Company Number 00170463

ICAP Europe Limited

Annual Report and Financial Statements - 31 December 2021

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their Annual Report and the audited financial statements of ICAP Europe Limited (the "Company") for the year ended 31 December 2021. The Company is a private limited company, incorporated in England and Wales, authorised and regulated by the Financial Conduct Authority ("FCA"). The Company is a wholly owned subsidiary within the TP ICAP Group plc ("Group"). The registered office is 135 Bishopsgate, London, England, EC2M 3TP.

PRINCIPAL ACTIVITIES

The Company's principal activity is to hold certain historic amounts as unallocated client money and therefore continues to be authorised and regulated by the FCA. The Company's operational activities have ceased since they were transferred to a fellow subsidiary in 2020 and it is the Directors' intention to apply for a withdrawal of the firm's part IV permission and subsequently to liquidate the Company.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Directors have reviewed the role of the Company within the Group. As a result, its operational activities were transferred to a Group related company on 28 February 2020. Subject to the resolution of existing client monies, it is expected that the Company's part IV permission will be withdrawn, allowing liquidation of the Company. As a result, the financial statements have been prepared on a basis other than going concern. The company will continue to wind down any pre-existing business such as the collection of receivables.

RESULTS

The results of the Company are set out in the Statement of profit or loss on page 10.

The Company reported a Profit after income tax for the financial year of £248,000 (2020: £10,389,000), which has been transferred to Retained profits. The reduction in Profit after income tax results from the transfer of the business to a fellow subsidiary of the Group in 2020.

The Company's total assets of £7,548,000, decreased by 62% in 2021, predominantly driven by a decrease in Cash and cash equivalents. As at 31 December 2021, the net assets of the Company are £3,942,000 (2020: £13,694,000).

ICAP Europe Limited
Strategic report
31 December 2021

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks in the Company's day to day operations can be categorised under Financial Risks, Operational Risks and Strategic Business Risks.

More details on Financial Risks are provided within the notes to the financial statements and include the following:

- Market Risk: the vulnerability of the Company to movements in foreign exchange and interest rates;
- Credit Risk: the risk of financial loss to the Company in the event of non-performance by a client or counterparty with respect to its contractual obligations to the Company;
- Liquidity Risk: the risk that the Company, in periods of corporate or market volatility, will not have access to an appropriate level of cash or funding to enable it to finance ongoing operations or any reasonable unanticipated events on cost effective terms;
- Capital Management Risk: the risk of failure to maintain adequate levels of prudential capital. The Company closely monitors regulatory developments in the market and is actively involved in the consultation and rule-setting process so as to ensure an informed debate on all regulatory issues potentially affecting inter-dealer broking ("IDB") markets, both on an individual firm basis and through trade associations. The EMEA Board undertakes an informed assessment of whether the Company holds sufficient capital in the context of the business objectives taking into account the nature of its business model, its risk profile, its risk management framework and its current capital resources.

Operational Risk is the risk of loss resulting from inadequate or failed internal processes, people, systems or external events. Operational risk covers a wide and diverse range of risk types. The overall objective of the Company's operational risk management is not to avoid all potential risks but to proactively identify and assess risks and risk situations and manage them in an efficient and informed manner.

Strategic Business Risk is the risk that the Company's ability to conduct business might be damaged through its failure to adapt to changing market dynamics, market dislocations and continuously evolving customer requirements. These include:

- Risk to technology expertise whereby the Company's ability to retain its position as a leading market infrastructure provider will be dependent on its ability to develop and implement its technology strategy;
- Risk to climate change when the Company fails to address any adverse impact on its business arising from the transitions to a net zero global economy;
- Following the loss of the European Union ("EU") passporting rights as a result of the United Kingdom ("UK")'s withdrawal from the EU ("Brexit"), the Company continues to implement its Brexit transition plan including relocating existing additional UK-based brokers and hiring local brokers in the EU. Despite evolving post Brexit landscape, the Company has been servicing its EU clients effectively;
- The global economy has shown recent signs of recovery from the ongoing impact of the COVID-19 pandemic, with governments deploying vaccine programmes and fiscal policy support from around the world. The Company has successfully implemented its Business Continuity Planning strategies to operate on a business as usual basis. This includes remote working measures in compliance with local government mandates, safeguarding employee wellbeing and providing continuing services to our clients;
- In February 2022, the UK, EU and United States imposed sanctions against certain Russian individuals, entities and their subsidiaries. As a result, all trading activities with sanctioned clients were ceased. The Company will continue to monitor Russian exposures, and execute any relevant mitigating actions as necessary.

