

MasterCard Incorporated Reports Third-Quarter 2012 Financial Results

- Net income of \$772 million, or \$6.17 per diluted share
- Net revenue increase of 5%, to \$1.9 billion
- Gross dollar volume up 14% and purchase volume up 12%

Purchase, NY, October 31, 2012 – MasterCard Incorporated (NYSE: MA) today announced financial results for the third quarter of 2012. The company reported net income of \$772 million, up 8%, and earnings per diluted share of \$6.17, up 10%, in each case versus the year-ago period.

Net revenue for the third quarter of 2012 was \$1.9 billion, a 5% increase versus the same period in 2011. Adjusted for currency, net revenue increased 10% compared to the same period in 2011. Net revenue growth was driven by the impact of the following:

- A 14% increase in gross dollar volume on a local currency basis, to \$918 billion;
- An increase in processed transactions of 24%, to 8.7 billion; and
- An increase in cross-border volumes of 14%.

These factors were partially offset by an increase in rebates and incentives, primarily due to new and renewed agreements and increased volumes.

Worldwide purchase volume during the quarter was up 12% on a local currency basis versus the third quarter of 2011, to \$676 billion. As of September 30, 2012, the company's customers had issued 1.9 billion MasterCard and Maestro-branded cards.

"MasterCard continues to drive solid financial performance and focus on executing key deals, investments and partnerships," said Ajay Banga, MasterCard president and CEO. "We won significant business in Europe this quarter with Nordea, Credit Agricole and CSOB in the Czech Republic and, in the U.S., we acquired loyalty reward provider Truaxis to better connect consumers with targeted, relevant offers.

"Additionally, emerging geographies and governments continue to provide great opportunities for growth. In Africa, our win with Nakumatt, the largest supermarket chain in East Africa, is expected to deliver more than a million multi-currency prepaid loyalty cards to consumers. We also continue to support governments around the world, including new programs in the U.S. and Mexico with several large government agencies that help save money and deliver more effective and efficient programs and benefits," Banga concluded.

Total operating expenses increased 5%, to \$854 million in the third quarter of 2012. Adjusted for currency, operating expenses increased 8%. The increase in total operating expenses was primarily driven by higher personnel costs related to strategic initiatives.

Operating income for the third quarter of 2012 increased 6% over the year-ago period, and the company delivered an operating margin of 55.5%.

MasterCard reported other income of \$2 million in the third quarter of 2012 versus other income of \$28 million in the third quarter of 2011. The decrease was primarily driven by lower realized gains on sales of investments, an adjustment to acquisition-related provisions in last year's third quarter and increased expenses from investments in joint ventures.

The effective tax rate was 27.6% in the third quarter of 2012, versus a rate of 30.5% in the comparable period in 2011. The decrease was primarily due to a discrete benefit related to additional export incentives and a benefit from a deduction related to the Company's authorization software.

During the third quarter of 2012, MasterCard repurchased approximately 500,000 shares of Class A common stock at a cost of \$216 million. Quarter-to-date through October 25, the company repurchased approximately 255,000 additional shares at a cost of approximately \$119 million, with \$1.1 billion remaining under the most recent \$1.5 billion repurchase program authorization.

Year-to-Date 2012 Results

For the nine months ended September 30, 2012, MasterCard reported net income of \$2.2 billion, or \$17.18 per diluted share, excluding a special item taken in the second quarter for an incremental \$13 million after-tax charge related to the U.S. merchant litigations. Including the special item, diluted earnings per share was \$17.07.

Net revenue for the nine months ended September 30, 2012 was \$5.5 billion, an increase of 10% versus the same period in 2011, or 14% adjusted for currency. Gross dollar volume growth of 16%, transaction processing growth of 27% and cross-border volume growth of 16% contributed to the net revenue growth in the year-to-date period. These factors were partially offset by an increase in rebates and incentives, primarily due to new and renewed customer agreements and increased volumes.

Excluding the special item, operating expenses increased 8%, to \$2.4 billion, for the nine months ended September 30, 2012, primarily due to higher personnel costs related to strategic initiatives. Excluding currency fluctuations and the special item, total operating expenses increased 10%. Including the special item in the second quarter, total operating expenses increased 9%.

