performance incentive payments and is always mindful of the need to pay no more than is necessary.

The overall limit of variable remuneration is as set out in the policy table taking into account the maximum value of the annual bonus and the maximum awards under the PSP (i.e. 500% of salary combined).

The Committee may make an award in respect of a new appointment to 'buy-out' incentive arrangements forfeited on leaving a previous employer, i.e. over and above the maximum limit on variable remuneration set out above. In doing so, the Committee will consider relevant factors including any performance conditions attached to these awards, the likelihood of those conditions being met and the time over which they would have vested. The intention is that the value of any buy-out award would be no higher than the expected value of the forfeited arrangements and made on a like-for-like basis.

Internal promotion

In cases of appointing a new Executive Director by way of internal promotion, the policy will be consistent with that for external appointees, as detailed above. Where an individual has contractual commitments made prior to their promotion to Executive Director, the Company will continue to honour these arrangements even in instances where they would not otherwise be consistent with the prevailing Executive Director Remuneration policy at the time of appointment.

Non-Executive Directors

In recruiting a new Non-Executive Director, the Remuneration Committee uses the policy as set out in the table on page 87. A base fee in line with the current fee schedule would be payable for membership of the Board of Directors, with additional fees payable for acting as Senior Independent Non-Executive Director, as Chairman of the Audit, Remuneration and Group Risk Committees, and for being a member of the Audit, Remuneration, Nomination and Group Risk Committees.

Service contracts and exit payment policy

Executive Director service contracts, including arrangements for termination, are carefully considered by the Committee. In accordance with general market practice, each of the Executive Directors has a rolling service contract which is terminable on 12 months' notice. This practice will also apply for any new Executive Directors.

In such an event, the compensation commitments in respect of their contracts could amount to one year's remuneration based on base salary, benefits in kind and pension rights during the notice period. Termination payments may take the form of payments in lieu of notice. Payments would be made on a phased basis and subject to mitigation, in order to limit the potential cost to the Company.

Copies of Executive Director service contracts are available to view at the Company's registered office.

If the employment is terminated by the Company, the Remuneration Committee retains the discretion to settle any other amounts reasonably payable to the Executive Director including legal fees incurred in connection with the termination and fees for outplacement services.

The Company's policy on any termination payments is to consider the circumstances on a case-by-case basis, taking into account the relevant contractual terms in the Executive Director's service contract and the circumstances of the termination.

The table opposite summarises how awards under each incentive plan are typically treated in specific circumstances, with the final treatment remaining subject to the Committee's discretion as provided under the rules of the plan.

External appointments

With the approval of the Board of Directors in each case, and subject to the overriding requirements of the Company, Executive Directors may accept one external appointment as a Non-Executive Director of another company and retain the fees paid in this role. Details of external appointments and the associated fees received are included in the Remuneration report on page 93.

Consideration of conditions elsewhere in the Company

The Committee does not consult with employees specifically on Executive Director remuneration policy. However, the Committee considers pay practices across the Group and is mindful of the salary increases applying across the rest of the business in relevant markets when considering salaries for Executive Directors.

Consideration of shareholder views

The Committee considers shareholder views received during the year and at the AGM each year, as well as guidance from shareholder representative bodies more broadly, in shaping remuneration policy. This feedback, and any additional feedback received from time to time, will then be considered as part of the Company's annual review of remuneration. It is the Committee's intention to consult with major shareholders in advance of making any material changes to remuneration arrangements.

Awards under each incentive plan

Reason for cessation	Timing of vesting/payment	Calculation of vesting/payment
Annual bonus		
Voluntary resignation or termination with 'cause'	Not applicable	No bonus to be paid for the financial year.
All other circumstances	Following the end of the financial year at the usual bonus payment date	Bonuses will be paid only to the extent that objectives set at the beginning of the plan year have been met. Any such bonus will be paid on a pro-rata basis for the period employed.
Deferred shares		
Termination for 'cause'	Not applicable	Awards lapse.
Any other circumstances	At the end of the normal vesting period	Awards will vest in full at the end of the deferral period.
PSP		
Voluntary resignation or termination with 'cause'	Not applicable	Unvested awards lapse.
Ill-health, injury, permanent disability, or any other reason that the Committee determines in its absolute discretion	After the end of the relevant performance period	The Committee determines whether, and to what extent, outstanding awards vest based on the extent to which performance conditions have been achieved and pro-rate to take into account the proportion of the performance period in employment.
Death	As soon as possible after date of death	Unvested awards will fully vest.
Change of control	On change of control	Awards will vest to the extent that any performance conditions have been satisfied (unless the Committee determines that the performance conditions should not apply). Awards will also be reduced pro-rata to take into account the proportion of the performance period not completed, unless the Committee decides otherwise. Awards may alternatively be exchanged for new equivalent awards in the acquirer, where appropriate.
Transitional awards		
Voluntary resignation or termination with 'cause'	Not applicable	Unvested awards lapse.
Ill-health, injury, permanent disability, or any other reason that the Committee determines in its absolute discretion	After the end of the vesting period	Awards would vest at the end of the vesting period, but be reduced to reflect the proportion of the vesting period in employment.
Death	As soon as possible after date of death	Unvested awards will fully vest.
Change of control	On change of control	Awards will vest but be reduced pro-rata to take into account the proportion of the vesting period completed, unless the Committee decides otherwise. Awards may alternatively be exchanged for new equivalent awards in the acquirer, where appropriate.

