



Annual Report



In 2012 a total of 1,450 million purchases worth 69,112 million euros were made at 767,100 ServiRed merchants...

Buy

Annual Report
Institutional Regulations
Internal by-law
Operating Reg...





Index

Introduction	4
ServiRed in 2012	6
Mission and Objectives	10
Board	14
Members of the ServiRed System	18
Letter from the Chairman of the Board	22
Letter from the Deputy General Manager	26
ServiRed Network	28
Activity Data	32
The Three Facets of ServiRed	70
1. Domestic Scheme	72
ServiRed Functions as a Scheme	74
Advantages of ServiRed System	102
Presence in Stores	104
Advances with the Chip	106
2. Collective Member	108
Activity Data	112
Publicity Campaigns	114
3. Commercial Activity	116
Advantis	118
Audit Report	120
Balance Sheet	124
Profit and Loss Account	128

Introduction

ServiRed, Sociedad Española de Medios de Pago, S.A. is Spain's leading card payment scheme. It has 38.1 million cards in circulation (19.7 million credit, and 18.4 million debit), 767,100 merchants, and more than 35,200 ATMs.

ServiRed has 98 members (banks, savings banks, and credit cooperatives), of which 79 are shareholders in the company.

ServiRed's primary purpose is to assist its member institutions in substituting cash for innovative and efficient electronic payments systems, in order to reduce the high cost of cash transactions for society at large.

The ServiRed scheme provides international interoperability through co-branding with Visa and MasterCard, for which it is licensed as a Group Member of Visa Europe and as a Principal Member of MasterCard Worldwide, and thus its members are empowered to issue Visa and MasterCard products and to acquire transactions made with them.

ServiRed's services rest on three main pillars:

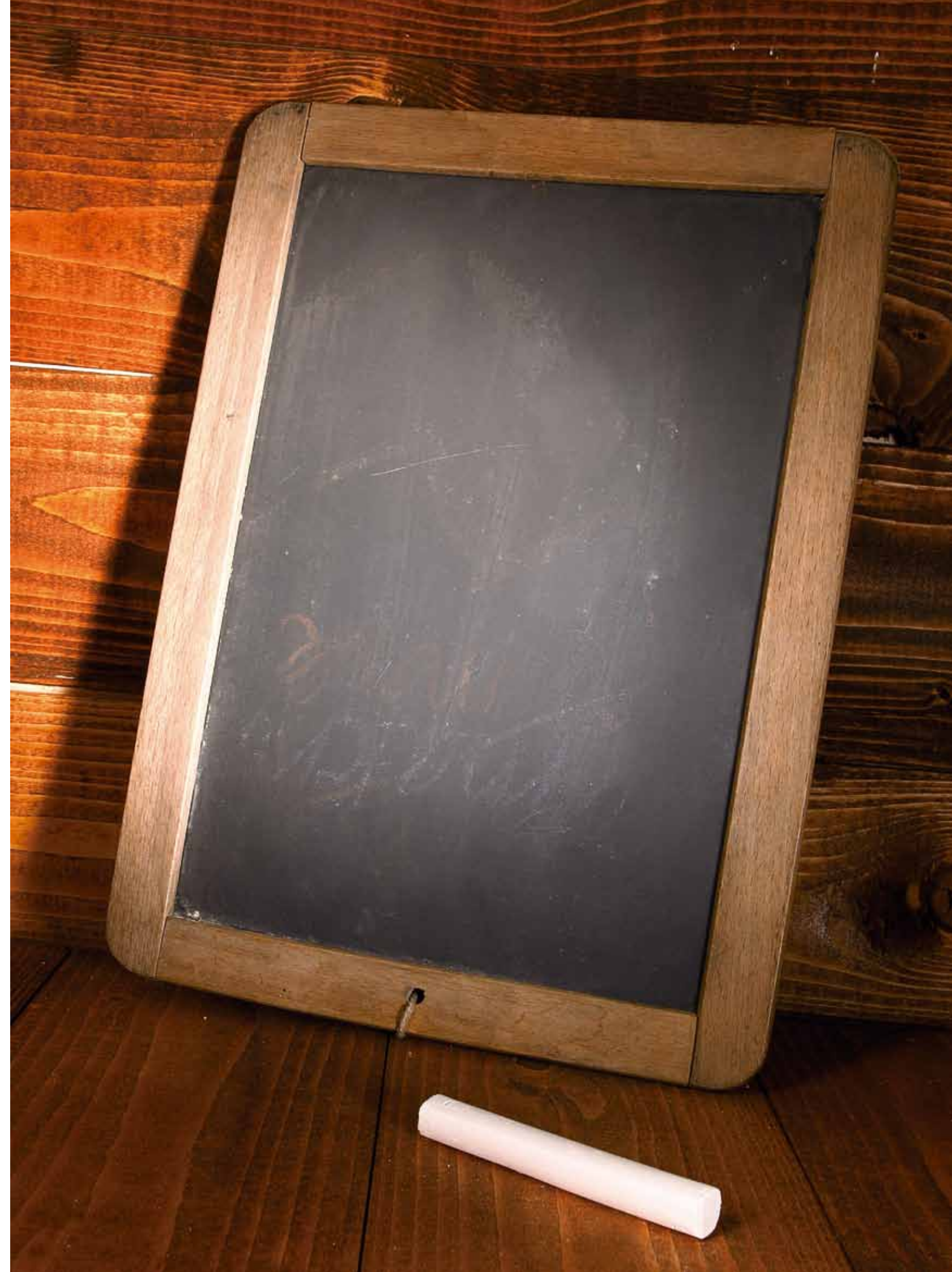
- the brand;
- the operating rules and procedures and
- the interchange system.

The most important activities carried out by ServiRed in its mission of replacing cash in payments are as follows:

1. Guaranteeing comprehensive interoperability of card transactions in the domestic sphere.
2. Guaranteeing international access to holders of ServiRed cards, via direct connection with the international schemes (Visa, MasterCard, American Express, Diners Club, JCB, Citicorp, etc.).
3. Guaranteeing the acceptance of foreign cards used to make purchases at the ServiRed merchants.
4. Ensuring the correct use of the ServiRed brand, card designs, and the features of the products issued by ServiRed's member institutions.
5. Ensuring the proper labeling and operation of the POS (point of sale) terminals and ATMs.
6. Carrying out the processes of clearing and settlement of interchange transactions amongst the system's member financial institutions and between them and other payments networks, cleanly, quickly, and without incidents.
7. Arbitration and resolution of any incidents that may arise from the use of the shared payments network by member institutions.
8. Preventing, detecting, and prosecuting fraud.

All these activities take place against a backdrop of continuous commercial and technological innovation, which ensures that holders of ServiRed cards can make payments at millions of merchants in Spain and all over the world, quickly, easily, and safely.

In addition to the many advantages for cardholders, the use of ServiRed cards facilitates management of business expenses by the merchants which accept them, and provides greater security by eliminating the negative aspects of using cash, such as theft and loss.



1. Cards

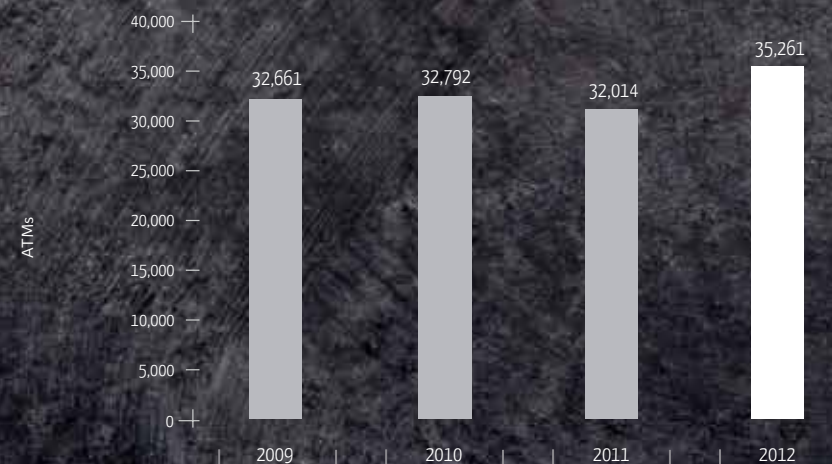
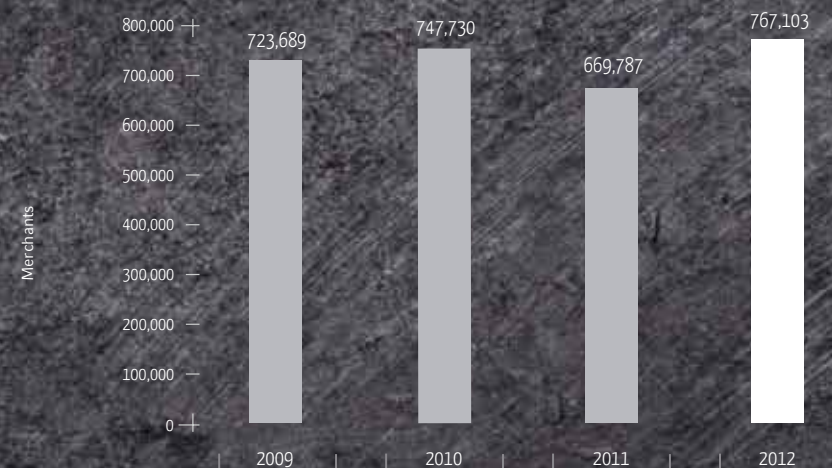
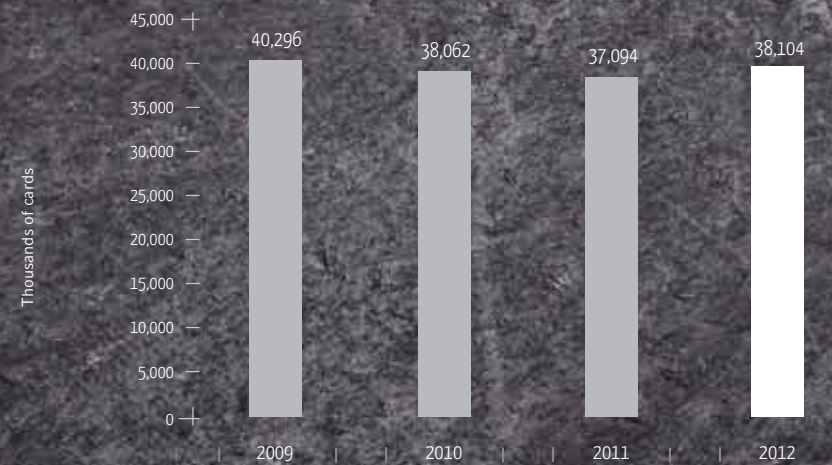
The financial institution members of ServiRed have issued more than 38 million cards, one million more than the last year. In 2012 payments made with them reached a total of 66,830 million euros.

2. Merchants

In 2012 a total of 1,450 million purchases worth 69,112 million euros were made at 767,100 ServiRed merchants.

3. ATMs

There are more than 35,200 ServiRed ATMs in Spain.





Mission

To promote the proper transition from cash to new, more efficient and secure means of payment, to the benefit of member institutions and society as a whole (merchants and cardholders).

Objectives

To promote the use of electronic payments.

To represent member institutions before regulatory bodies, associations, institutions and other domestic and international payments schemes.

To manage the brand, set and uphold the rules of the domestic scheme to ensure interoperability and strengthen its position in the domestic and international markets.



Board

Mr. Rafael Martín-Peña García ¹	Chairman
Mr. Juan Luis Coghen Alberdingk-Thijm ²	Banco Cooperativo
Mr. Manuel Tresánchez Montaner ²	Banco de Sabadell
Ms. Amparo Esteve Mercado ²	Bancaja
Mr. Pedro Luis Gómez García ²	Caja Madrid
Mr. Francisco Javier Celaya Mingot ²	Participaciones y Cartera de Inversión, S.L. Grupo Caja Madrid
Ms. Nicola Margaret Roomans ²	Bankinter
Mr. Diego Ferreiro Sánchez ²	Barclays Bank
Mr. Francisco Castells Delgado	BBVA
Mr. Juan de Lapuerta Montoya	BBVA
Mr. Fernando de la Rica Goiricelaya	BBVA
Ms. María Victoria Matía Agell	Caixabank
Mr. Joan Morlá Tomás	Caixabank
Mr. Miguel Ángel Pozuelo Villar	Caixabank
Mr. Juan María Eguren Ruiz de Azua ²	Caja Laboral Popular
Mr. Juan Felipe Vargas Ibáñez ²	Cajamar
Mr. Miquel Perdiguier Andrés ²	Catalunya Banc
Mr. Enrique Sánchez Sierra ²	Deutsche Bank
Mr. Adrián Calvo Pelayo	Board Secretary (Non-member)

(1) Representative of Global Norwalk, S.L.U, Chairman of the Board.
(2) Representative of board members that are legal persons.