Excluding the special item, operating income increased 12% for the nine months ended September 30, 2012 versus the same period in 2011, delivering an operating margin of 55.6%.

MasterCard reported no other income/expense for the nine months ended September 30, 2012, versus other income of \$35 million in the same period last year. This decrease was primarily driven by lower realized gains on sales of investments, increased expenses from investments in joint ventures and an adjustment to acquisition-related provisions made in last year's third quarter.

MasterCard's effective tax rate was 29.1% in the nine months ended September 30, 2012, including the special item, compared to a rate of 31.6% in the comparable period in 2011. The decrease was primarily due to discrete benefits related to additional export incentives and the conclusion of tax examinations in certain jurisdictions.

Third-Quarter Financial Results Conference Call Details

At 10:00 a.m. ET today, the company will host a conference call to discuss its third-quarter results. The dial-in information for this call is 888-771-4371 (within the U.S.) and 847-585-4405 (outside the U.S.) and the passcode is 33358414. A replay of the call will be available for one week following the meeting. The replay can be accessed by dialing 888-843-7419 (within the U.S.) and 630-652-3042 (outside the U.S.) and using passcode 33358414.

The live call and the replay, along with supporting materials, can also be accessed through the Investor Relations section of the company's website at mastercard.com.

Non-GAAP Financial Information

The company's total operating expenses, operating income, net income and earnings per share, excluding the special item, are non-GAAP financial measures that are reconciled to their most directly comparable GAAP measures in the accompanying financial tables. Presentation of growth rates adjusted for currency also represents a non-GAAP measure.

About MasterCard Incorporated

MasterCard (NYSE: MA), www.mastercard.com, is a global payments and technology company. It operates the world's fastest payments processing network, connecting consumers, financial institutions, merchants, governments and businesses in more than 210 countries and territories. MasterCard's products and solutions make everyday commerce activities – such as shopping, traveling, running a business and managing finances – easier, more secure and more efficient for everyone. Follow us on Twitter @MasterCardNews, join the discussion on the Cashless Conversations Blog and subscribe for the latest news.

Forward-Looking Statements

Statements in this press release which are not historical facts, including statements about MasterCard's plans, strategies, beliefs and expectations, are forward-looking and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made. Accordingly, except for the company's ongoing obligations under the U.S. federal securities laws, the company does not intend to update or otherwise revise the forward-looking information to reflect actual results of operations, changes in financial condition, changes in estimates, expectations or assumptions, changes in general economic or industry conditions or other circumstances arising and/or existing since the preparation of this press release or to reflect the occurrence of any unanticipated events. Such forward-looking statements include, without limitation, statements related to the Company's ability to execute on key deals, investments and partnerships globally, including in emerging markets, in order to benefit consumers and support governments around the world to deliver more effective and efficient programs and benefits.

Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in the company's filings with the Securities and Exchange Commission (SEC), including the company's Annual Report on Form 10-K for the year ended December 31, 2011, the company's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that have been filed with the SEC during 2012, as well as reasons including difficulties, delays or the inability of the company to achieve its strategic initiatives set forth above. Factors other than those listed above could also cause the company's results to differ materially from expected results.

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MASTERCARD INCORPORATED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)

		Three Months Ended September 30,				Nine Months Ended September 30,			
	2012		2011		2012			2011	
		_	(in	share data)	are data)				
Revenues, net	\$	1,918	\$	1,818	\$	5,496	\$	4,986	
Operating Expenses									
General and administrative		620		565		1,790		1,599	
Advertising and marketing		176		200		480		522	
Depreciation and amortization		58		51		168		142	
Provision for litigation settlement						20		-	
Total operating expenses		854		816		2,458		2,263	
Operating income		1,064		1,002		3,038		2,723	
Other Income (Expense)									
Investment income		9		17		27		40	
Interest expense		(4)		(6)		(13)		(18)	
Other income (expense), net		(3)		17		(14)		13	
Total other income (expense)		2		28		-		35	
Income before income taxes		1,066		1,030		3,038		2,758	
Income tax expense		294		314		885		872	
Net income		772		716		2,153		1,886	
Loss attributable to non-controlling interests		-		1		1		1	
Net Income Attributable to MasterCard	\$	772	\$	717	\$	2,154	\$	1,887	
Basic Earnings per Share	\$	6.19	\$	5.65	\$	17.13	\$	14.71	
Basic Weighted Average Shares Outstanding		125		127		126		128	
Diluted Earnings per Share	\$	6.17	\$	5.63	\$	17.07	\$	14.66	
Diluted Weighted Average Shares Outstanding		125		127		126		129	