Remuneration report
continued

Annual report on remuneration

The following section provides details of how our Remuneration policy was implemented during the year ended 31 December 2016.

Remuneration Committee membership in 2016

As of 31 December 2016, the Remuneration Committee was made up of the following three Non-Executive Directors:

1. John Allan (Chairman)
2. Martin Scicluna
3. Deanna Oppenheimer (appointed 29 January 2016)

The Chairman (Sir Michael Rake) was a member of the Committee until 29 January 2016.

The Committee's purpose is to assist the Board of Directors in fulfilling its oversight responsibility by ensuring that remuneration policy and practices reward fairly and responsibly; are linked to corporate and individual performance; and take account of the generally accepted principles of good governance.

The Committee determines and recommends to the Board:
- The Group's policy on executive remuneration;
- The annual report on remuneration to be approved by shareholders; and
- In respect of the Chairman, the Executive Directors and the ET members determines:
  - Terms and conditions of employment, including the Executive Directors' service agreements;
  - The level of remuneration (including base salary, benefits, pension, annual bonus and long-term incentives); and
  - Performance measures and targets for annual bonus and long-term incentive plans.

The Chairman of the Board of Directors and the CEO are responsible for evaluating and making recommendations to the Board of Directors on the remuneration of the Non-Executive Directors. Members of the Remuneration Committee and any person attending its meetings do not participate in any discussion or decision on their own remuneration.

During 2016, the Remuneration Committee held four meetings. The key agenda items discussed at each of the meetings are shown in the table below.

Advisors

Deloitte LLP were appointed as advisors to the Remuneration Committee on 8 December 2015 following the listing of the Company and remained advisors to the Committee during 2016. Deloitte LLP is a member of the Remuneration Consultants' Group and, as such, voluntarily operates under the Code of Conduct in relation to Executive Directors' remuneration consulting in the UK. Fees paid to Deloitte as advisors to the Remuneration Committee for the year ending 31 December 2016 amounted to £33,550.

Single total figure of remuneration for Executive Directors (audited)

Table 1 opposite sets out a single figure for the total remuneration received by each Executive Director for 2016. The values shown in respect of 2015 are from their date of appointment as Directors of Worldpay Group plc on 3 July 2015 to 31 December 2015. The values of each element of remuneration are based on the actual value delivered, where known.

Key agenda items discussed at each of the Remuneration Committee meetings

Meeting date	Standard agenda items	Additional items
28 January 2016	Approve 2016 financial bonus targets Review draft ET personal outcomes from prior year Approve 2016 ET personal objectives Review draft PSP targets for March grant	Approval of departing Persons Discharging Managerial Responsibility ('PDMR') terms Approval of promoted PDMR terms
3 March 2016	Approve new ET salaries and bonuses Approve Remuneration policy and 2016 Annual report on remuneration. Approve LTIP grants and PSP targets	Not applicable
27 July 2016	Latest view on bonus and PSP outcomes Update on market developments in Executive remuneration (including legislation and regulation)	Approval of new PDMR terms Gender pay gap Dutch variable pay cap Commission independent risk review
13 December 2016	Latest view on present year bonus and PSP outcome Approve 2017 draft bonus targets and salary budget Review draft PSP measures for 2017 grant Review 2017 draft ET personal objectives Approve approach to the Remuneration report to be included in the Annual Report and Accounts 2016	Approval of new PDMR terms Independent remuneration risk review

Table 1: Single total figure of remuneration for Executive Directors (audited)

The table below compares the earnings in the full financial year of 2016 with the six months between July and December 2015.

Name	Base salary	Taxable benefits[1]	Annual bonus[2]	LTIP	Other[3]	Pension benefit[4]	Total
Philip Jansen							
2016	**£850,000**	**£30,381**	**£1,554,400**	**n/a**	**n/a**	**£170,000**	**£2,604,781**
2015 (from date of appointment – July 2015)	£387,882	£15,599	£637,500	n/a	£2,000,000	£67,122	£3,108,103
Rick Medlock							
2016	**£500,000**	**£4,234**	**£731,500**	**n/a**	**n/a**	**£100,000**	**£1,335,734**
2015 (from date of appointment – July 2015)	£250,000	£3,028	£300,000	n/a	£1,000,000	£50,000	£1,603,028
Ron Kalifa[5]							
2016	**£475,000**	**£10,653**	**£695,000**	**n/a**	**n/a**	**£95,000**	**£1,275,653**
2015 (from date of appointment – July 2015)	£228,032	£6,209	£294,550	n/a	£1,000,000	£42,122	£1,570,913

1 Taxable benefits consist primarily of car allowance, private medical insurance, life assurance and private health insurance where applicable.
2 Payment for performance during the year includes cash and deferred elements. See Table 3 below for details.
3 The values reflect the awards the Executive Directors received under the Transition Award Plan upon IPO which will vest in October 2018 subject to continued employment and a shareholding requirement.
4 Pension benefits in the year comprised of 20% of base salary. Between 3 July 2015 and 31 August 2015, the pension allowance of the CEO, CFO and Vice Chairman and Executive Director were 10%, 20% and 15% respectively.
5 In 2015, Ron Kalifa additionally received a cash payment of £198,065 plus 157,905 Worldpay Group plc shares in lieu of his pre-IPO A class shares held in Ship Luxco Holding & Cy S.C.A.. The shares are locked in and may only be sold accordingly: one-third for 12 months; one-third for 24 months; and the final third for 36 months.