Shareholder Members of the ServiRed System

NRBE

Bank of Spain Registry Number

0019	Deutsche Bank, S.A.E
0031	Banco Etcheverría
0057	Banco Depositario BBVA
0065	Barclays Bank
0078	Banca Pucyo
0081	Banco Sabadell
0099	Bankia Banca Privada, S.A.U.
0122	Citibank España
0125	Bancofar
0128	Bankinter
0129	BBVA Banco de Financiación
0130	Banco Caixa Geral
0131	Banco Espirito Santo, Sucursal en España
0138	Bankoa
0152	Barclays Bank PLC
0182	Banco Bilbao Vizcaya Argentaria
0186	Banco Mediolanum
0188	Banco Alcalá
0198	Banco Cooperativo Español
0220	Banco Finantia Sofinloc
0227	Uno-e Bank
0234	Banco Caminos
0236	Lloyds Bank International, S.A.U.
0487	Mare Nostrum, S.A.
1469	Banco Sygma Hispania, Sucursal en España
1484	MBNA Europe Bank Limited, Sucursal en España
2013	Catalunya Banc, S.A.
2038	Bankia, S.A.
2100	Caixabank, S.A.
2107	Unnim Banc, S.A.
2108	Banco de Caja España de Inversiones, Salamanca y Soria, S.A.U.
3001	Caja Rural de Almendralejo
3005	Caja Rural Central
3007	Caja Rural de Gijón
3008	Caja Rural de Navarra
3009	Caja Rural de Extremadura
3016	Caja Rural de Salamanca
3017	Caja Rural de Soria
3020	Caja Rural de Utrera
3023	Caja Rural de Granada

NRBE

Bank of Spain Registry Number

3025	Caixa de Credit dels Enginyers - Caja de Crédito de los Ingenieros
3029	Caja de Crédito de Petrel, Caja Rural
3035	Caja Laboral Euskadiko Kutxa
3045	Caixa Rural Altea
3058	Cajas Rurales Unidas, Sociedad Cooperativa de Crédito
3059	Caja Rural de Asturias
3060	Caja de Burgos, Fuentepelayo, Segovia y Casteldans, Soc. Coop. de Crédito
3063	Caja Rural de Córdoba
3067	Caja Rural de Jaén
3070	Caixa Rural Galega
3076	Cajasiete, Caja Rural
3080	Caja Rural de Teruel
3081	Caja Rural de Castilla-La Mancha
3084	Ipar Kutxa Rural
3085	Caja Rural de Zamora
3096	Caixa Rural de L´Alcudia
3098	Caja Rural Nuestra Señora del Rosario
3102	Caixa Rural Sant Vicent Ferrer de la Vall D´Uixó
3105	Caixa Rural de Callosa d´en Sarrià
3111	Caixa Rural la Vall "San Isidro"
3117	Caja Rural d´Algemesí
3118	Caja Rural de Torrent
3121	Caja Rural de Cheste
3127	Caja Rural de Casas Ibáñez
3130	Caja Rural San José de Almassora
3140	Caja Rural de Guissona
3146	Caja de Crédito Cooperativo
3159	Caixa Popular
3177	Caja Rural de Canarias
3179	Caja Rural de Alginet
3183	Caja de Arquitectos, Sociedad Cooperativa de Crédito
3187	Caja Rural del Sur
3188	Credit Valencia, Caja Rural Cooperativa de Crédito Valenciana
3190	Caja Rural de Albacete, Ciudad Real y Cuenca
3191	Nueva Caja Rural de Aragón
8321	Entre2 Servicios Financieros
8776	Finconsum
8816	Sociedad Conjunta para la Emisión y Gestión de Medios de Pago
	Global Norwalk, S.L.U.



Non-shareholder Members of ServiRed System

NRBE

Bank of Spain Registry Number

0133	Nuevo Micro Bank, S.A.
0235	Banco Pichincha España
1490	Self Trade Bank, S.A.
1491	Triodos Bank N.V., Sucursal en España
1525	Banque Chaabi du Maroc, Sucursal en España
3095	Caja Rural San Roque de Almenara, S. Coop. de Crédito V.
3112	Caja Rural San José de Burriana, S. Coop. de Crédito V.
3119	Caja Rural San Jaime de Alquerías del Niño Perdido, S. Coop. De Crédito V.
3123	Caixa Rural de Turís, Cooperativa de Crédito Valenciana
3135	Caja Rural San José de Nules, S. Coop. de Crédito V
3137	Caja Rural de Casinos
3152	Caja Rural de Villar, S. Coop. de Crédito V
3157	Caja Rural la Junquera de Chilches, S. Coop. de Crédito V.
3160	Caixa Rural Sant Josep de Vilavella, S. Coop. de Crèdit V
3165	Caja Rural San Isidro de Vilafamés, S. Coop. de Crédito V.
3186	Caixa Rural Albalat del Sorells
6702	Caixabank Electronic Money, EDE, S.L.
6812	Money Exchange, S.A.
8834	Avant Tarjeta, Establecimiento Financiero de Crédito, S.A.

Changes in 2012

Joined ServiRed:

- Nuevo Micro Bank, S.A.
- Caja Rural San Roque de Almenara, S. Coop. de Crédito V.
- Caja Rural San José de Burriana, S. Coop. de Crédito V.
- Caja Rural San Jaime de Alquerías del Niño Perdido, S. Coop. De Crédito V.
- Caixa Rural de Turís, Cooperativa de Crédito Valenciana
- Caja Rural de Villar, S. Coop. de Crédito V
- Caja Rural la Junquera de Chilches, S. Coop. de Crédito V.
- Caixa Rural Sant Josep de Vilavella, S. Coop. de Crèdit V
- Caixabank Electronic Money, EDE, S.L.
- Money Exchange, S.A.
- Avant Tarjeta, Establecimiento Financiero de Crédito, S.A.

Merger with dissolution of Cajamar Caja Rural, Cooperative Credit Company, and Caja Rural Mediterráneo, Ruralcaja, Cooperative Credit Company and creation of the new entity Cajas Rurales Unidas, Cooperative Credit Company.

Chairman of the Board

Rafael Martín-Peña García *

Dear friends,

As of the date of publication of this report, we are eagerly looking forward to the expected legalisation about the payment system sector by the European Commission, announced by the European Commissioner Mr. Almunia. More concrete news is expected for this coming July. In conjunction with its member organizations, ServiRed has participated in the Green Paper published by the European Commission on January 11, 2012, entitled “Towards an integrated European market for card, internet and mobile payments”, which presents their ideas and position on the issues that were the subject of the consultation, with the aim of being able to include the views expressed by a significant proportion of the Spanish payment system sector in the regulation arising from such analysis.

On the other hand, it is important to remember the careful watch on the sector exerted by the EU antitrust authorities during the past year, as a result, the EU has opened a file against Visa Europe and MasterCard Inc. The first one has recently submitted a commitment proposal which was well received by the European Commission, with the loose ends expected to be resolved in an agreement by the end of this year 2013. In the case of MasterCard we will probably have news shortly.

Also worth highlighting in the considerations for the past fiscal year for the European sphere was the paralysis of the Monnet Project, despite the impulses given by the EU authorities and several months of work by national

institutions with very different perspectives, in order to create purely European payment scheme.

Meanwhile, in the face of these issues, the development of products and services related to payment methods continues its unstoppable growth. At all public and private levels, the support for electronic payments is undisputed, and electronic payments steadily continue to gain ground against their true competitor: cash. The publication of the Law 7/2012, dated October 29th, regarding the prevention of tax fraud in Spain has set limitations on cash payments, which prohibit payments for transactions equal to or over 2,500 euros in case, if any of the parties involved acts as an employer or professional. This is in line with similar laws of other countries around us. Both factors, the innovation and development of new products and services on one hand, the strong commitment towards a more leading role of electronic payment methods on the other hand, are an excellent sign for the importance of our sector, in the immediate future as well as in the long term.

In 2012, the publication of Royal Decree 778/2012, the legal system of electronic money institutions, was also noteworthy. It explains the regulations contained in Law 21/2011 regarding electronic money, and completes the full transposition of Directive 2009/110/CE from the European Parliament and Council about access to activities by electronic money institutions and their performance, as well as regarding the prudent supervision of those institutions, whose regulation has been modified since 2000. With this standard, the legislative goal of encouraging competition and

(*) Representative of Global Norwalk, S.L.U, Chairman of the Board.

Rafael Martín-Peña García

Chairman of the Board, ServiRed S.A.

opening the sector of issuing electronic money to institutions other than banks and traditional credit entities to further boost the market for payment services, has been achieved.

We also have to highlight the important efforts of the Spanish financial sector, promoted by financial authorities, to dispel any doubts about Spain’s solvency, which has contributed to the gradual recovery of confidence in the Spanish economy. Its most obvious manifestation has been the continued restructuring of the financial sector during the last year, which included multiple corporate mergers and acquisitions, and was of great significance. As far as payment services are concerned, a remarkable result of these operations has been the fact that some of the protagonists, who are entities that are involved in these operations, belong to different payment schemes, which is consistent with the predictions for the Payment Services Law, and which constitutes a paradigm shift. This shift is driving an irreversible search for excellence within a new context, which comprises a smaller number of entities, but of larger size and with non-exclusive subscriptions.

To this end, we at ServiRed continue to delve into the adaptation of the regulations of our payment services system to the developments required by our environment. In the first quarter of 2012 the Board of Directors approved restructuring of our internal rules to regulate the three areas of the company (its domestic scheme, its position as a vehicle for collective participation with international brands, and its status as a commercial company). Throughout 2012 and during the first months of 2013, the designs of that



restructuring, launched in their respective areas, have been put into practice. Thanks to that, ServiRed, as has always been its custom, embraces the successful coexistence of its members’ diversity.



Deputy General Manager

Carmen Carnero Silvo

If I had to highlight the most representative aspect of the payment services sector at a global level for the whole year of 2012, it would, without a doubt, be the rampant pace of innovation, much higher than previous years, which is coming at our sector, from different fronts, at high speed, and which is pushing it to the brink of a major revolution. New applications and new business models are flooding the market to transform the shopping experience. The key question is: why is this wave of innovation occurring now and not earlier? In response, I can think of several reasons, which I will explain in more detail below.

During previous years, different trends have developed separately. Gradually they have progressed towards convergence, which has already become clear in 2012, and will be even more obvious in coming years.

First, there has been a massive spread of smartphones. Hundreds of millions of people worldwide already have these devices, which are much more than mobile phones. They access the Internet, send messages, allow you to download and use applications, etc. On one hand, applications for buying and selling are beginning to multiply; and, on the other hand, there are many start-ups that are developing and launching solutions to transform such devices into sales terminals that accept cards. This will allow the expansion of the market for card payments, thanks to the proximity and ease of payment, both remote and at the point of sale. Square was the pioneer company in the United States. Throughout 2012 we have seen various initiatives in Europe by companies like iZettle or Payleven, among others.

Second, the management of “Big Data” allows us to combine information from the real-time transaction, the consumer’s location, and the purchase behaviour, which gives us the ability to influence consumers at the time of purchase by designing and communicating highly personalized offers for products, services and promotions. Apart from being a buzzword, “Big Data” could, in fact, change not only our sector, but the entire world. Some say that its impact may be bigger than that of the Internet. The Executive Chairman of Google, Eric Schmidt, said that, from the dawn of civilization until 2003, humanity generated five exabytes of information and, at present, we produce five exabytes ... every two days! ... And the growth rate is accelerating. Not only do we have a massive amount of information, but there are new types of information. The reason that the management of all this information could change the world, is that there are already technologies to gather and

analyse information from the most varied sources (social networks, youtube, iPods, Kindle, smartphones, sensors, Internet searches, financial transactions, card payments, etc.). In the past we had databases and analysis tools that could not manage extremely vast, disorganised and fast-moving information. But now, we already have software to analyse and organise all this information. As a result, it is possible to collect all cited sources and generate fascinating results, which can open new opportunities, most still undiscovered.

Third, the now famous cloud is reducing the time and expense associated with the introduction of innovation (and we still are seeing only the tip of the iceberg), mainly through access to traditional processing platform through APIs. In fact, it’s a huge paradigm shift: transactions can be processed in the cloud and the product can be physically brought to the store. In the past, the boundaries between face-to-face and virtual transactions were very clear in our sector, but they are beginning to blur, and this will cause changes, which may be significant in the daily management of our business of card payments.

Fourth, more than ever, the payment services sector is attracting the attention of private investors, such as “venture capitalists” and “business angels”, which is leading to the proliferation of hundreds of startups in the sector in different parts of the world. On the other hand, the large international schemes, Visa and MasterCard, are also investing in internal strategic initiatives and in other companies, to expand the functionality of their platforms. In addition, there have been many strategic internal investments by other stakeholders such as Google or Paypal. In the same manner, there have been different associations in different parts of the world among mobile operators and financial institutions and others to innovate with NFC technology. Obviously all of these investments are contributing very significantly to the acceleration of the forces of innovation.

Fifth, but not the least important, it is becoming increasingly clear that, after the IPO by MasterCard in 2006 and by Visa Inc. in 2008, and following the new regulatory trends, especially in the European territory, the payment services sector is opening up to new players from different backgrounds, who are also contributing with innovation associated with their respective sectors.

As a result, the payment services system sector is undergoing a major reorganization in which the following coexist:

i) traditional players – systems for payments, card issuers, acquirers, processors and other service providers; ii) innovators that are already established – Paypal, Google, Square, Monitise, Green Dot, Groupon, department stores, etc.; ii) telephone operators that are working in various alliances; and iv) startups, which are providing hundreds of ideas and different business models for the relationships between the payment services and the consumer. They are appearing multitude of partnerships and acquisitions, many of them among the traditional and innovative players. Traditional players normally try to ride the wave of innovation and innovators (especially those from the Internet environment) seek access to the world of face-to-face transactions.