MASTERCARD INCORPORATED CONSOLIDATED BALANCE SHEET (UNAUDITED)

	September 30, 2012		December 31, 2011	
	(i	in millions, ex	cept shar	e data)
ASSETS				
Cash and cash equivalents	\$	3,045	\$	3,734
Investment securities available-for-sale		2,594		1,215
Accounts receivable		912		808
Settlement due from customers		815		601
Restricted security deposits held for customers		775		636
Prepaid expenses and other current assets		575		404
Deferred income taxes		356		343
Total Current Assets		9,072		7,741
Property, plant and equipment, net		465		449
Deferred income taxes		101		88
Goodwill		1,087		1,014
Other intangible assets, net of accumulated amortization		676		665
Other assets		719		736
Total Assets	\$	12,120	\$	10,693
LIABILITIES AND EQUITY				
Accounts payable	\$	319	\$	360
Settlement due to customers		839		699
Restricted security deposits held for customers		775		636
Accrued litigation		790		770
Accrued expenses		1,620		1,610
Other current liabilities		205		142
Total Current Liabilities		4,548		4,217
Deferred income taxes		103		113
Other liabilities		545		486
Total Liabilities		5,196		4,816
Commitments and Contingencies				
Stockholders' Equity				
Class A common stock, \$0.0001 par value; authorized 3,000,000,000 shares, 133,420,992 and				
132,771,392 shares issued and 119,503,347 and 121,618,059 outstanding, respectively		_		_
Class B common stock, \$0.0001 par value; authorized 1,200,000,000 shares, 5,010,762 and				
5,245,676 issued and outstanding, respectively		_		_
Additional paid-in-capital		3,619		3,519
Class A treasury stock, at cost, 13,917,645 and 11,153,333 shares, respectively		(3,527)		(2,394)
Retained earnings		6,786		4,745
Accumulated other comprehensive income (loss)		34		(2)
Total Stockholders' Equity		6,912		5,868
Non-controlling interests		12		9
Total Equity		6,924		5,877
Total Liabilities and Equity	\$	12,120	\$	10,693
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MASTERCARD INCORPORATED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

Nine Months Ended September 30,

	be premiser 50,			
	2012 201			2011
	(in millions)			
Operating Activities				
Net income	\$	2,153	\$	1,886
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		168		142
Share-based payments		66		53
Stock units withheld for taxes		(41)		(33)
Tax benefit for share-based compensation		(46)		(11)
Deferred income taxes		(40)		136
Other		35		7
Changes in operating assets and liabilities:				
Accounts receivable		(112)		(100)
Income taxes receivable		(53)		-
Settlement due from customers		(213)		(16)
Prepaid expenses		(122)		39
Obligations under litigation settlements		20		(302)
Accounts payable		(36)		(8)
Settlement due to customers		140		(84)
Accrued expenses		129		163
Net change in other assets and liabilities		34		28
Net cash provided by operating activities		2.082		1,900
Investing Activities				-,, -,
Acquisition of businesses, net of cash acquired		(70)		(460)
Purchases of investment securities available-for-sale		(2,123)		(188)
Purchases of property, plant and equipment		(68)		(51)
Capitalized software		(96)		(65)
Proceeds from sales of investment securities available-for-sale		195		371
Proceeds from maturities of investment securities available-for-sale		576		36
Proceeds from maturities of investment securities held-to-maturity		310		301
Investment in nonmarketable equity investments		(25)		(8)
Other investing activities		, ,		9
Net cash used in investing activities	_	(1) (1,612)		
Financing Activities		(1,012)		(55)
Purchases of treasury stock		(1,135)		(1,118)
Dividends paid		(94)		(58)
Payment of debt		() -)		(21)
Tax benefit for share-based compensation		46		11
Cash proceeds from exercise of stock options		28		15
Contribution by non-controlling interest		4		-
Net cash used in financing activities		(1,151)		(1,171)
Effect of exchange rate changes on cash and cash equivalents		(8)		12
Net (decrease) increase in cash and cash equivalents		(689)		686
Cash and cash equivalents - beginning of period		3,734		3,067
Cash and cash equivalents - beginning of period Cash and cash equivalents - end of period	\$	3,045	\$	3,753
Non-Cash Investing and Financing Activities				
Fair value of assets acquired, net of cash acquired	\$	73	\$	549
Fair value of liabilities assumed related to acquisitions	\$	3	\$	89
Fair value of liabilities assumed related to acquisitions	\$	3	\$	