Incentive outcomes for the year ended 31 December 2016 (audited)

Annual bonus in respect of 2016 performance

The CEO had a target bonus opportunity of 100% of base salary and the other Executive Directors a target bonus opportunity of 80% of salary. If maximum performance is achieved, twice the target bonus opportunity may be received. The payments under the annual bonus for 2016 will be made two-thirds in cash and one-third in shares, deferred for three years.

For 2016, the annual bonus was assessed taking into account both financial and personal performance on an additive basis. Financial performance was assessed against Underlying EBITDA and Cash (E-C-S (see Table 2, footnote 2)) performance targets, each with a 37.5% weighting.

Table 2 opposite provides a summary of the level of performance achieved against each of the financial targets set. The annual bonus payments for each Executive Director have been calculated as shown in Table 3 opposite.

Table 2: Summary of the level of 2016 performance achieved against each of the financial targets set (audited)

Measure	Weighting	Actual	Threshold (25%)	Target (50%)	Maximum (100%)	Outcome
Underlying EBITDA[1]	37.5%	£467.6m	£434.0m	£442.0m	£450.0m	100%
E-C-S[2]	37.5%	£202.3m	£187.2m	£195.2m	£203.3m	93.8%
Final outcome	75%					96.9%

1 Underlying EBITDA: earnings before interest, tax, depreciation and amortisation. It also excludes separately disclosed items which are explained in the Financial review on pages 54 to 55.
2 E-C-S: Underlying EBITDA less capital expenditure less certain separately disclosed items, which acts as a proxy for cash.

Table 3: Annual bonus payments for Executive Directors (audited)

		Financial (75%)			Personal (25%)			
Executive	Maximum bonus opportunity (% of salary)	Maximum (% of salary)	Outcome (% of maximum)	Outcome (% of salary)	Maximum (% of salary)	Outcome (% of maximum)	Outcome (% of salary)	Actual bonus (% of salary as at 31 Dec 2016)
Philip Jansen	200	150	96.9	145.4	50	75	37.5	182.9
Rick Medlock	160	120	96.9	116.3	40	75	30.0	146.3
Ron Kalifa	160	120	96.9	116.3	40	75	30.0	146.3

Remuneration report
continued

The personal outcomes outlined in Table 3 were in consideration of the achievement of key strategic objectives set at the start of the financial year. The precise details of the objectives are considered commercially sensitive. However, the main focus of each of the objectives was as follows:

- Launch of the New Acquiring Platform with live customers;
- Driving divisional strategic priorities and key deliverables, with key innovation development;
- Responding successfully to regulatory and scheme changes; and
- Building a high performance culture across the whole Group.

The personal performance of each Executive Director was very strong in 2016. However, the Remuneration Committee supported management's recommendation that their personal bonus outcomes should be reduced and determined that only 75% of this element of the bonus should be paid, in order to reflect the ET's joint responsibility for the isolated issue that occurred on one of our gateways earlier in the year, which affected settlement for a small number of customers.

Single total figure of remuneration for Non-Executive Directors (audited)

Table 4 opposite sets out a single figure for the total remuneration received by each Non-Executive Director for the year ended 31 December 2016.

Scheme interests awarded during the year (audited)

The first awards were made under the Worldpay PSP in March 2016 as set out in Table 5 opposite.

To provide further alignment with shareholders over the longer term, any awards that vest will be subject to an additional holding period. Half of the shares will be released on the fourth anniversary of the date of grant and the remaining half released after five years.

Table 4: Single total figure of remuneration for Non-Executive Directors (audited)

Non-Executive Director	2016 fees	2015 fees from date of appointment (Sept 2015)
Sir Michael Rake	£425,000	£141,667
John Allan[1,2]	£130,000	£43,333
Martin Scicluna[2]	£160,000	£53,333
Deanna Oppenheimer[3,5]	£121,667	n/a
Karen Richardson[4,5]	£57,500	n/a
Robin Marshall	None	None
James Brocklebank	None	None

1 In 2015, John Allan additionally received a cash payment of £265,663 plus 211,799 Worldpay Group plc shares in lieu of his pre-IPO A class shares held in Ship Luxco Holding & Cy S.C.A.. Two-thirds of these shares are locked in until October 2017.
2 In connection with the reorganisation that took place prior to the IPO, in 2015 John Allan and Martin Scicluna waived their respective entitlements to any interest in Contingent Value Rights ('CVRs') a separate class of shares in the Company. In order to recognise the obligations and responsibilities associated with their role as Independent Non-Executive Directors, John Allan and Martin Scicluna received one-off payments from AB JV Global S.à r.l (the then ultimate parent Company of the Company) of £1.9m and £365,000 respectively. At the time they were made, these lump sum payments were not referable to the potential value of the CVRs, which did not have any value for accounting purposes. 50% of the after-tax proceeds from these lump sum payments were reinvested in ordinary shares, in respect of which they were entered into a 365-day lock-up agreement with the Company and the Underwriters to the IPO.
3 Deanna Oppenheimer was appointed as a Non-Executive Director and Chairman of the Group Risk Committee on 1 January 2016. She was then appointed a member of the Remuneration Committee from 29 January 2016 and a member of the Nomination Committee from 1 October 2016.
4 Karen Richardson was appointed as a Non-Executive Director and a member of the Nomination and Audit Committees on 1 July 2016. She was then appointed a member of the Group Risk Committee from 1 October 2016.
5 Inclusive of the disturbance allowance, which was introduced effective 1 July 2016.