It should be noted that, despite this wave of innovation, none of the innovators has yet invented any new payment system that can compete with traditional systems (Visa, MasterCard, Amex, Discover, etc.), which have global reach and, over the years, have achieved high levels of reliability and transactional speed. Today, as a consequence, a large number of the trains that drive innovation, are travelling over the same rails as traditional payment systems. For this reason, current innovation does not require that consumers stop using what they already have been using up until now in order to make payments, but rather require that consumers keep using their usual method (the card) but in a different way (for example, using their smartphone and/or virtual wallets).

In any case, as I said before, the boundaries between the different sales channels are beginning to blur, and behavioural changes are beginning to show between consumers and merchants at the point of sale. Therefore, it will be the consumers, not the merchants, who have the final say regarding the adoption of innovations. And the companies that achieve scale will be the ones that succeed in the long term.

In our country, we believe that all this innovation will help us to overcome the main challenge that we have in our sector, that is none other than that of increasing the use of cards and their share of private consumption. In the year 2012, the share of the purchases with ServiRed cards in final consumer spending of households and NPISHs only increased by 21 basis points to reach 10.37%. The combination of the three Spanish schemes (ServiRed, Sistema 4B and Euro 6000) only reached a share of 17.08% (22 basis points more than in 2011), which is a long way

Carmen Carnero Silvo

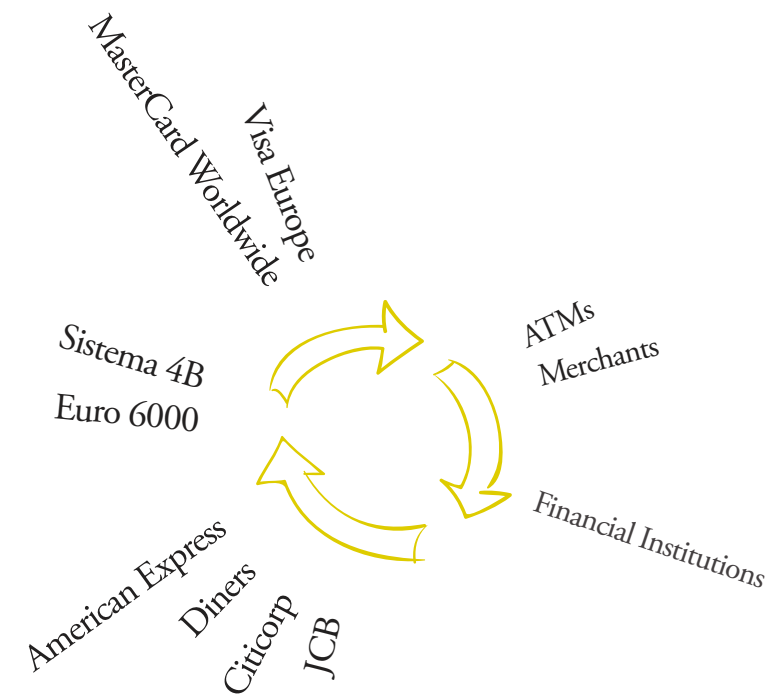
Deputy General Manager, ServiRed S.A.



from the percentage recorded by other neighbouring countries (according to the latest data published by the ECB for 2011, the average EU share stood at 26.04% after registering an increase of 109 basis points).

Aside from the different adoptions speeds of card use between our country and our neighbours, the Eurostat forecast for 2013 indicates that the final consumption expenditure of households and NPISHs at current prices will decrease by 1.4% in Spain (while the forecast for the EU is an increase of 1.3%). On the other hand, the forecast of GDP growth for 2013 in real terms is -1.5% for Spain and 0.1% for the EU.

Therefore, for 2013, it appears that, on the one hand, we will have to continue to strive to enhance overall card payments, given the fall in consumption, and, on the other hand, try to steal share from cash payments. And, one more year, we thank all the entities that are part of ServiRed for their trust in us to support them in this challenge.



ServiRed Network



Purchases made
with credit cards
represent 56%
of the total of
purchases made
with ServiRed cards

Summary of Activity

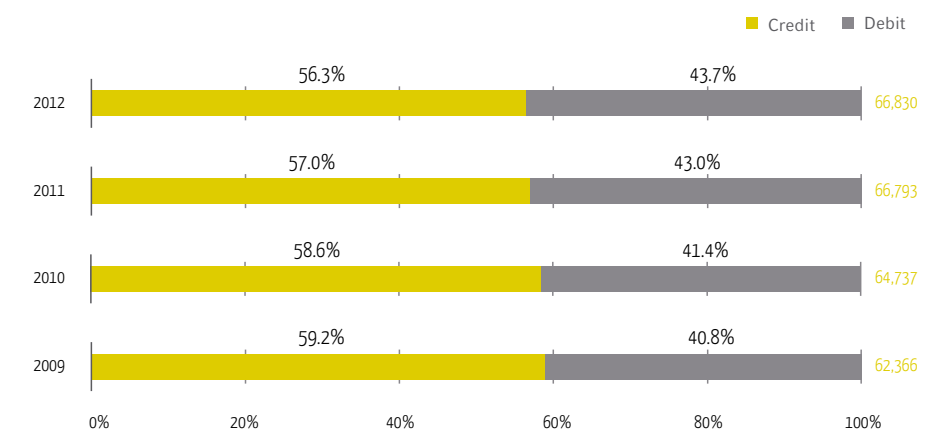
In 2012, some 1,419 million purchases were made with ServiRed cards for a total amount of 66,830 million euros. These amounts represent an increase of 1.8% and 0.1%, respectively.

As in recent years, the volume of purchases made with ServiRed cards exceeded the cash withdrawals, falling by 0.6% and stands at 60,656 million euros.

The market share of purchases from the standpoint of the issuers stood at 60.7% of the total amounts, 46 base points more than in 2011, and 61.5% for operations. ServiRed also maintained its leadership in cash withdrawals made with cards issued in Spain with a share of 56.7% in the case of turnover, and 55.6% for transactions.

The acquirer prospects in 2012 also show the leading role of ServiRed, as the market share in purchases reached 62.8% in turnover (171 base points more than the previous year) and 63.6% for transaction. Cash withdrawals stood at 56.4% in the case of turnover and at 55.2% for transactions.

Purchases with Credit and Debit Cards (millions of euros)



The majority of the volume of purchases issued by the ServiRed entities are made with credit cards. However, purchases made with debit cards have had growth rates in the last years that are higher than the growth rates of credit cards (in 2012, 1.1% and 1.6%), and, therefore, they have gained shares within ServiRed.



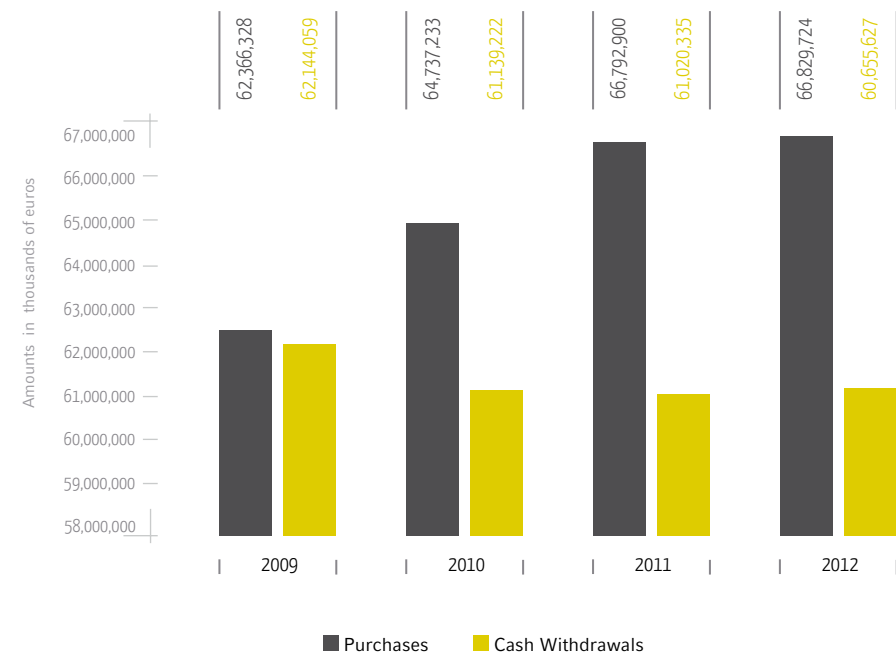
Purchases and cash withdrawals

Transactions	Purchases	Incr.	% of total	Cash withdrawals	Incr.	% of total	Sales volume	Incr.	% of total
Credit cards	709,056	0.6%	50.0%	179,006	-1.0%	35.8%	888,061	0.3%	46.3%
Debit cards	709,610	3.1%	50.0%	321,309	-3.1%	64.2%	1,030,919	1.1%	53.7%
Total cards	1,418,665	1.8%	100.0%	500,314	-2.4%	100.0%	1,918,980	0.7%	100.0%

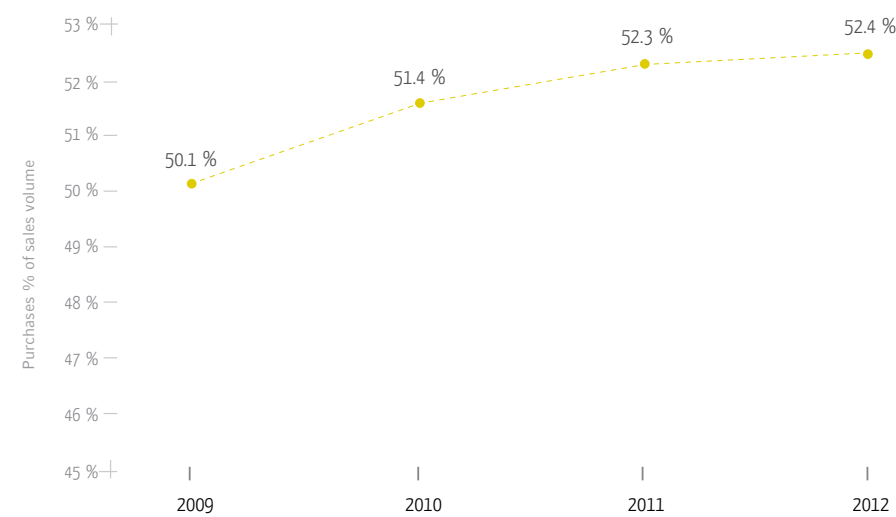
Amounts	Purchases	Incr.	% of total	Cash withdrawals	Incr.	% of total	Sales volume	Incr.	% of total
Credit cards	37,656,061	-1.1%	56.3%	25,006,927	-0.4%	41.2%	62,662,988	-0.8%	49.2%
Debit cards	29,173,663	1.6%	43.7%	35,648,700	-0.7%	58.8%	64,822,362	0.3%	50.8%
Total cards	66,829,724	0.1%	100.0%	60,655,627	-0.6%	100.0%	127,485,351	-0.3%	100.0%

Amounts in thousands of euros
'000 of transactions

Purchases and cash withdrawals



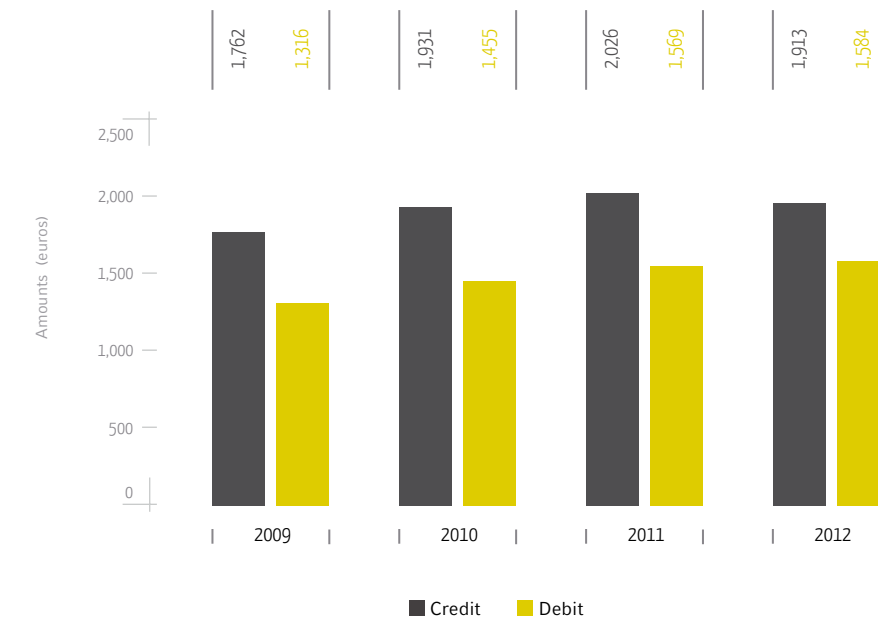
Card purchases as % of sales volume



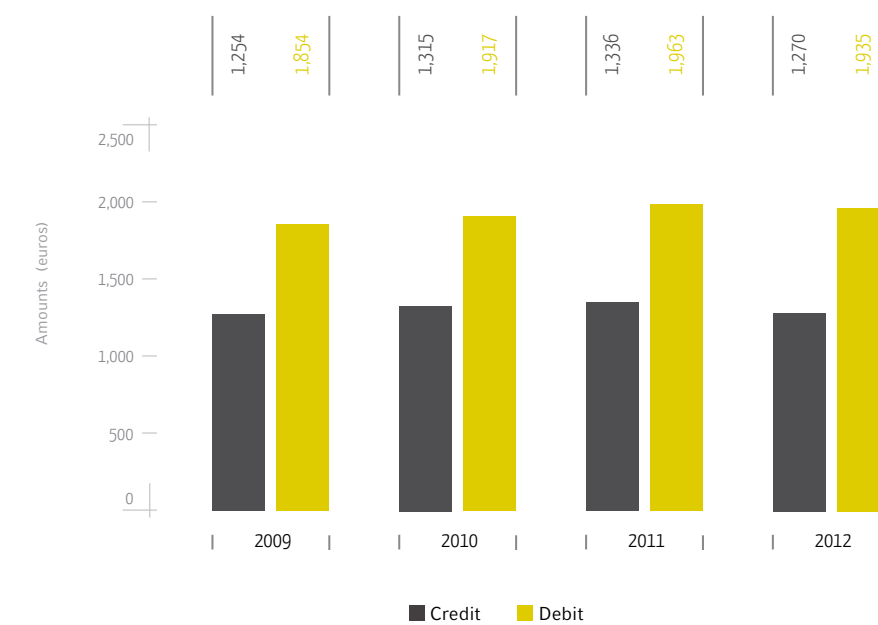
Purchases
continue to
gain share
over cash
withdrawals