MASTERCARD INCORPORATED OPERATING PERFORMANCE

For the 3 Months ended September 30, 2012 Purchase Purchase Cash Cash Acceptance All MasterCard Credit, GDV Growth Growth Volume Cards Growth Trans. Volume Growth Trans. Accounts Locations **Charge and Debit Programs** (Bil.) (USD) (Local) (Bil.) (Local) (Mil.) (Bil.) (Local) (Mil.) (Mil.) (Mil.) (Mil.) APMEA \$251 \$81 25.2% 331 10.3 Canada 32 4.1% 5.6% 30 6.0% 331 3 1.9% 6 41 50 0.9 Europe 271 4.6% 14.5% 188 10.9% 2,683 82 24.0% 492 249 265 9.9 Latin America 74 4 0% 16.4% 44 18.8% 968 30 13.1% 178 115 133 <u>4.9</u> Worldwide less United States 5.743 628 9.4% 16.8% 432 14.5% 196 22.3% 1.291 736 808 26.1 7.4% United States 290 7.0% 7.0% 244 4,399 46 5.2% 308 279 313 8.8 8.7% 13.5% 676 11.8% 10.142 241 18.6% 1.598 1.015 1.121 34.9 Worldwide 918 MasterCard Credit and Charge Programs Worldwide less United States 394 7.3% 13.3% 346 13.8% 4.085 48 10.2% 202 470 532 United States 142 0.9% 0.9% 134 3 2% 1,576 7 -28 7% 148 177 Worldwide 536 5.6% 9.8% 480 10.6% 5.660 55 3.0% 209 619 710 MasterCard Debit Programs Worldwide less United States 234 13.2% 23.3% 86 17.6% 1,658 147 26.8% 1,088 276 266 United States 149 13.5% 13.5% 110 12.9% 2,823 15.3% 135 39 301 131 Worldwide 382 13.3% 15.0% 4.482 24.2% 411 For the 9 Months ended September 30, 2012 Purchase Purchase Cash Cash Volume All MasterCard Credit. GDV Growth Growth Volume Growth Growth Trans Accounts Cards Trans (Mil.) **Charge and Debit Programs** (Bil.) (USD) (Local) (Bil.) (Local) (Mil.) (Bil.) (Local) (Mil.) (Mil.) APMEA \$707 20.6% 22.6% \$479 21.6% 4,981 \$228 24.7% 1,710 331 359 Canada 944 -1.7% 93 5.2% 7.8% 85 8.8% 8 17 41 50 Europe 776 7.3% 16.4% 545 12.4% 7,617 230 27.3% 1,389 249 265 Latin America 7.6% 19.5% 131 24.0% 2,814 86 13.1% 528 115 133 218 12.1% 16.7% 16,356 23.3% 808 Worldwide less United States 1.794 18.6% 1.241 553 3.644 736 United States 864 9.8% 9.8% 9.6% 12,972 10.9% 279 726 138 912 313 Worldwide 2.658 11.4% 15.6% 1.967 14.0% 29.327 691 20.6% 4.556 1.015 1.121 MasterCard Credit and Charge Programs Worldwide less United States 1,134 10.3% 15.5% 995 16.2% 11,739 139 10.5% 582 470 532 United States 3.7% 5.4% -20.8% 415 3.7% 394 4,608 20 148 177 21 160 1,549 8.4% 12.1% 1,389 12.9% 16,348 5.1% 602 619 **MasterCard Debit Programs** Worldwide less United States United States 660 15.5% 24.5% 246 18 7% 4 616 414 28 2% 3.063 266 276 449 16 2% 16 2% 332 578 15 1% 8.363 118 19.3% 892 <u>131</u> 397 <u>135</u> 411 1,109 26.1% 3,955 15.7% 21.0% 16.6% 12,980 531 For the 3 Months ended September 30, 2011 Purchase Purchase Cash Cash All MasterCard Credit, GDV Growth Growth Growth Volume Growth Trans. Accounts Cards Volume Trans. **Charge and Debit