Table 5: Scheme interests awarded during the year (audited)

Executive	Date of grant	Number of shares awarded	Share price[1]	Face value of award	End of performance period
Philip Jansen					
2016	18/03/2016	602,409	£2.822	£1,700,000	18/03/2019
Rick Medlock					
2016	18/03/2016	265,768	£2.822	£750,000	18/03/2019
Ron Kalifa					
2016	18/03/2016	252,480	£2.822	£712,500	18/03/2019

1 The share price on the date of award was used to determine the number of shares awarded.

Awards are subject to the following performance conditions:

Measure	Weighting	Threshold target (25% vesting)	Maximum target (100% vesting)
Cumulative EPS	37.5%	26.0p	30.0p
Underlying EBITDA growth	37.5%	8% p.a.	12% p.a.
Strategic measures:			
Customer: Net SME adds	12.5%	30,000	40,000
New Technology Platform	12.5%	Complete customer migration by 1 January 2018	Complete customer migration by 1 July 2017

Review of past performance
Historical Total Shareholder Return ('TSR') performance

The graph opposite shows the TSR of the Company and the FTSE 100 Index over the period from Admission on 16 October 2015 to 31 December 2016. The index was selected on the basis that the Company is a member of the FTSE 100 Index.

The graph shows the growth in the value of a hypothetical holding of £100 invested at admission to 31 December 2016.

Percentage change in CEO remuneration

Table 7 opposite provides a summary of the percentage change in remuneration during 2016 of the CEO in comparison to UK colleagues.

Relative importance of spend on pay

There were no share buybacks implemented in 2016. The dividends paid in 2016 were £12.9m. For comparison, the total employee expenditure was £340.0m as set out in Note 2c to the financial statements.

Exit payments made in the year (audited)

No exit payments were made during the year (2015: none).

Payments to past Directors (audited)

No payments were made to past Directors in the year (2015: none).

External appointments

Philip Jansen acts as an advisor to Bain Capital, for which he received a fee of £112,500 in 2016. He is no longer a paid advisor to Cucina Investments (UK).

Ron Kalifa is a Director of Trust 441 (Visa) and the fees are paid directly to Worldpay. Ron is a Non-Executive Director of QIWI plc and received a gross amount of US$164,514 in fees in 2016. Ron was appointed to the Board of Transport for London in September 2016 and received a gross amount of £7,977 in fees in 2016. Additionally, Ron has been an Operating Partner of Advent International since September 2016, for which no fees are received.

Performance graph and table of CEO pay

Table 6: Chief Executive Officer's historic pay

Remuneration element	**Year ended 31 December 2016**	3 July 2015 to 31 December 2015
CEO single figure of remuneration	**£2,604,781**	£3,108,103
Annual bonus award against maximum opportunity	**91%**	75%
PSP award against maximum opportunity	**n/a**	n/a

Historical TSR Performance

Value of £100 invested at the share price at listing on 16 October 2015

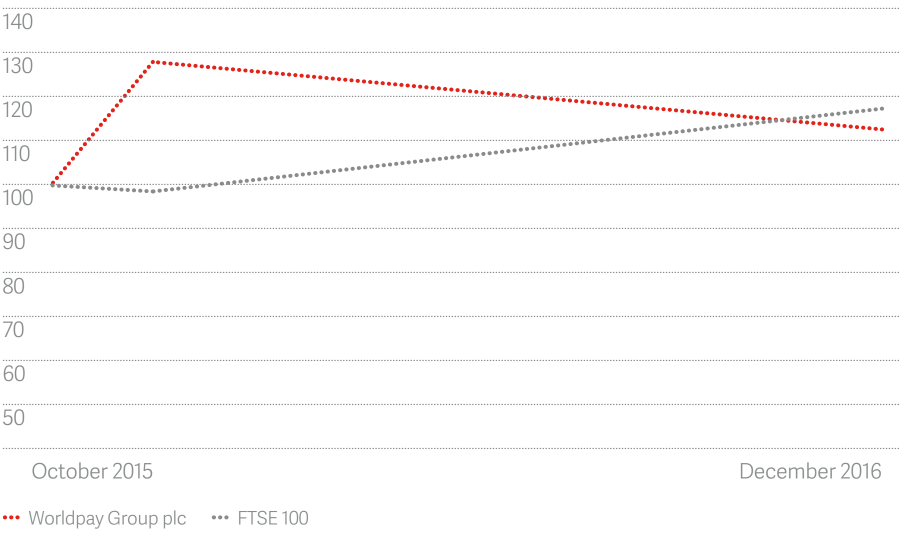


Table 7: Percentage change in CEO remuneration

Remuneration element	CEO	Other employees
Salary	0%	2.0%
Benefits	(11.6%)	2.0%
Bonus[1]	21.9%	25.3%

1 Comparing the 2015 and 2016 full year bonuses.

Remuneration report
continued

Implementation of Executive Director remuneration policy for 2017

Base salary

Base salaries were set at listing taking into account competitive practice for similar roles in other FTSE 100 companies of a similar size as shown in Table 8 opposite. The salaries of the Executive Directors remained unchanged for the duration of 2016. The Committee has reviewed these salaries to ensure they are competitive and reflect the Company's desired market position. As a result of this review, it was agreed that a 2.5% increase would be appropriate, which aligns with other UK colleagues.