In 2012, the average spending of purchases with the ServiRed card was 1,754 euros

Spending per Card in Purchases



Spending per Card on Cash Withdrawals





Foreign purchases by
ServiRed cardholders are
at a value of more than
6,044 million euros

The United Kingdom is the country where ServiRed
cardholders purchase the most



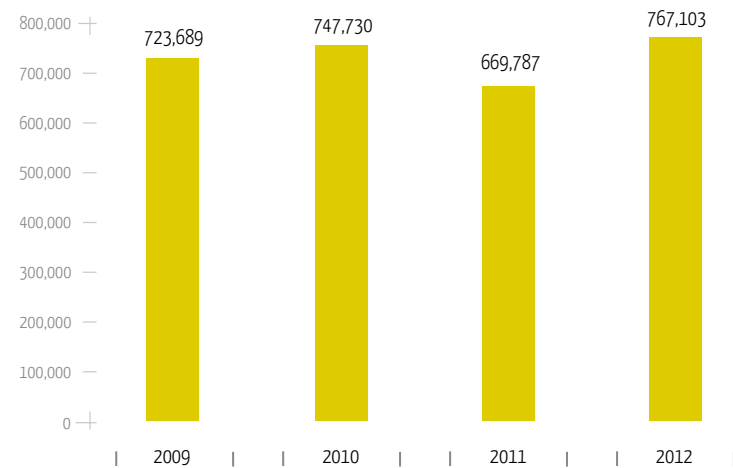
International Activity

	Purchases	%total	Cash withdrawals	%total	Sales Vol.	%total
United Kingdom	1,348,704	22.3%	66,361	9.0%	1,415,065	20.9%
Ireland	786,981	13.0%	7,884	1.1%	794,865	11.7%
France	688,406	11.4%	62,311	8.5%	750,716	11.1%
Germany	288,327	4.8%	44,849	6.1%	333,176	4.9%
Luxembourg	267,587	4.4%	770	0.1%	268,357	4.0%
Italy	247,873	4.1%	40,630	5.5%	288,503	4.3%
Rest of European Union	623,641	10.3%	149,477	20.3%	773,118	11.4%
Total European Union	4,251,518	70.3%	372,283	50.7%	4,623,801	68.2%
United States	452,742	7.5%	32,244	4.4%	484,987	7.2%
Latin America	257,819	4.3%	165,118	22.5%	422,937	6.2%
Rest of the world	1,082,056	17.9%	165,057	22.5%	1,247,114	18.4%
Total International	6,044,137	100.0%	734,702	100.0%	6,778,839	100.0%

Purchases and cash withdrawals made with ServiRed cards abroad.
Amounts in thousands of euros.



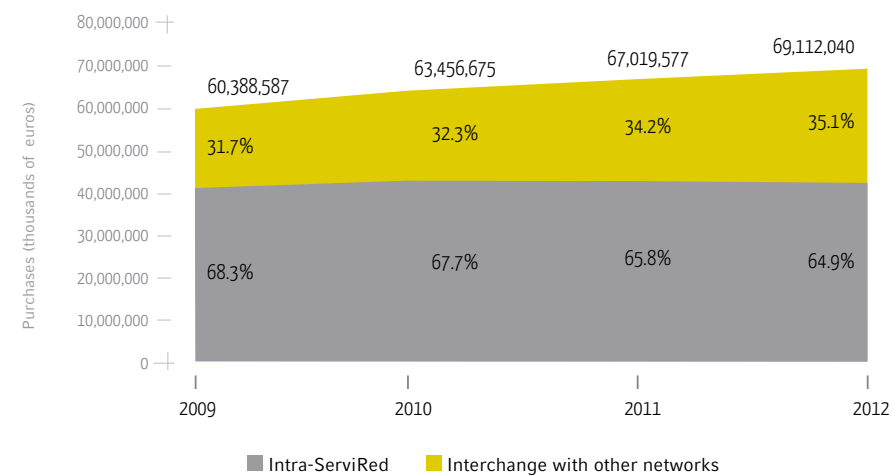
Number of Merchants*



(*) Merchants working with ServiRed System member institutions.

ServiRed member institutions worked with 767,100 merchants, which is 97,000 more than in 2011

Purchases at ServiRed Merchants*



(*) Intra-ServiRed: purchases made with ServiRed cards and ServiRed merchants.

Interchange with other networks: purchases made with non-ServiRed cards at ServiRed merchants.

65% of transactions acquired at ServiRed merchants involved ServiRed cards

In ServiRed
merchants 1,450
million purchases
worth 69,112
million euros
were made

Barcelona is
the province
with the
largest
number of
card purchases

Purchases in ServiRed Merchants by Province

	Amount (€)	Transactions	% Total	Average amount (€)
Álava	445,427,117	8,237,814	0.6%	54.07
Albacete	299,094,929	6,222,398	0.4%	48.07
Alicante	2,096,888,799	39,095,111	2.8%	53.64
Almería	558,205,721	11,003,240	0.8%	50.73
Asturias	953,694,495	16,574,646	1.2%	57.54
Ávila	142,077,889	2,679,909	0.2%	53.02
Badajoz	410,304,516	8,273,014	0.6%	49.60
Balearics	2,433,139,120	36,789,827	2.7%	66.14
Barcelona	16,809,609,153	383,394,028	27.6%	43.84
Burgos	320,459,154	6,180,332	0.4%	51.85
Cáceres	213,033,351	4,126,656	0.3%	51.62
Cádiz	1,061,336,491	21,090,183	1.5%	50.32
Cantabria	486,991,235	8,639,755	0.6%	56.37
Castellón	878,251,183	18,686,399	1.3%	47.00
Ceuta	80,498,036	1,439,508	0.1%	55.92
Ciudad Real	401,167,220	7,833,586	0.6%	51.21
Córdoba	382,481,214	7,943,094	0.6%	48.15
Corunna	726,937,475	13,623,261	1.0%	53.36
Cuenca	119,869,548	2,262,022	0.2%	52.99
Gerona	2,309,131,188	40,602,435	2.9%	56.87
Granada	734,516,681	13,623,527	1.0%	53.92
Guadalajara	191,894,237	4,209,731	0.3%	45.58
Guipúzcoa	1,123,700,199	18,113,747	1.3%	62.04
Huelva	372,132,307	7,510,164	0.5%	49.55
Huesca	274,992,529	4,765,777	0.3%	57.70
Jaén	262,599,126	5,197,403	0.4%	50.53
León	453,362,816	8,563,574	0.6%	52.94
Lérida	898,019,577	17,059,075	1.2%	52.64
Lugo	161,847,647	3,018,602	0.2%	53.62
Madrid	13,866,229,584	277,707,469	20.0%	49.93
Málaga	2,129,503,078	36,857,497	2.7%	57.78
Melilla	58,606,099	1,031,692	0.1%	56.81
Murcia	1,150,064,410	21,841,700	1.6%	52.65
Navarra	906,044,215	17,306,255	1.2%	52.35
Orense	124,779,743	2,389,609	0.2%	52.22
Palencia	129,228,388	2,506,884	0.2%	51.55
Palmas, Las	1,422,801,518	28,409,522	2.0%	50.08
Pontevedra	446,493,648	8,709,622	0.6%	51.26
Rioja, La	332,954,303	6,105,718	0.4%	54.53
Salamanca	266,186,835	5,007,324	0.4%	53.16
Segovia	157,943,178	2,891,547	0.2%	54.62
Saragossa	936,716,397	18,505,154	1.3%	50.62
Seville	1,623,512,643	33,509,758	2.4%	48.45
Soria	82,615,498	1,441,266	0.1%	57.32
Tarragona	1,864,227,155	37,705,204	2.7%	49.44
Tenerife	1,321,654,396	24,042,091	1.7%	54.97
Teruel	102,225,452	1,775,488	0.1%	57.58
Toledo	544,232,830	10,577,490	0.8%	51.45
Valencia	3,503,791,043	78,659,049	5.7%	44.54
Valladolid	625,709,952	11,290,855	0.8%	55.42
Vizcaya	1,656,635,621	29,299,571	2.1%	56.54
Zamora	147,460,316	2,691,510	0.2%	54.79
Total	69,001,279,254	1,387,021,093	100.0%	49.75

Transactions authorized on-line were distributed by provinces as shown on the table.



Purchases at ServiRed Merchants by Retail Categories

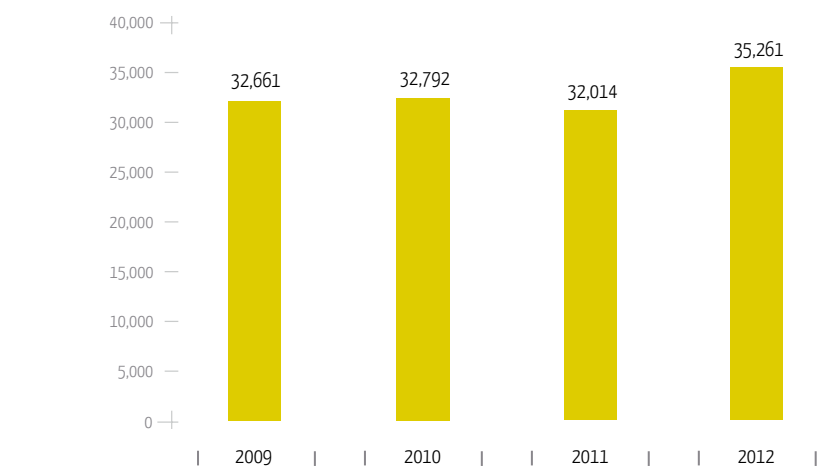
Retail Categories	Amount (€)	% of total	Transactions	Average amount (€)
Retail merchants	15,949,751,953	23.1%	295.321.758	54.01
Large food outlets	15,889,142,676	23.0%	391,639,465	40.57
Other large retail outlets	7,159,364,818	10.4%	107,725,561	66.46
Petrol stations	5,605,730,674	8.1%	127,327,844	44.03
Restaurants	4,727,295,575	6.9%	124,495,030	37.97
Hotels	2,942,752,604	4.3%	16,947,789	173.64
Travel agencies	2,302,332,651	3.3%	10,049,133	229.11
Supermarkets	2,041,181,874	3.0%	58,161,165	35.10
Passenger transport	1,494,447,098	2.2%	18,370,920	81.35
Mail order/telephone sales	1,481,147,657	2.1%	19,052,657	77.74
Leisure, entertainment	1,040,171,460	1.5%	17,884,574	58.16
Pharmacies	898,948,441	1.3%	33,149,748	27.12
Small-amount categories	629,939,436	0.9%	33,499,918	18.80
Car rentals	510,417,063	0.7%	2,899,669	176.03
Household supplies	506,208,685	0.7%	11,046,123	45.83
Jewellers	501,832,461	0.7%	5,199,171	96.52
Massage parlors, saunas, discos	226,355,632	0.3%	4,642,540	48.76
Toll motorways	226,210,208	0.3%	60,024,667	3.77
Casinos	183,594,085	0.3%	1,573,171	116.70
Charities	8,859,826	0.0%	279,317	31.72
Other	4,675,594,375	6.8%	47,730,873	97.96
TOTAL	69,001,279,254	100.0%	1.387,021,093	49.75

Transactions authorized on- line were as shown in the table.