Programs** (Bil.) (USD) (Local) (Bil.) (Local) (Mil.) (Local) (Mil.) (Mil.) \$212 **APMEA** 288 35.4% 25.4% \$144 1,483 \$68 21.7% 474 313 Canada 31 14.7% 8.0% 28 10.7% 305 -13.8% 6 40 48 3 Europe 259 25 1% 17.3% 185 13.7% 2 328 74 27.6% 412 213 228 Latin America 71 31.0% 25.1% 43 30.5% 856 28 17.5% 170 106 129 Worldwide less United States 574 28.8% 20.6% 401 19.7% 4,971 172 22.6% 1,062 646 719 United States 271 13.7% 13.7% 227 13.5% 4,043 44 15.1% <u>276</u> 271 304 21.0% Worldwide 845 23.5% 18.3% 629 17.4% 9.014 216 1.338 917 1.023 MasterCard Credit and Charge Programs Worldwide less United States 367 25.2% 17.5% 321 19.6% 3.644 46 4.9% 184 446 507 United States 7.2% 10.3% 140 7.2% 130 7.0% 1,556 10 8 145 175 Worldwide 507 19.6% 14.5% 451 15.6% 5 200 56 5.8% 192 592 682 **MasterCard Debit Programs** Worldwide less United States 207 35.8% 26.4% 81 20.2% 1.327 126 30.8% 878 199 212 United States 131 21.6% 21.6% 23.5% 16.6% 97 2,487 34 268 126 129 Worldwide 337 29.9% 24.5% 178 22.0% 3.814 160 27.5% 1.146 341 For the 9 Months ended September 30, 2011 Cash Purchase Purchase Cash All MasterCard Credit. GDV Growth Growth Volume Growth Trans. Volume Growth Trans Accounts Cards Charge and Debit Programs (Bil.) (USD) (Local) (Bil.) (Local) (Mil.) (Bil.) (Local) (Mil.) (Mil.) (Mil.) APMEA \$586 33.1% 23.5% \$397 25.4% 4.171 \$190 19.7% 1,324 288 313 Canada 14.1% 855 -7.3% 48 88 7.6% 80 9.5% 9 16 40 Europe 723 23.9% 16.7% 524 13.6% 6,573 198 25.9% 1,148 213 228 Latin America 202 31.0% 23.3% 119 28.1% 2,381 83 17.0% 503 106 129 Worldwide less United States 1,600 27.4% 19.4% 18.7% 13,980 480 21.1% 2,990 646 719 1,120 United States 787 9.9% 9.9% 10.8% 11,675 125 5.3% 800 271 304 662 2.387 21.0% 16.1% 1.782 15.6% 25.655 605 17.4% 3.790 917 1.023 MasterCard Credit and Charge Programs Worldwide less United States 1,028 23.3% 15.5% 17.9% 132 1.8% 507 896 10,292 528 446 United States 5.8% 5.8% 6.0% 3.3% 400 374 4,448 145 26 22 175 1,428 17.8% 12.6% 14.1% 158 2.0% 592 **MasterCard Debit Programs** Worldwide less United States 572 35.7% 27.0% 224 21.9% 3.688 348 30.5% 2.462 199 212 United States 387 14 4% 14 4% 288 17.6% 7 227 5.8% 126 129 3,240 958 10,915 24.1% 325 26.2% 21.6% 512 19.4% 446

APMEA = Asia Pacific / Middle East / Africa

Note that the figures in the preceding tables may not sum due to rounding; growth represents change from the comparable year-ago period

Footnote

The tables set forth the gross dollar volume ("GDV"), purchase volume, cash volume and the number of purchase transactions, cash transactions, accounts, cards and acceptance locations on a regional and global basis for MasterCard®-branded and MasterCard ElectronicTM-branded cards. Growth rates over prior periods are provided for volume-based data.