As the Company has ceased trading and has limited operational activities, the above matters may not have a significant impact on the Company itself. Nonetheless, the Company operates in accordance with its Enterprise Risk Management Framework, which aligns to TP ICAP Group plc risk management framework, which are outlined in the Group's Annual Report.

ICAP Europe Limited
Strategic report
31 December 2021

SECTION 172(1) STATEMENT

The Directors provide this statement describing how they have had regard to the matters set out in Section 172(1) of the Companies Act 2006, when performing their duty to promote the success of the Company. Further details on Group's engagement with our key and other stakeholders, as well as how we promote the success of the Group are also contained in the Group Corporate Governance Report in the Group's Annual Report and Accounts. This statement also provides details of how the Directors have engaged with and had regard to the interests of our key stakeholders.

Our stakeholders

The Company believes that engagement with our shareholders and wider stakeholder groups plays a vital role throughout the business. During 2021, we maintained our focus on engagement with stakeholders as well as increasing our attention on environment, social and governance ("ESG") matters. During the year, the Company reviewed its risk and governance framework with the adoption of a revised Group Governance Manual, including an EMEA specific Governance Framework. This revised framework has reinforced Section 172 oversight by further clarifying divisions of responsibilities within the Group. The structure and format of Company and Committee papers ensure that Section 172(1) considerations are considered in EMEA Board discussion and decision making.

- Shareholders
  The Directors believe that engagement with our shareholders is of key importance to the business. During the year, the Directors considered, and where applicable, approved and paid dividends as appropriate to its shareholders, having considered the impact of a distribution on the long-term prospects of the business. Further information on the tailored engagement approach which is adopted towards the Group's shareholders is carried out at the Group level, details of which are included in the Group's Annual Report which does not form part of this report
- Regulators
  The Directors recognise the importance of engaging with regulatory bodies to better understand and respond to their views. During the year, the Directors engaged with the FCA to discuss post Brexit plans and Investment Firms Prudential Regime ("IFPR"). The Directors also received updates on engagement with the Regulators through EMEA Board reporting. The Group coordinates engagement with the Regulators in relation to Group and this entity. Further details can be read in the Group Annual Report.

Environment and community

The Directors are aware of society's increasing focus on ESG and are committed to operating responsibly and sustainably for the benefit of all stakeholders (including our clients, colleagues, suppliers, and communities) whilst delivering value for our shareholders. Throughout 2021 the Group Board monitored the development and launch of a new Sustainability Strategy, by which the Group aims to be known as the "Broker for the Transition" – the transition to a sustainable future with a more socially inclusive and low-carbon economy. As the Broker for the Transition, we aim to avoid harm, benefit stakeholders, and contribute to solutions. Further details of the Group's Sustainability Strategy and ESG performance can be found in the Group Annual Report.

KEY PERFORMANCE INDICATORS

The Company's return on assets, calculated as net profit divided by net assets, is 6.3% (2020: 75.9%). This is in line with management expectations.

The Directors of TP ICAP Group plc manage the Group's operations on a regional basis. For this reason, the Company's Directors believe that further analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The key performance indicators of the Group, which includes the Company, are discussed in the Annual Report of TP ICAP Group plc, which does not form part of this report.

This report has been approved by the Board of directors and signed by order of the Board.

P Redman
Director

26 April 2022

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their report and Financial Statements of the Company which comprise of the Statement of profit or loss, Balance sheet, Statement of changes in equity and related notes 1-19.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

Details of the business review and future developments can be found in the Strategic Report on page 1.

PRINCIPAL RISKS AND UNCERTAINTIES

Principal risks and uncertainties are explained in the Strategic Report on page 2 and detailed in Note 3, Financial risk management.

GOING CONCERN

The Directors have reviewed the role of the company within the Group. As a result, its operational activities were transferred to a fellow subsidiary, TP ICAP Markets Limited (formerly known as ICAP Securities Limited), on 28 February 2020. The financial statements have therefore been prepared on a basis other than going concern. Preparation of the financial statements on an 'other than going concern' basis has had no material impact on the financial statements reported.