Retail stores
concentrate 23,1%
of the purchases
with cards

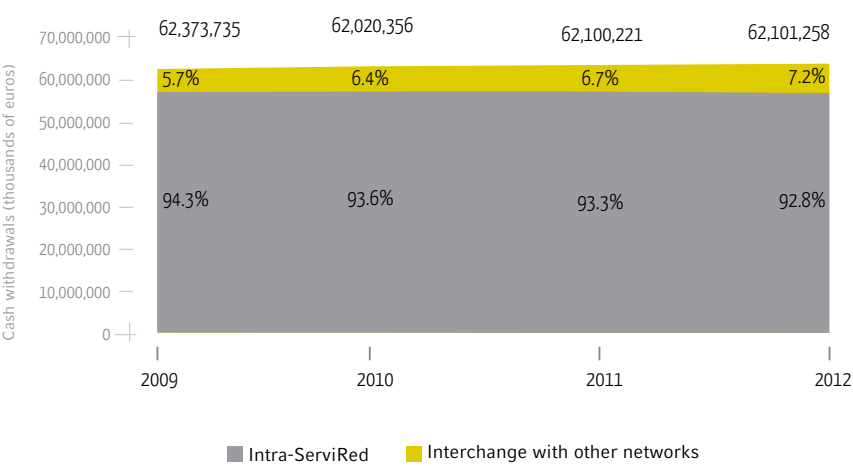


Total Number of ATMs



59.2% of the ATMs in Spain are part of the ServiRed network

Cash Withdrawals from ServiRed ATMs



ServiRed cards were used for 93% of cash withdrawals from ServiRed ATMs



Cash Withdrawals by Provinces

	Transactions	ATMs	Transations per ATM	ATMs per million inhabitants
Álava	3,479,937	211	16,493	654
Albacete	3,050,011	218	13,991	541
Alicante	15,139,369	1,873	8,083	964
Almería	8,470,168	350	24,200	497
Asturias	9,238,658	609	15,170	565
Ávila	2,172,439	131	16,584	765
Badajoz	4,355,425	442	9,854	636
Balearics	10,725,468	721	14,876	644
Barcelona	105,340,327	5,895	17,869	1,062
Burgos	1,919,716	275	6,981	733
Cáceres	1,609,067	155	10,381	375
Cádiz	8,378,090	672	12,467	540
Cantabria	3,676,282	210	17,506	354
Castellón	8,129,125	568	14,312	940
Ceuta	1,204,086	54	22,298	643
Ciudad Real	3,889,945	337	11,543	636
Córdoba	3,679,099	361	10,191	449
Corunna	6,073,884	320	18,981	280
Cuenca	1,306,278	111	11,768	509
Gerona	12,041,680	770	15,639	1,011
Granada	7,572,915	502	15,085	544
Guadalajara	1,266,975	142	8,922	547
Guipúzcoa	8,355,294	445	18,776	625
Huelva	3,695,544	380	9,725	727
Huesca	1,472,634	136	10,828	598
Jaén	3,258,189	328	9,934	489
León	6,182,787	399	15,496	807
Lérida	5,816,230	452	12,868	1,020
Lugo	1,480,479	114	12,987	327
Madrid	100,130,637	5,920	16,914	911
Málaga	12,146,440	780	15,572	475
Melilla	790,077	27	29,262	334
Murcia	11,275,391	985	11,447	668
Navarra	6,702,893	733	9,144	1,137
Orense	1,238,698	81	15,293	245
Palencia	1,764,136	127	13,891	744
Palmas, Las	9,002,820	833	10,808	757
Pontevedra	4,757,838	260	18,299	271
Rioja, La	2,031,968	287	7,080	887
Salamanca	2,102,449	160	13,140	456
Segovia	1,292,884	166	7,788	1,014
Saragossa	5,585,425	467	11,960	477
Seville	12,255,357	1,273	9,627	657
Soria	831,212	61	13,626	645
Tarragona	12,653,622	852	14,852	1,046
Tenerife	7,778,468	826	9,417	812
Teruel	682,525	71	9,613	494
Toledo	3,966,529	347	11,431	488
Valencia	33,041,107	2,529	13,065	980
Valladolid	5,950,718	407	14,621	762
Vizcaya	11,672,865	737	15,838	636
Zamora	1,929,417	151	12,778	788
Total	502,563,577	35,261	14,253	746

This breakdown of cash withdrawals includes all those made from ServiRed ATMs with both domestic and foreign cards, thus it includes those in which the card and the ATM belong to the same financial institution.

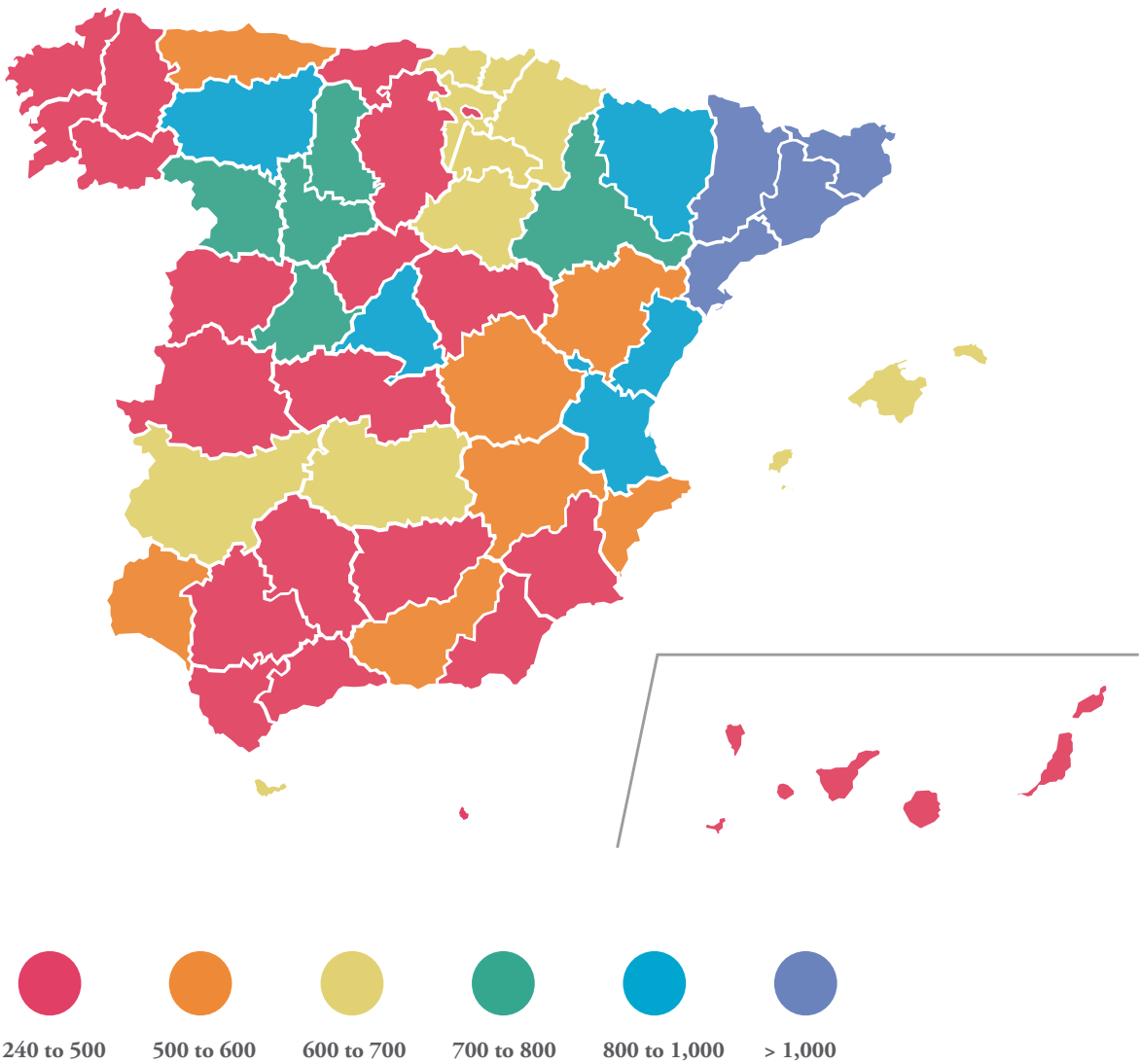
Navarra is the province
with the most served
ATMs per capita

There is one served
ATM for every 1,340
inhabitants

There are more than
35,200 ATMs located
throughout Spain



Geographical Distribution of ATMs



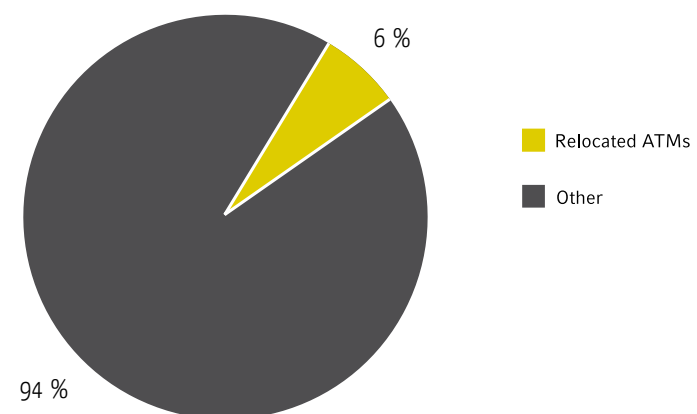
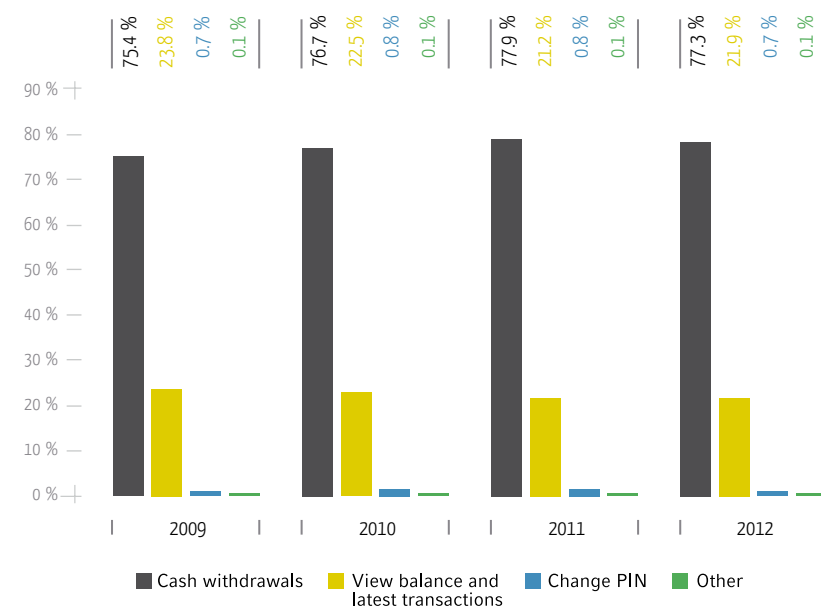


Geographical Distribution of ATMs

Population	ATMs	ATMs as % of total	Inhabitants as % of total
>500,000	8,102	23.0%	16.1%
>100,001<500,000	8,629	24.5%	23.7%
>50,001<100,000	3,749	10.6%	12.5%
>20,001<50,000	4,408	12.5%	16.0%
<=20,000	10,373	29.4%	31.8%
Total	35,261	100.0%	100.0%

More than 29% of the ServiRed ATMs are in communities with less than 20,000 inhabitants





6% of the
ATMs are not
located not
located in bank
branch offices



3 50

GERANI 160

The three facets of ServiRed...

1. ServiRed as a domestic scheme of payment services
2. ServiRed as a member of the collective of international payment services systems
3. ServiRed as a commercial company

1. ServiRed as a domestic scheme
of payment services



ServiRed functions as a scheme

The main functions that ServiRed performs as a card payment scheme (CPS) in compliance with the requirements of the monitoring tools of the ECB are the following:

Requirement #1: The CPS should have a sound legal basis under all relevant jurisdictions

ServiRed functions:

- Guarantee compliance with the legal and regulatory standards in force in Europe (SEPA) and in Spain.
- Guarantee compliance by ServiRed issuers and acquirers with the standards of the international schemes of which ServiRed is a member.
- Define the standards and rules that are necessary so that the ServiRed system is able to operate for its members and clients.





Representation of the collective of member entities

ServiRed represents its members before regulatory bodies, various kinds of associations, administrative institutions and other payment schemes, both nationally and internationally.

In the domestic sphere, the Observatory of Means of Payment with Cards of the Ministry of Economy and Competitiveness is a forum of great relevance, which was created with the following objectives:

- study electronic card payment processes;
- identify and implement collaboration among all stakeholders;
- promote the use of cards as a means of payment; and
- improve information on electronic payment cards.

It involves, in addition to representatives of the Ministry, various associations of retailers and consumers, and the financial sector. ServiRed represents members who are not part of the Observatory and all members in the Monitoring Committee of the Observatory mentioned above.