Pension

All Executive Directors receive a cash allowance of 20% of salary in lieu of a pension contribution.

Annual bonus

For 2017, the CEO will have a maximum bonus opportunity of 200% of salary. The other Executive Directors will have a maximum bonus opportunity of 160% of salary. 50% of the maximum bonus opportunity will be paid for on-target performance.

Two-thirds of any bonus paid will be received in cash with the remaining third being deferred into Worldpay Group plc shares for a period of three years.

The annual bonus for 2017 will be based on the following measures and weightings:

Measure	Weighting
Underlying EBITDA	37.5%
E-C-S	37.5%
Personal objectives	25.0%

We intend to disclose the targets in respect of each financial metric on a retrospective basis at the same time as the performance outcome is disclosed in the Remuneration report after the end of each financial year.

Table 8: Base salaries of the Executive Directors

Executive Director	From 1 April 2017	2016 base salary
Philip Jansen	£871,000	£850,000
Rick Medlock	£512,000	£500,000
Ron Kalifa	£486,000	£475,000

Table 9: Performance measures to be used to assess the LTIP award granted in 2017

Measure	Weighting	Threshold target (25% vesting)[1]	Maximum target (100% vesting)[1]
Cumulative EPS	37.5%	32.0p	38.0p
Underlying EBITDA growth	37.5%	8.5% p.a.	12.5% p.a.
Strategic measures:			
Customer: Net Promoter Score	15.0%	Improvements across all three divisions. NPS is measured in a quantitative manner. Outcomes will be explained at the end of the performance period.	
Colleagues: Engagement Score	10.0%	Improvements across the whole Group. Engagement is measured in a quantitative manner. Outcomes will be explained at the end of the performance period.	

1 Awards will vest on a straight-line basis between the Threshold and Maximum target.

Cash bonuses may be clawed back up to the third anniversary of payment and any deferred share awards may be subject to malus and/or clawback up to the fifth anniversary of the date of grant, in the event that results are materially misstated, there is gross misconduct, or there is significant reputational damage.

Worldpay PSP

For 2017, the CEO will receive an award under the Worldpay PSP with a maximum opportunity of 200% of salary. The maximum opportunity for other Executive Directors will be 150% of salary.

The PSP award granted in 2017 will be assessed against the following performance measures and targets which will be measured over three financial years, as shown in Table 9 above.

EPS and Underlying EBITDA have been selected as measures as they are the financial performance measures which will most closely reward the delivery of our growth strategy.

The strategic measures for the PSP awards to be made in 2017 will reward progress made in relation to both customers and colleagues. With a higher weighting on customers, we use Net Promoter Score (NPS) across each of our three divisions to measure customer satisfaction. Due to the different customer profiles of our divisions, the methodology varies across the Group. Colleague engagement is measured consistently across the whole Group. The progress made at the end of the performance period for both customers and colleagues will be assessed by the Committee and outlined in the relevant Annual Report at that time. Due to the sensitive nature of the absolute values, the precise targets will not be published. However, the performance target ranges have been set at stretching levels with maximum vesting only occurring for significant improvements.

To provide further alignment with shareholders over the longer term, any awards that vest for the members of the ET will be subject to an additional holding period. Half of the shares will be released on the fourth anniversary of the date of grant and the remaining half released after five years.

Awards under the PSP may be clawed back up to the fifth anniversary of the date of grant in the event that results are materially misstated, there is gross misconduct, or there is significant reputational damage.

Implementation of Non-Executive Director remuneration policy for 2017

Chairman and Non-Executive Director fees

The fees payable to the Chairman of the Board of Directors and other Non-Executive Directors are outlined in Table 10 opposite. They are not anticipated to change in 2017.

Executive Directors' shareholding requirements (audited)

In line with Worldpay's remuneration policy, the CEO is required to hold shares in the Company equivalent to 300% of base salary (200% of salary for other Executive Directors). They have five years over which to reach this shareholding requirement.

Table 11 opposite shows the shareholding of each Executive Director, and any relevant connected persons, against their respective shareholding requirement as at 31 December 2016.

Non-Executive Directors' shareholding (audited)

Table 12 opposite shows the shareholdings of each Non-Executive Director and their connected persons as at 31 December 2016.

No further shares were acquired by the Non-Executive Directors between 31 December 2016 and 7 March 2017.

Summary of shareholder voting at the 2016 Annual General Meeting

Table 13 opposite shows how shareholders voted in respect of the Remuneration report and Remuneration policy at the AGM held on 10 May 2016.