Debit transactions on Maestro® and Cirrus®-branded cards, Mondex® transactions and transactions involving brands other than MasterCard are not included in the preceding tables.

For purposes of the table: GDV represents purchase volume plus cash volume and includes the impact of balance transfers and convenience checks; "purchase volume" means the aggregate dollar amount of purchases made with MasterCard-branded cards for the relevant period; and "cash volume" means the aggregate dollar amount of cash disbursements obtained with MasterCard-branded cards for the relevant period. The number of cards includes virtual cards, which are MasterCard-branded payment accounts that do not generally have physical cards associated with them. Acceptance locations include merchant locations, ATMs and other locations where cash may be obtained.

The MasterCard payment product is comprised of credit, charge and debit programs, and data relating to each type of program is included in the tables. Debit programs include MasterCard-branded debit programs where the primary means of cardholder validation at the point of sale is for cardholders either to sign a sales receipt or enter a PIN. The tables include information with respect to transactions involving MasterCard-branded cards that are not processed by MasterCard and transactions for which MasterCard does not earn significant revenues.

Information denominated in U.S. dollars is calculated by applying an established U.S. dollar/local currency exchange rate for each local currency in which MasterCard volumes are reported. These exchange rates are calculated on a quarterly basis using the average exchange rate for each quarter. MasterCard reports period-over-period rates of change in purchase volume and cash volume on the basis of local currency information, in order to eliminate the impact of changes in the value of foreign currencies against the U.S. dollar in calculating such rates of change.

The data set forth in the GDV, purchase volume, purchase transactions, cash volume and cash transactions columns is provided by MasterCard customers and is subject to verification by MasterCard and partial cross-checking against information provided by MasterCard's transaction processing systems. The data set forth in the accounts and cards columns is provided by MasterCard customers and is subject to certain limited verification by MasterCard. A portion of the data set forth in the accounts and cards columns reflects the impact of routine portfolio changes among customers and other practices that may lead to over counting of the underlying data in certain circumstances. In order to provide a true indication of how broadly our cards can be used, MasterCard seeks to provide the most accurate acceptance figures possible and to maintain that MasterCard acceptance is unsurpassed worldwide by periodically validating our results with third parties. The data set forth in the acceptance locations column is derived through a proprietary methodology designed to minimize the impact of multiple acquiring in certain markets. This data is based on information provided by our customers and other third parties and is subject to certain limited verification by MasterCard and partial cross-checking against information provided by MasterCard's transaction processing systems. All data is subject to revision and amendment by MasterCard's customers subsequent to the date of its release.

In 2012, certain MasterCard Debit and Credit Programs in the Europe region have changed due to a reclassification of programs. There is no impact at the All MasterCard Programs level. In addition, Purchase Transactions for certain Credit Programs in the Latin America region have been restated due to revisions from several customers. MasterCard revenue is not impacted from these changes. Data for the comparable periods in 2012, 2011 and 2010 have been restated to be consistent with these approaches.

Performance information for prior periods can be found in the "Investor Relations" section of MasterCard's website at www.mastercard.com.

GAAP Reconciliation

(\$ in millions, except per share data)

	Nine Months Ended September 30, 2012						Nine Months Ended September 30, 2011		
	Actual		Special Item		Non-GAAP		Septe	Actual	
Provision for litigation settlement	\$	20	\$	(20)	\$	-	\$	-	
Total operating expenses		2,458		(20)		2,438		2,263	
Operating income		3,038		20		3,058		2,723	
Operating Margin		55.3%				55.6%		54.6%	
Income before income taxes		3,038		20		3,058		2,758	
Income tax expense		885		7 a	1	892		872	
Net Income Attributable to MasterCard		2,154		13		2,167		1,887	
Basic Net Income per Share		\$17.13		\$0.10		\$17.23		\$14.71	
Diluted Net Income per Share		\$17.07		\$0.11		\$17.18		\$14.66	

a- Tax effect of provision for litigation settlement