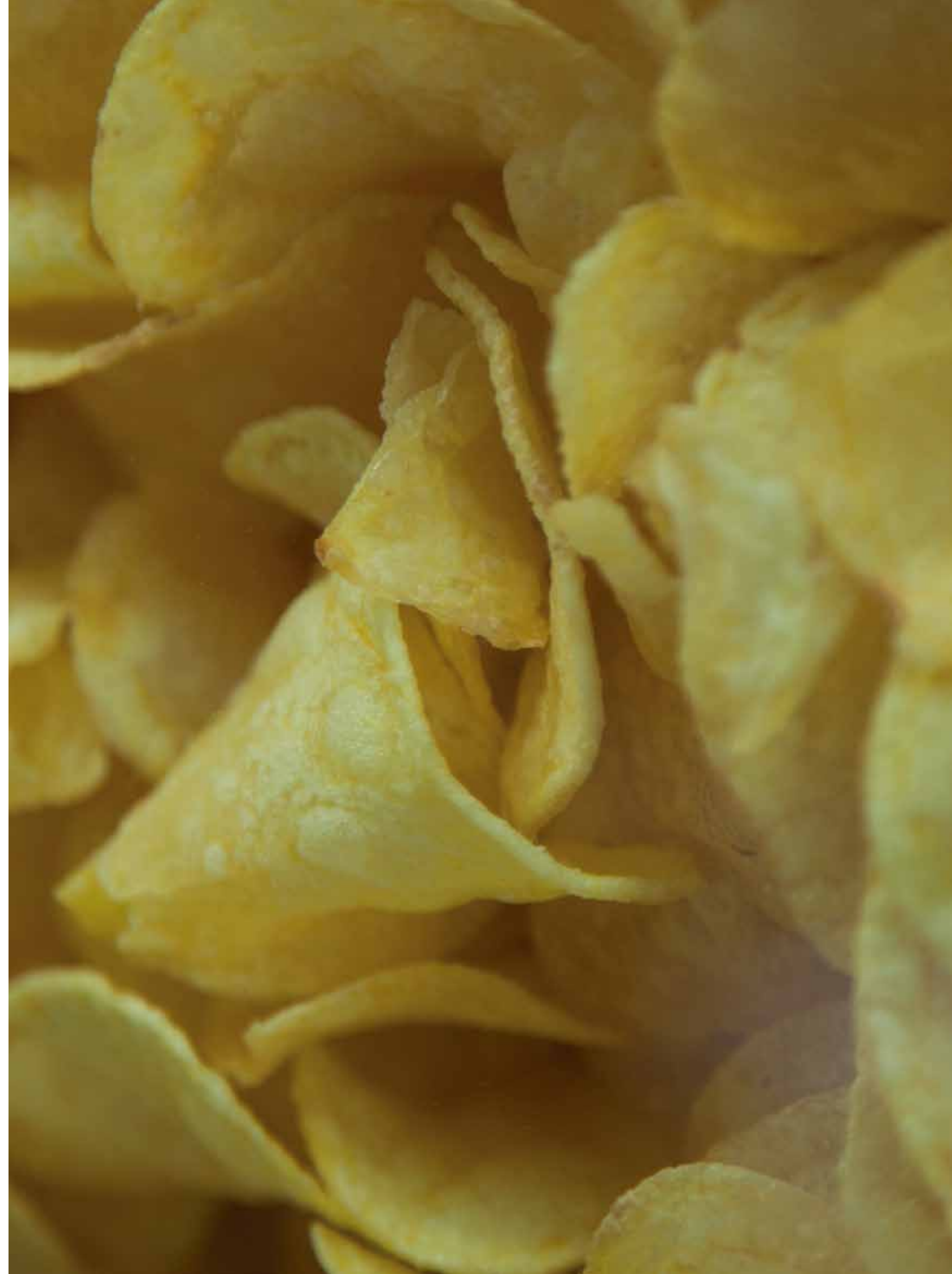
One of the ServiRed functions is also the representation of members at the Bank of Spain, particularly in relation to:

- certification of the necessary information regarding card payments and
- monitoring of the migration to SEPA by the Monitoring Committee and the Observatory put in place for this by the Bank of Spain.

Requirement #2: The CPS should ensure that comprehensive information, including appropriate information on financial risks, is available to the actors

ServiRed functions:

- Ensure that processing company(s) to which ServiRed subcontracts its own functions supply detailed information to the entities for each and every one of the transactions made with ServiRed cards at any acceptance point, and with any type of card at ServiRed acceptance points.
- Promote and represent the ServiRed system.





Requirement # 3a: The CPS should ensure an adequate degree of security, operational reliability and business continuity

ServiRed functions:

- Define the security policy of the scheme and supervise their correct implementation.
- Manage the prevention, detection and prosecution of fraud with ServiRed cards operating at any acceptance point, as well as for cards of any type operating in ServiRed acceptance points.

Fraud prevention

In 2012, there was a change in the downward trend of fraud that ServiRed issuers had been following continuously since 2009.

The ratio of fraud on total sales volume went from 0.017% in 2011 to 0.020% in 2012.

The increase in the fraud rate on total sales volume in year 2012 is due to the increase in fraud in international remote channels, primarily via the Internet, where the bulk of transactions are usually conducted without authentication of the cardholder.

Domestically, the fraud rates on total sales volume continue at historically low levels: 0.006%.

The other types of fraud associated with forgery, theft and misplacement are in line with the downward trend that began with the technical migration of magnetic strip products to EMV chips.

The most important data:

	Fraud as % of total sales volume		Fraud as % of total card purchases	
	2011	2012	2011	2012
ServiRed cards / Total acquisition	0.017%	0.020%	0.029%	0.035%
ServiRed cards / Domestic acquisition	0.006%	0.006%	0.010%	0.010%
ServiRed cards / International acquisition	0.221%	0.278%	0.229%	0.287%

Issuer:

- Total fraud in 2012 registered an increase of 17% over 2011.
- 91% of fraud operations corresponded to purchases of goods or services with 25% in domestic merchants and 75% in international merchants, recording a decrease compared to 2011 of 4% in national merchants and 30% in international merchants.
- In the domestic market, the fraudulent use in remote channels was 44% of total confirmed cases of fraud, while the rate in international markets was 56%.

Acquirers:

- Total fraud in 2012 registered an increase of 2% over 2011.
- 96% of fraud operations corresponded to purchases of goods or services, whereby 18% were with domestic cards and 82% with international cards, registering a decrease from the year 2011 of 3% for national cards and an increase of 5% with international cards.

Overall within the ServiRed network, all types of fraud reported significant decreases compared to previous years except for the fraudulent use of remote channels, which was 43% of all confirmed cases of fraud with national cards and 54% of all confirmed cases of fraud with international cards.





Requirement #3b: The CPS should ensure an adequate degree of security, operational reliability and business continuity in relation the manufacture and distribution of cards and terminals

ServiRed functions:

- Define and update the requirements for ServiRed cards and terminals in relation to their manufacture and distribution.
- Supervise compliance with the previously mentioned requirements.

Requirement #3c: Ensure an adequate level of security, operational strength, and business continuity in relation to the transactions

ServiRed functions:

- Regulate the identification, design and operational aspects of the cards, activators, payment service products and terminals that carry the ServiRed brand, in order to ensure the quality and security of ServiRed transactions.
- Supervise the correct use of the ServiRed brand on cards, activators, payment service products, and payment acceptance terminals.

ServiRed brand is present on all cards issued by its members, as well as in merchants contracted by them, and in more than half of the ATMs in Spain.

**Management of the ServiRed brand**

The management of the ServiRed brand includes its display on cards, at merchants, and on ATMs.

The proper identification of ServiRed cards is ensured by seeing that their designs conform to the specifications. In 2012 more than 584 design applications were studied, most of them for ServiRed/Visa cards.

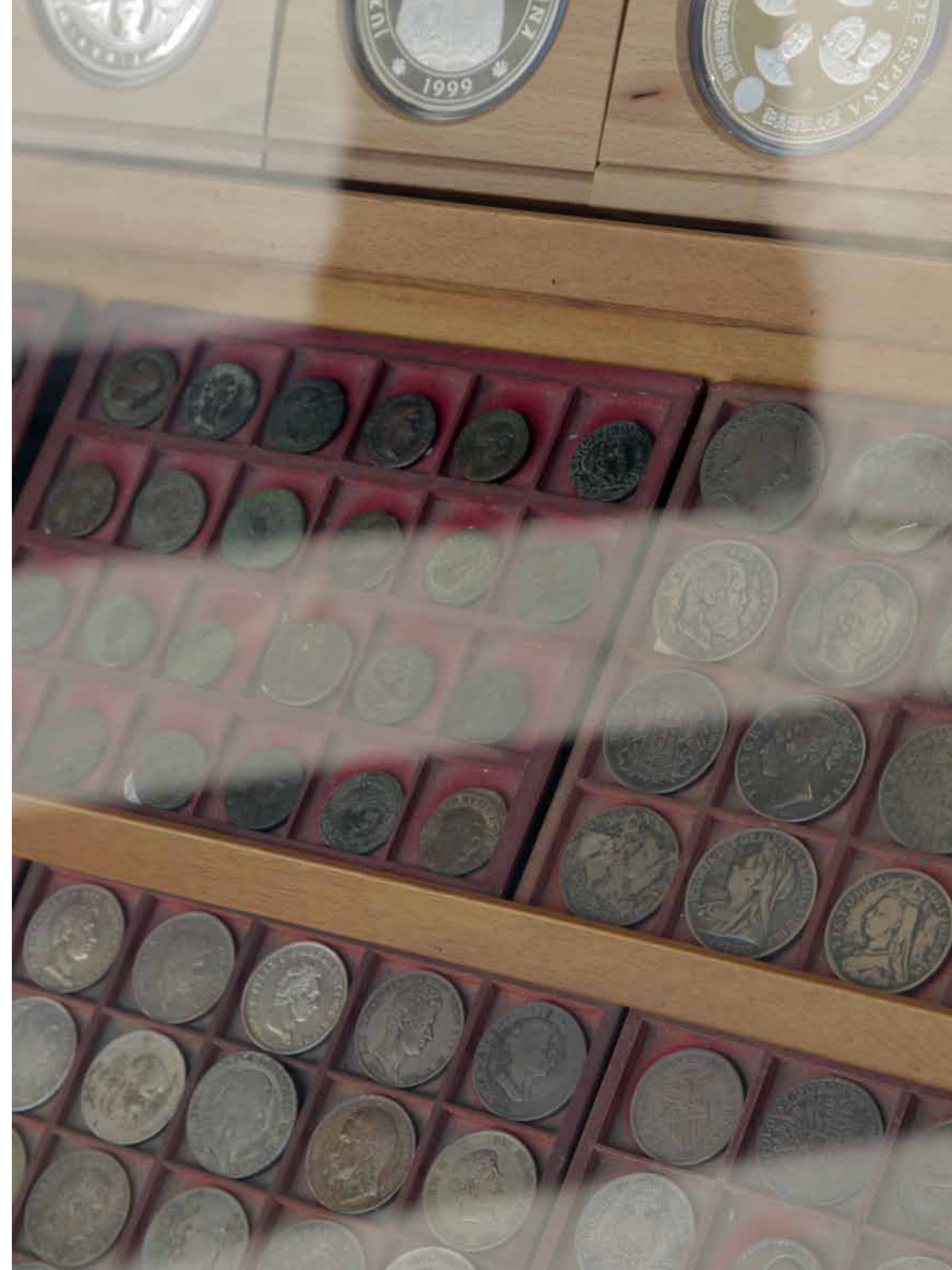
ServiRed also verifies that merchants correctly display their references to the accepted cards for the sake of both domestic and foreign cardholders. The most popular method is to place adhesive decals showing the cards accepted on or near the door of the establishment.

The display of the ServiRed brand on pennants or plaques at ATMs is vital for making it visible to cardholders. In 2012, as in earlier years, field studies were made to verify that the brand was correctly displayed, and the offending institutions were notified when this was not the case.

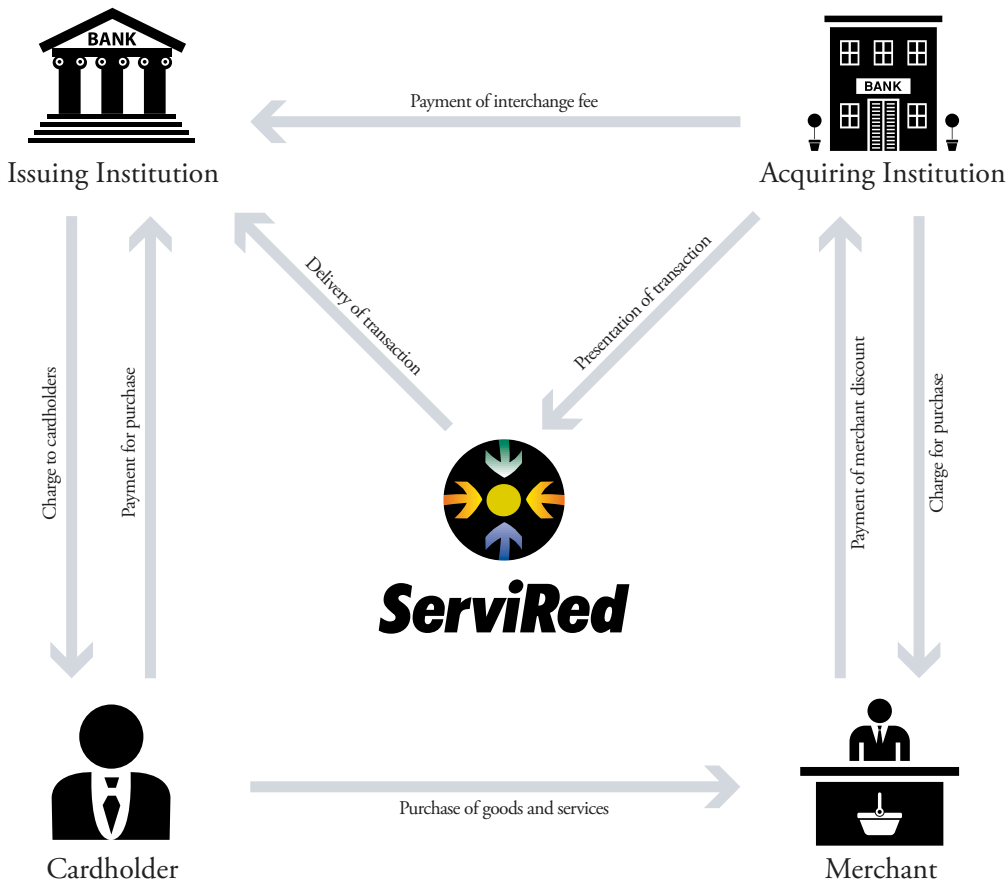
Requirement #3d: Ensure an adequate level of safety, operational strength and business continuity in relation to exchanges and settlements

ServiRed functions:

- Manage interbank cooperation among members of ServiRed, through the definition of rules, including the interchange rates applied to intra-ServiRed transactions. ServiRed will ensure that any intra-system rule complies with the rules of law (Consumer Protection, Competition Law, Intellectual Property Law, etc.).
- Define the rules for switching for authorisation, interchange and settlement of transactions between the members of ServiRed, and guarantee that the authorisation, interchange, clearing and settlement for ServiRed transactions are made according to the requirements of the ServiRed scheme.