Table 10: Chairman and Non-Executive Director fees

Role	2016 fee[2]
Chairman[1]	£425,000
Non-Executive Director basic fee	£70,000
Chairman of Committees (Audit, Group Risk, Remuneration)	£30,000
Member of Committees (Audit, Group Risk, Remuneration, Nomination)	£10,000
Senior Independent Director	£30,000
Disturbance allowance for non-UK based Non-Executive Directors	£20,000

1 Inclusive of all Board fees.
2 Fees remain unchanged from 2015, except for the introduction of the disturbance allowance for non-UK based Non-Executive Directors from July 2016.

Note:
Robin Marshall and James Brocklebank were not entitled to an annual fee.

Table 11: Executive Directors' shareholding at 31 December 2016 (audited)

Executive	Shares owned outright or vested[1]	Unvested shares not subject to performance	Unvested shares subject to performance	Current shareholding (% salary)[2]	Shareholding guideline (% salary)
Philip Jansen[3]	7,518,694	833,333	602,409	2,387%	300%
Rick Medlock[3]	5,408,196	416,666	265,768	2,919%	200%
Ron Kalifa[3]	5,742,171	416,666	252,480	3,263%	200%

1 Vested shares remain subject to a time-based lock-in, whereby one-half are available in October 2017 and one-half in October 2018, except in the case of Rick Medlock and Ron Kalifa, who hold 1,667,640 and 673,056 shares respectively, which are no longer subject to a time-based lock in.
2 Based on a year end share price of £2.699.
3 In addition, Philip Jansen, Rick Medlock and Ron Kalifa have an indirect interest respectively in 14,509, 9,829 and 6,770 CVRs in the Company. Information in respect of this class of shares is given in Notes 5f and 5i on pages 141 and 142.

Table 12: Non-Executive Directors' shareholding (audited)

Non-Executive Director	**Total number of shares owned as at 31 December 2016**	Total number of shares owned as at 31 December 2015
Sir Michael Rake	**83,333**	83,333
John Allan[1]	**1,910,913**	2,652,125
Martin Scicluna[1]	**304,099**	495,808
Deanna Oppenheimer	**30,000**	n/a
Karen Richardson	**None**	n/a
Robin Marshall	**n/a**	None
James Brocklebank	**n/a**	None

1 All vested shares remain subject to a time-based lock-in until October 2017, except for 280,458 for John Allan.

Table 13: Summary of shareholder voting at the 2016 Annual General Meeting

Non-Executive Director	Votes for (%)	Votes against (%)
Approve the Remuneration policy	99.7%	0.3%
Approve the 2015 Remuneration report	99.2%	0.8%

Other corporate disclosures

As permitted by legislation, some of the matters normally included in this report have instead been included in the Strategic report on pages 6 to 57 as the Board considers them to be of strategic importance. Specifically, these relate to the Company's business model and strategy, future business developments and risk management. The Corporate governance report on pages 65 to 81 and Remuneration report on pages 82 to 95 are incorporated in this report by reference.

Relationship Agreement with Ship Global

In accordance with the Listing Rules, on 12 October 2015, the Company entered into a Relationship Agreement with Ship Global 2 & Cy S.C.A. (Ship Global), which was, at the time, a significant shareholder of the Company holding 48.72% total voting rights in the Company. The principal purpose of the Relationship Agreement was to ensure that the Company was capable of carrying on its business independently of Ship Global.

Advent and Bain, who are associates of Ship Global, were each entitled under the Relationship Agreement to appoint one Non-Executive Director to the Board for as long as Advent and Bain were respectively entitled to exercise, or to control, directly or indirectly, 10% or more of the votes at general meetings of the Company. The nominee Directors, James Brocklebank in respect of Advent and Robin Marshall in respect of Bain, were appointed on 5 November 2013 when the Company was privately owned and remained as Directors on the Board of the Company post-IPO pursuant to the Relationship Agreement.

On 12 April 2016, Ship Global reduced its percentage holding of voting rights from 48.72% to 28.22% following a disposal of ordinary shares in the Company, resulting in Ship Global no longer being a controlling shareholder of the Company.

On 9 September 2016, Ship Global further reduced its percentage holding of voting rights from 28.22% to 10.72% following a disposal of ordinary shares in the Company. In accordance with the Relationship Agreement, Advent and Bain ceased to be entitled to appoint Directors to the Board of the Company. Accordingly, the nominee Directors James Brocklebank and Robin Marshall resigned from the Board of Directors of the Company with immediate effect.

On 2 February 2017, Ship Global sold its 10.72% holding of voting rights in the Company at a price of 282.75p per share thereby resulting in Ship Global no longer being a shareholder of the Company.

Upon completion of the share sale by Ship Global, on 6 February 2016, the Relationship Agreement automatically terminated.

Directors' appointment, conflicts of interest and powers of Directors

Directors' appointment

With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, the UK Corporate Governance Code, the Companies Act 2006, and related legislation. Directors may be appointed by the Company by ordinary resolution or by the Board, on recommendation of the Nomination Committee.

A Director appointed by the Board holds office only until the following Annual General Meeting and is then eligible for election by shareholders. The Company may, in accordance with and subject to the provisions of the Companies Act 2006, by ordinary resolution of which special notice has been given, remove any Director before the expiration of his or her term of office.