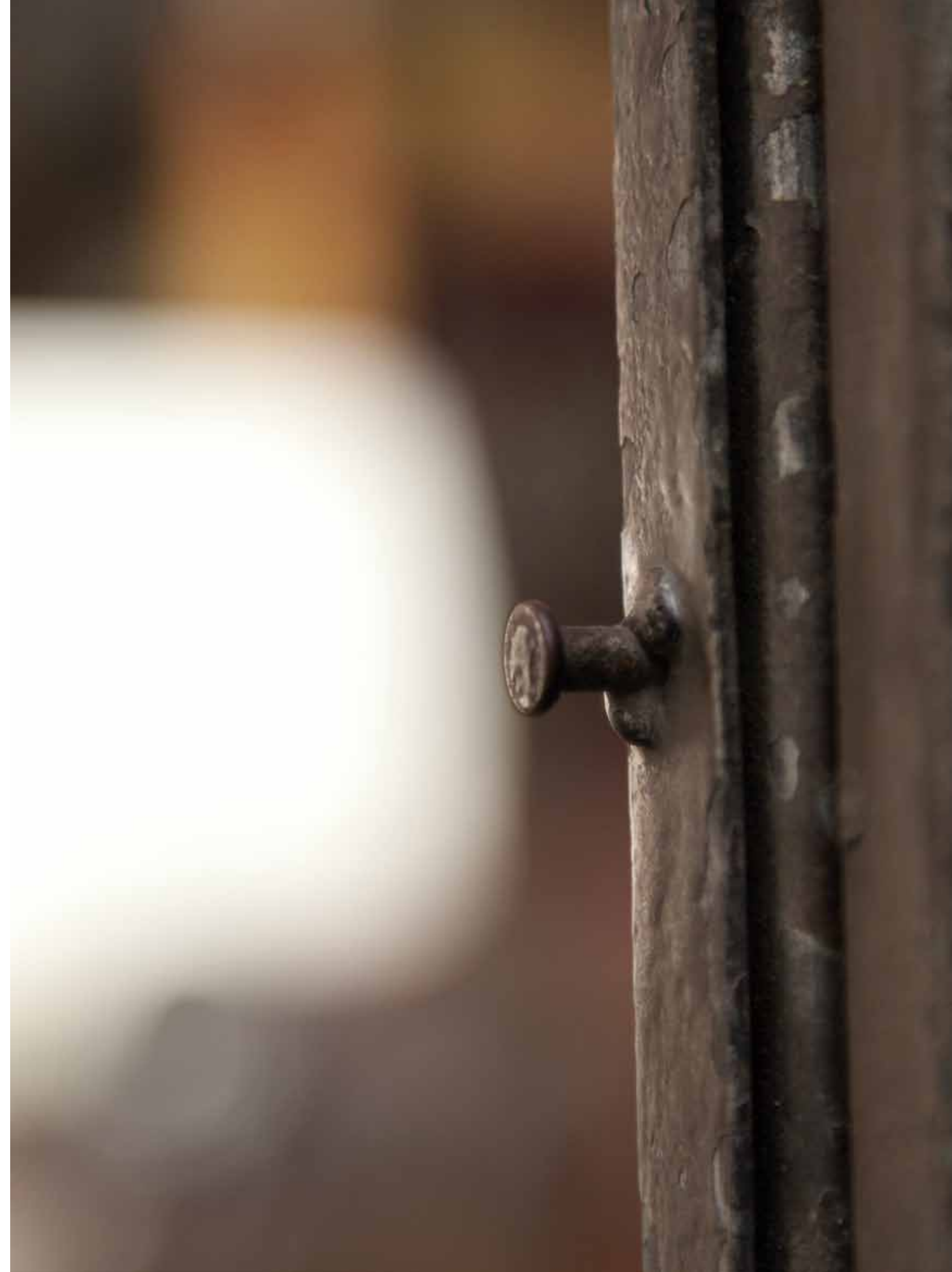
Purchase scheme with cards



Requirement #3e: Ensure an adequate level of security, operational strength, and business continuity in relation to business continuity

ServiRed functions:

- Define KPIs and SLAs so that computer systems of companies that process ServiRed transactions maintain adequate levels that ensure business continuity.
- Ensure compliance with KPIs and SLAs.





Requirement #3f: Ensure an adequate level of security, operational strength and business continuity in relation to the conditions for outsourcing of proprietary functions

ServiRed functions:

- Defining KPIs and SLAs to monitor all proprietary functions of ServiRed that have to be outsourced if they can not be performed with in-house resources.
- Ensure compliance with KPIs and SLAs.

Requirement #4: Having effective, responsible and transparent governance mechanisms

ServiRed functions:

- Continually improve the operating regulations of ServiRed governing bodies, as well as those of its committees and working groups.
- Periodically update the ServiRed Operating Regulations.





Requirement #5: Manage and contain financial risks related to interchange and settlement activities

ServiRed functions:

- Define the settlement risk policy of the ServiRed System.
- Monitor the correct implementation of that policy.

Advantages of the ServiRed System

Financial Institutions

- Increased revenues
- Decreased expenses
- Customer loyalty
- Crossed sales of products

Cardholders

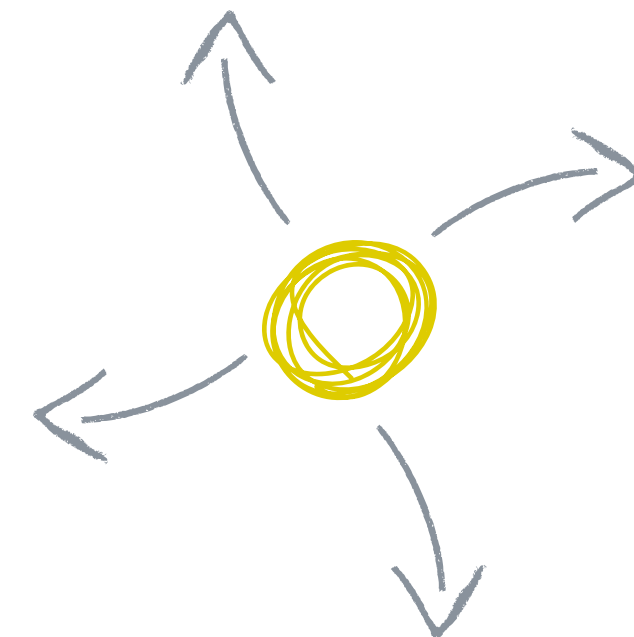
- Sucurity
- Convenience
- Flexibility
- Spending control

Merchants

- Guaranteed and fast payment
- Expense management
- Security
- Sales via a variety of channels

The Economy and Society at Large

- Reduction of the underground economy
- Reduction of the costs associated with the use of cash
- Security and efficiency



Presence at Merchants

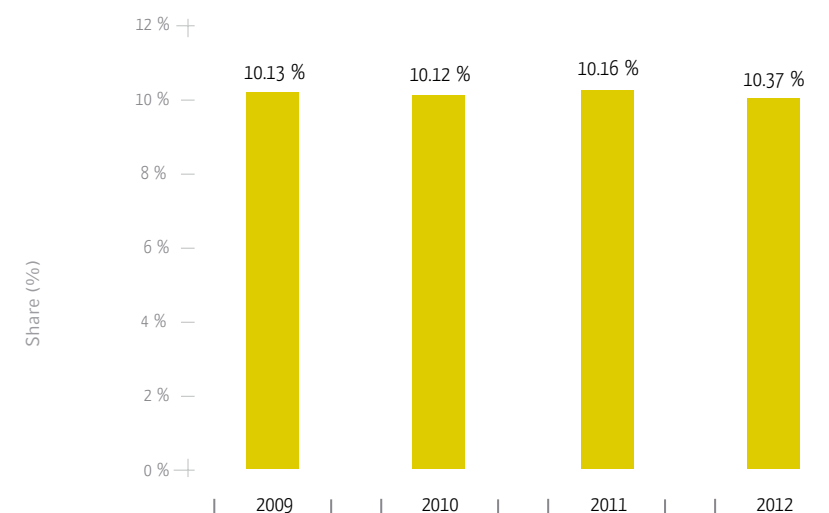
Card purchases at ServiRed merchants grew by 3.1% in the year. This brought card purchases at the 767,100 ServiRed merchants to a total amount of some 69,112 million euros.

The average amount of the purchases made at ServiRed merchants fell by 0.9% to 47.66 euros. This means that, even when purchasing increases (by 4.1% for the number of transactions), the purchase value is shrinking, as the average purchase amount also decreased in 2011.

More than half of ServiRed card expenditures were made at merchants (52.4%). The 1,419 million purchases represented a volume of 66,830 million euros, which resulted in an average value for each purchase of 47.11 euros.

The share of private spending made with ServiRed cards stood at 10.37%. In the case of purchases made by the whole market, the percentage stood at 17.08%. This number, although it is higher than the previous year, is much lower if it is compared with the amounts reported in other neighbouring countries, since, according to the latest data published by the European Central Bank (for 2011), the average for the European Union stood at 26.04%. The United Kingdom, meanwhile, reached 51.52% and France 34.19%. There remains, therefore, much to do for the transition from the use of cash to more efficient and secure means of payment.

Card Purchases as a Share of Final Spending by Households and NPISH*



(*) NPISH: Non-profit institutions serving households

Purchases made
with ServiRed
cards accounted
for more than
a tenth of
all consumer
spending

All ATMs are
EMV-enabled

By the end of
2012 35 million
ServiRed cards
were EMV

Advancing with the Chip Card

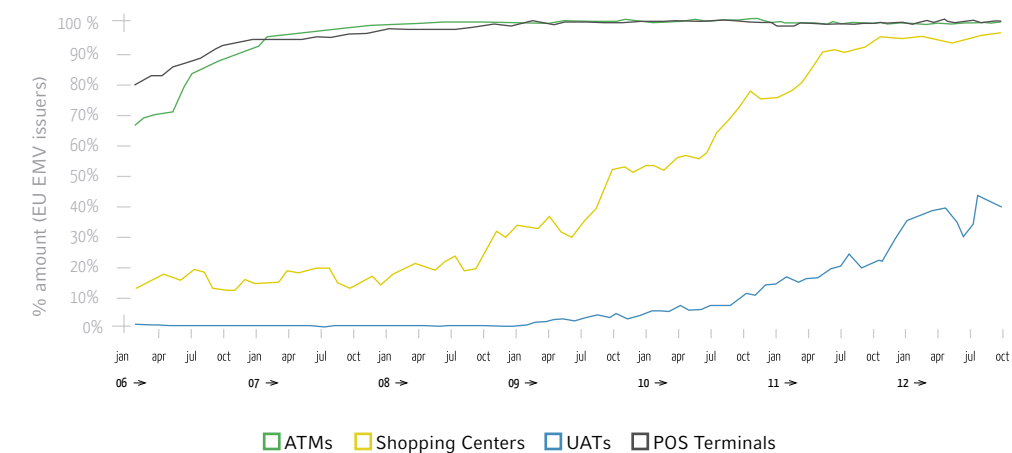
EMV is the globally-agreed standard that guarantees the interoperability of transactions made with chip cards.

The SEPA Cards Framework also designated EMV as the standard for ensuring interoperability within the Single Euro Payments Area (SEPA).

At the close of 2012 100% of the ATMs and 99% of POS terminals were EMV-enabled. Moreover a total of 35 million ServiRed cards with chip had been issued.

In addition to the high percentage of migration of the acquirer's park, with reference to ATMs and POS, a significant impulse has been felt by shopping centres and unattended terminals. This has meant that there has been a very high coverage for European EMV issuance, as shown in the graph below.

Coverage of EU EMV Cards on the Acquisition Side



2. ServiRed as a member of the collective of international payment services systems

Collective Member

ServiRed has the license for the Group Member of Visa Europe and Principal Member of MasterCard Worldwide. Due to these licenses, the members of ServiRed are able to issue and accept products with the brands Visa and MasterCard, respectively.

One of the highlights of the functions of ServiRed is its representation of the interests of member institutions at Visa Europe and MasterCard Worldwide, as well as ensuring international interoperability of the cards, merchants, and ServiRed ATMs.