Further information on the appointments to the Board is set out in the Corporate governance report on page 67.

The current Directors were appointed to Worldpay Group plc on the date shown against their names:

Director	Appointment date
Sir Michael Rake	1 September 2015
Philip Jansen	3 July 2015
Rick Medlock	3 July 2015
Ron Kalifa	3 July 2015
Martin Scicluna	8 September 2015
John Allan	8 September 2015
Deanna Oppenheimer	1 January 2016
Karen Richardson	1 July 2016

Conflicts of interest

The Board considers and authorises potential or actual conflicts as appropriate. Directors with a conflict do not participate in the discussion or vote on the matter in question.

Powers of Directors

Subject to the Company's Articles of Association, the prevailing legislation and any directions given by special resolution, the business and affairs of the Company will be managed by the Directors.

Other statutory disclosures

Dividends

The Group's dividend policy is set out on page 55 of the Financial review. The Company paid its first interim dividend of 0.65p per ordinary share on 18 October 2016 to shareholders on the register on 16 September 2016.

Employees

Disclosures relating to the Group's colleagues, including the employment of people with disabilities, are included in the Strategic report on pages 25 to 27.

Research and development

Disclosures in relation to the Group's research and development are included in the Strategic report on page 24.

Donations

No political donations were made and no political expenditure was incurred during the year.

Details of the Group's charitable activities are set out in the Strategic report on page 29.

Overview
Strategic report
Directors' report
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Shareholder information

Climate change impact

The table below shows our emissions performance for the year ended 31 December 2016 compared with 2015.

	Total emissions	
	2016	2015
Scope 1 – Combustion of fuel and operation of facilities (tCO_2e)	**855**	559
Scope 2 (location-based) – electricity (tCO_2)	**4,802**	3,261
Scope 2 (market-based) – electricity (tCO_2)	**3,700**	1,605
Total Scope 1 and 2 emissions (location-based) (tCO_2e)	**5,657**	3,820
tCO_2e per FTE employee (Scope 1 and 2 location-based) (tCO_2e)	**1.20**	1.14

Notes:

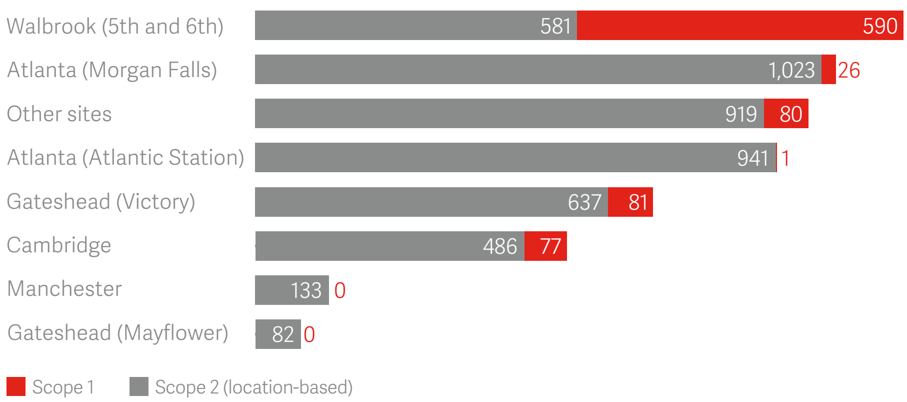
1 We quantify and report our organisational greenhouse gas emissions in alignment with the WRI's Greenhouse Gas (GHG) Protocol Corporate Accounting and Reporting Standard.
2 Emissions from the consumption of electricity are reported in tCO_2 rather than tCO_2e since the International Energy Agency emission factors for electricity currently account for carbon dioxide emissions only.
3 The full time equivalent (FTE) employee figures used to calculate the reported intensity metric cover the sites for which emissions data was provided rather than the total FTE figure for the organisation as a whole.
4 Fugitive emissions were not recorded in 2015; however, in 2016 we were able to collect this data for a number of sites and fugitive emissions were approximately 5% of total Scope 1 and 2 emissions.
5 We consolidate our organisational boundary according to the operational control approach and have adopted a materiality threshold of 5% for GHG reporting purposes. For the sites where we have been unable to obtain data (Stockholm, Shanghai and Tokyo), we expect the emissions to make up less than 2% of overall emissions based on estimations using headcount and floor area intensity data.
6 In some cases, missing information has been estimated using data from the nearest reporting period as a proxy. Furthermore, due to the availability of additional data, we have decided to restate the 2015 emissions figures. This allows us to make a more accurate performance comparison between 2015 and 2016.
7 Sites with less than 200 employees have been grouped together into 'Other sites'.

i. Emissions by region in 2016

Scope 1 and 2 emissions by region
(tCO_2e)

ii. Emissions by location in 2016

Scope 1 and 2 emissions by location
(tCO_2e)



iii. Performance

Between 2015 and 2016 we have seen an overall absolute increase in Scope 1 and 2 emissions by 48% but this is due to the inclusion of non-UK operations and fugitive emissions from refrigerants within the boundary in 2016. Based on the expanded scope of reporting, our emissions intensity performance is therefore a more useful metric; we have seen an increase in Scope 1 and 2 emissions per FTE employee of 5.5%. On a like-for-like basis, i.e. excluding the 2016 fugitive emissions and data for non-UK sites, Scope 1 and 2 emissions have decreased by 1%.