ServiRed
represents the
interests of its
member institutions
at Visa Europe
and MasterCard
Worldwide

ServiRed
member financial
institutions
have 32.9 million
ServiRed/Visa
cards in
circulation

Summary of Activity

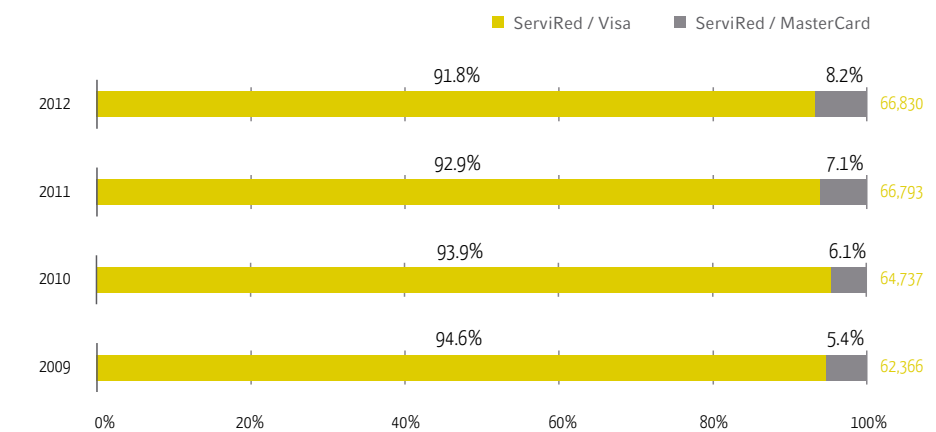
ServiRed/Visa cards

The 32.9 million ServiRed/Visa cards represent 86.4% of all cards issued by members of ServiRed. With these cards, purchases worth 61,336 million euros were made, which means that 91.8% of all purchases paid with ServiRed cards (compared to 92.9% in 2011).

At the end of 2012, there were 15.2 million ServiRed/Visa Classic cards. With these cards, purchases worth 27,728 million euros were made, which means that 41.5% of all purchases paid with ServiRed/Visa cards, three percentage points less than the previous year. Despite this decline, ServiRed/Visa Classic card continues to be the most important in terms of volume of purchases and cards issued.

Of the purchases made with ServiRed/Visa cards in 2012, 53.4% were made with credit cards. Debit cards, however, have increased their share of total purchases, since they grew by 1.3% compared to the 3.2% decreased reported for ServiRed/Visa credit cards.

Purchases with ServiRed/Visa and ServiRed/MasterCard



ServiRed/MasterCard cards

In 2012, 109 million purchases were paid with ServiRed/MasterCard in the amount of 5,494 million euros. This value is 15.7% more than the previous year.

Among the ServiRed/MasterCard products, the ServiRed/MasterCard Standard stands out with more than 3 million cards issued. It was used to pay for purchases for a total turnover of 3,278 million euros, 17.8% more than in 2011.

Of the purchases made with ServiRed/MasterCard cards, 89.6% were made with credit cards, similar to the 89.9% in 2011.

Publicity Campaigns

In 2012, ServiRed participated in the planning and development of the Visa campaign, as on previous occasions, which had the aim of increasing the use of cards for purchases while leveraging Visa's sponsorship of the Olympics.

The media plan for the campaign was focused in two waves. The first one was during March and April, and the second during July and August, coinciding with the celebration of the Olympic Games in London. In both cases the means used were television, and outdoor and online advertising, although in the first wave the media plan was reinforced by a presence in movie theatres.

Financial institutions made individual promotions using communication materials based on common elements of creativity, which showed the sprinter Usain Bolt.



VISA | 
WORLDWIDE SPONSOR

Llegarás a
los Juegos
Olímpicos
antes que
Bolt

No hace falta que entrenes como Usain Bolt para llegar a los Juegos Olímpicos de Londres 2012. Usa tu tarjeta ServiRed/Visa en cada compra que realices y podrás ganar un viaje a los Juegos Olímpicos.

 **ServiRed**

3. ServiRed as a commercial company



**Advantis**

ServiRed markets Advantis, a family of products and services based on international EMV chip technology standards that provides the entire infrastructure necessary for processing financial transactions with multi-application smart cards.

Some of the key advantages offered by Advantis are:

- compatibility with different card suppliers, thus offering customers a wider choice
- reliability, security and speed, thanks to the system architecture, which reduces transaction time and costs by operating off-line
- minimal counterfeit risk thanks to the combination of authentication methods on/offline mode
- multi-application capacity whereby a single technology supports any financial application
- multiple profiles, since the card can be parameterized in accordance with each user and the needs of the issuer
- support solutions that facilitate and speed the card issue process
- flexible memory capacity, thanks to the wide range of masks with different capabilities, depending on the needs;

Advantis includes functions and specific procedures defined in agreement with the requests of the issuers, in addition to providing technical support during all phases of the card production and incident management through intensive performance testing.



Auditor's report

Audited by PricewaterhouseCoopers Auditores, S.L.



A free translation of the report on the annual accounts originally issued in Spanish and prepared in accordance with generally accepted accounting principles in Spain. In the event of a discrepancy, the Spanish language version prevails

AUDITOR'S REPORT ON THE ANNUAL ACCOUNTS

To Shareholders of ServiRed, Sociedad Española de Medios de Pago, S.A.,

We have audited the annual accounts of ServiRed, Sociedad Española de Medios de Pago, S.A., consisting of the balance sheet at December 31, 2012, the income statement, the statement of changes in equity, the statement of cash flows and the related notes for the year then ended. The Company's Directors are responsible for the preparation of these annual accounts in accordance with the financial reporting framework applicable to the Company (as identified in Note 2 to the accompanying annual accounts), and in particular, with the accounting principles and criteria included therein. Our responsibility is to express an opinion on the annual accounts taken as a whole, based on the work performed in accordance with legislation governing the audit practice in Spain, which requires the examination, on a test basis, of evidence supporting the annual accounts and an evaluation of whether their overall presentation, the accounting principles and criteria applied and the estimates made are in accordance with the applicable financial reporting framework.

In our opinion, the accompanying annual accounts for 2012 present fairly, in all material respects, the financial position of ServiRed, Sociedad Española de Medios de Pago, S.A., at December 31, 2012 and the results of its operations and cash flows for the year then ended in accordance with the applicable financial reporting framework, and in particular, with the accounting principles and criteria included therein.

The accompanying directors' report for 2012 contains the explanations which the Directors consider appropriate regarding the situation of ServiRed, Sociedad Española de Medios de Pago, S.A., the development of its business and other matters and does not form an integral part of the annual accounts. We have verified that the accounting information contained in the directors' report is in agreement with that of the annual accounts for 2012. Our work as auditors is limited to checking the directors' report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from the accounting records of ServiRed, Sociedad Española de Medios de Pago, S.A.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by
Jose Ángel Díez Ruiz de Azúa
Audit Partner

March 21, 2013

PricewaterhouseCoopers Auditores, S.L., Torre PwC, Pº de la Castellana 259 B, 28046 Madrid, España
Tel.: +34 915 684 400 / +34 902 021 111, Fax: +34 913 083 566, www.pwc.com/es

R. M. Madrid, hoja 87.250-1, folio 75, tomo 9.267, libro 8.054, sección 3ª
Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290



Financial Information

Balance Sheet

Audited by PricewaterhouseCoopers Auditores, S.L.

ASSETS	2012	2011
NON-CURRENT ASSETS	3,715,090.32 €	3,923,186.45 €
Intangible fixed assets	49,909.79 €	6,148.21 €
Patents, licenses, trademarks, etc.	0.00 €	0.00 €
Software applications	49,909.79 €	6,148.21 €
Tangible fixed assets	2,466,612.42 €	2,678,236.77 €
Land and buildings	1,838,726.56 €	1,875,304.37 €
Technical installations and other tangible assets	627,885.86 €	802,932.40 €
Long-term financial investments in group entities	282,470.00 €	282,470.00 €
Investments in group entities	282,470.00 €	282,470.00 €
Long-term financial investments	368,141.37 €	357,692.54 €
Investments in entities	10.00 €	10.00 €
Loans to employees	325,898.32 €	263,382.04 €
Deferred tax assets	0.00 €	51,992.80 €
Other financial assets	42,233.05 €	42,307.70 €
Deferred tax assets	547,956.74 €	598,638.93 €
Deferred tax assets	547,956.74 €	598,638.93 €
CURRENT ASSETS	66,974,815.14 €	61,995,948.25 €
Inventories	97,871.68 €	92,259.05 €
Trade inventories	97,871.68 €	92,259.05 €
Trade debts and other receivables	6,751,282.57 €	5,268,788.19 €
Customer sales and services receivablesde servicios	2,009,801.45 €	1,973,703.71 €
Customers group and associated company receivables	0.00 €	395.83 €
Sundry debtors	647,742.39 €	268,666.76 €
Personnel	35,648.83 €	38,302.94 €
Current tax assets	2,378,790.26 €	1,671,242.83 €
Other receivables from public authorities	1,676,449.64 €	1,314,076.12 €
Advances to suppliers	2,850.00 €	2,400.00 €
Short-term financial investments	19,394,888.25 €	28,370,674.96 €
Capital instruments	17,349,330.34 €	16,917,490.55 €
Third-party loans	27,358.05 €	18,486.37 €
Debt securities	17,787.36 €	0.00 €
Other financial assets	2,000,412.50 €	11,434,698.04 €
Short-term accruals and prepayments	12,386.02 €	17,225.26 €
Cash and banks	40,718,386.62 €	28,247,000.79 €
Cash and banks	40,718,386.62 €	28,247,000.79 €
TOTAL ASSETS	70,689,905.46 €	65,919,134.70 €

NET ASSETS AND LIABILITIES	2012	2011
NET ASSETS	31,542,153.81 €	33,029,582.58 €
Equity	29,427,583.07 €	31,199,802.80 €
Subscribed capital	16,371,783.35 €	16,371,783.35 €
Reserves	9,572,287.69 €	9,572,287.69 €
Legal and statutory reserves	3,590,426.03 €	3,590,426.03 €
Other reserves	5,981,861.66 €	5,981,861.66 €
Treasury stock	(187.57)€	(187.57)€
Profit for the year	3,483,699.60 €	5,255,919.33 €
Market value adjustments	2,114,570.74 €	1,829,779.78 €
Financial assets held for sale	2,114,570.74 €	1,829,779.78 €
NON-CURRENT LIABILITIES	3,704,803.14 €	3,553,990.59 €
Long-term provisions	2,459,924.24 €	2,434,933.30 €
Provision for pensions and similar	523,736.27 €	498,745.33 €
Other provisions	1,936,187.97 €	1,936,187.97 €
Deferred tax liabilities	1,244,878.90 €	1,119,057.29 €
Deferred tax liabilities	1,244,878.90 €	1,119,057.29 €
CURRENT LIABILITIES	35,442,948.51 €	29,335,561.53 €
Short-term debt	747,921.01 €	37,360.36 €
Other financial liabilities	747,921.01 €	37,360.36 €
Account payable	34,695,027.50 €	29,298,201.17 €
Suppliers	11,162,831.18 €	13,702,498.12 €
Sundry creditors	23,041,513.09 €	15,184,001.05 €
Personnel (payments pending)	268,311.85 €	202,234.41 €
Other debts to official bodies	222,371.38 €	209,467.59 €
TOTAL NET ASSETS AND LIABILITIES	70,689,905.46 €	65,919,134.70 €



VARIEDAD: FRESA I/D
CALIDAD: 25mm y +
PESO NETO: 2 Kg.
FECHA: 01/17

Profit and Loss Account

Audited by PricewaterhouseCoopers Auditores, S.L.

	2012	2011
ONGOING OPERATIONS		
NET TURNOVER	19,894,320.03 €	20,658,093.94 €
Sales	16,814.61 €	43,704.37 €
Provision of services	19,877,505.42 €	20,614,389.57 €
SUPPLIES	19,466.70 €	29,883.84 €
Consumption of merchandise	18,064.73 €	26,079.75 €
Consumption of raw materials and other consumables	1,401.97 €	3,804.09 €
OTHER OPERATING INCOME	12,563,676.46 €	13,397,976.36 €
Ancillary and other management income	12,563,676.46 €	13,397,976.36 €
PERSONNEL COSTS	2,428,188.31 €	3,686,318.48 €
Wages and salaries	1,945,138.96 €	3,235,031.92 €
Personnel benefits	483,049.35 €	451,286.56 €
OTHER OPERATING EXPENSES	26,031,329.47 €	25,745,934.28 €
External services	25,647,903.69 €	25,959,455.94 €
Taxes	383,425.78 €	(213,521.66)€
DEPRECIATION OF FIXED ASSETS	199,942.26 €	209,020.26 €
IMPAIRMENT AND INCOME FROM DISPOSAL OF FIXED ASSETS	(1,900.27)€	0.00 €
EXTRAORDINARY RESULTS	18,750.00 €	0.00 €
Extraordinary income	18,750.00 €	0.00 €
OPERATING RESULTS	3,795,919.48 €	4,384,913.44 €
FINANCIAL INCOME	260,560.89 €	910,339.74 €
Participation in capital instruments	6,879.00 €	8,874.00 €
From negotiable securities and other financial instruments	253,681.89 €	901,465.74 €
FINANCIAL EXPENSES	254,754.22 €	205,488.15 €
Debt with third parties	254,754.22 €	205,488.15 €
EXCHANGE RATE DIFFERENCES	(4,966.21)€	5,854.56 €
IMPAIRMENT AND INCOME FROM DISPOSAL OF FINANCIAL INSTRUMENTS	(8,209.92)€	(16,007.20)€
Impairment and losses	(8,209.92)€	(16,007.20)€
FINANCIAL RESULT	(7,369.46)€	694,698.95 €
PROFIT BEFORE TAXES	3,788,550.02 €	5,079,612.39 €
Corporate income tax	304,850.42 €	(157,394.49)€
YEAR'S EARNINGS FROM ONGOING OPERATIONS	3,483,699.60 €	5,237,006.88 €
PROFIT FOR THE YEAR	3,483,699.60 €	5,237,006.88 €