All our new offices are designed and built with sustainability in mind. Both our London and Manchester offices have been assessed as 'Excellent' by BREEAM (Building Research Establishment Environmental Assessment Method) and the Royal Institute of Chartered Surveyors awarded gold and silver sustainability awards to our London and Manchester offices respectively. Where we have colleagues working in older buildings, we have taken action to reduce their environmental impact, including improving temperature control and reducing electricity consumption.

We also purchase electricity at a number of our UK sites that is sourced from renewable generation backed by Renewable Energy Guarantees of Origin (REGOs) and therefore, under the market-based Scope 2 reporting method, we have been able to account for Scope 2 emissions from these sites using an emission factor of 0 tCO_2/kWh.

As a result, our market-based Scope 2 emissions figure is over 1,000 tonnes lower than our location-based emission figure, which demonstrates how we have been able to reduce our climate change impacts through our purchasing decisions.

Other corporate disclosures
continued

Share capital and related matters

Share capital

The structure of the issued share capital of the Company at 31 December 2016 (unchanged since 31 December 2015) is set out in Note 5f to the financial statements. The Company has two classes of shares: ordinary shares and CVR non-voting redeemable shares.

Shareholders' rights

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

Restrictions on voting

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

Shares held by the Company's employment benefit trust

The Company's offshore employee benefit trust ('EBT') is used to purchase Worldpay Group shares for the benefit of employees, including satisfying outstanding awards made under its employee share plans. In respect of all shares held in the EBT, the trustee has waived its right to receive dividends and will not exercise voting rights. As at 31 December 2016, 12,385,744 shares were held in the EBT representing approximately 0.62% of the Company's issued shared capital. Further details regarding the EBT are contained in Note 1a and 5h to the Financial statements.

Restrictions on the transfer of ordinary shares

From admission of the Company's securities on the Main Market of the London Stock Exchange, the Company's Directors entered into a lock-up period consisting of three tranches with one-third expiring on each of 16 October 2016 (now expired), 16 October 2017 and 16 October 2018. Further information in respect of the Directors' shareholdings is disclosed in the Remuneration report on page 95.

The transfer of ordinary shares is governed by the general provisions of the Company's Articles of Association and prevailing legislation. There are no restrictions on the transfer of the ordinary shares other than: (i) as set out in the lock-up arrangements described in the preceding paragraph; (ii) as set out in the Articles of Association; (iii) certain restrictions which may from time to time be imposed by laws and regulations (for example, insider trading laws); and (iv) pursuant to the Listing Rules of the Financial Conduct Authority whereby certain Directors, officers and employees of the Company require approval to deal in the ordinary shares in accordance with the Company's share dealing rules.

Notifiable interests in share capital

At 31 December 2016, the interests in voting rights over the issued share capital of the Company had been notified, as shown in the table below.

	As at 31 December 2016	
Shareholder	Number of shares	% interest in shares
Ship Global 2 & Cy S.C.A.	214,481,879	10.72
BlackRock, Inc.	129,183,963	6.45
Canada Pension Plan Investment Board	80,639,413	4.03
Abu Dhabi Investment Authority	60,896,429	3.04

On 2 February 2017, Ship Global announced it had sold 214,481,879 ordinary shares in the capital of the Company thereby resulting in it no longer being a shareholder of the Company.

As at 6 March 2017, the Company had not received any further disclosures of major holdings of voting rights, pursuant to the requirements of Rule 5 of the Financial Conduct Authority Disclosure Rules and Transparency Rules.

As at 6 March, 2017, no Directors and their connected persons had an interest in 3% or more of the voting rights of the Company.

Amendment of Articles of Association

The Company's Articles of Association may be amended by special resolution of shareholders. The Company's Articles of Association adopted by shareholders on 12 October 2015 are available on the Group's website.

Provisions of change of control

The senior facilities agreement entered into by the Company and various lenders on 4 September 2015 to refinance existing borrowings as part of the IPO (comprising the Term Facility 1, Term Facility 2 and the revolving credit facility) provides for the repayment of all sums utilised together with interest on 30 days notice in the event of (i) any sale of substantially all of the businesses or assets of the Company; or (ii) if any person or group of persons acting in concert acquire more than 50% of the issued voting share capital of the Company. In addition, the senior unsecured notes issued by Worldpay Finance plc on 10 November 2015 and guaranteed by the Company, contain a repurchase provision at 101% of the value of the notes plus interest accrued but unpaid that may be exercised by holders of the notes on the same events as well as on certain forms of merger of the Company.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and Accounts and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with IFRSs as adopted by the EU and applicable law and have elected to prepare the parent Company financial statements in accordance with UK Accounting Standards, including FRS 101 Reduced Disclosure Framework.

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

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- For the Group financial statements, state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- For the parent Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the parent Company financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic report, Directors' report, Directors' Remuneration report and Corporate governance statement that complies with that law and those regulations.

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

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

We confirm that to the best of our knowledge:

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

We consider the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

The Strategic report and the Directors' report comprising pages 6 to 99 have been approved and are signed by order of the Board by:

Derek Woodward

Derek Woodward
Group Company Secretary
7 March 2017

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