DIVIDENDS

During the year, the directors declared and paid dividends on the ordinary share of £10,000,000 (2020: £95,535,000). No further dividends have been proposed up to the date of signing.

DIRECTORS

The following persons were directors of the Company during the financial year and up to the date of this report, unless otherwise stated:

D McClumpha
P Redman (Appointed on 1 December 2021)
A Kelly (Resigned on 1 December 2021)

DIRECTOR'S INDEMNITIES

The Company's ultimate parent, TP ICAP Group plc, has made qualifying third party indemnity provisions for the benefit of its directors which remain in force at the date of this report.

SECTION 172(1) STATEMENT

The Company has prepared a statement in compliance with Section 172(1) of the Companies Act 2006. Details of this statement can be found in the Strategic Report on page 3.

OUR PURPOSE AND CORPORATE GOVERNANCE

The Company's purpose is aligned with that of our ultimate parent company, which states that "we provide access to global financial and commodities markets, improving price discovery, flow of liquidity and distribution of data, working with and supporting the communities in which we operate and facilitating economic growth".

Like other companies in the TP ICAP Group plc, the Company adopted a governance framework in November 2019 which is set out within the Group's Governance Manual. The Company is a UK regulated entity and, as such, is also subject to the TP ICAP UK Regulated Entity Governance Framework. Together these documents set out the specific corporate governance requirements for the Company, including:

- the composition of the Board and the individual accountability of senior management;
- clarification on ultimate decision making and delegations;
- the embedding of s172 and stakeholder considerations in decision making;
- the responsibility of the Board in setting the right culture;
- how matters are to be escalated and the interactions with other Group committees;
- the division of responsibilities and Director roles;
- the conduct of meetings;
- the requirement for Board Risk and Remuneration committees, their membership and their terms of reference;
- the role of TP ICAP Group plc Audit and Nominations & Governance Committees as they relate to the Company;
- the management of conflicts of interest;
- the implications of the Senior Managers and Certification Regime on the Company; and
- expectations on the structure and format of papers and management information made available to the Board in order to drive better decision making.

ENVIRONMENTAL POLICY

The Group recognises it has a responsibility to help protect the environment and respond to the global climate crisis. This means minimising the environmental impact of our operations.

Responsibility for environmental matters rests with the Board, and is included in its terms of reference. The Group's Chief Executive Officer is the Board member responsible for corporate social responsibility across the Group. These policies and practices are outlined in the TP ICAP Group plc's Annual Report, which does not form part of this report.

POLITICAL CONTRIBUTIONS

There were no political contributions made by the Company during the current or prior year.

POST BALANCE SHEET EVENTS

In February 2022, the UK, EU and the United States imposed sanctions against certain Russian individuals, entities and subsidiaries. The Company has no exposures with Russian counterparties or underlyings.

There have been no other post balance sheet events from 31 December 2021 up to the date of signing which require separate disclosure.

INDEPENDENT AUDITOR

The Company's incumbent auditor, Deloitte LLP, have indicated their willingness to continue in office and, in the absence of an Annual General Meeting, are deemed reappointed in the next financial year.

PROVISION OF INFORMATION TO THE AUDITOR

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 "Reduced Disclosure Framework" has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm they have complied with all the above requirements in preparing the financial statements.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ICAP Europe Limited
Directors' report
31 December 2021

This report is authorised for issue by the Board of Directors.

Approved by the Board and signed on its behalf by:

P Redman
Director

26 April 2022

Company No: 00170463

Report on the audit of the financial statements

Opinion
In our opinion the financial statements of ICAP Europe Limited (the 'Company'):
- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:
- the statement of profit or loss;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 19.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – Financial statements prepared other than on a going concern basis
We draw attention to Note 1 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

Other information
The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Directors
As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation, and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included the Financial Conduct Authority.

We discussed among the audit engagement team, including relevant internal specialists such as tax, and IT, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, and reviewing correspondence with the Financial Conduct Authority.

ICAP Europe Limited
Independent auditor's report to the members of ICAP Europe Limited
31 December 2021

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the Directors' report.

Matters on which we are required to report by exception
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

Use of our report
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Giles Lang

Giles Lang FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
26 April 2022

ICAP Europe Limited
Statement of profit or loss
For the year ended 31 December 2021

	Note	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
Revenue	4	289	34,077
Other operating (expenses) / income	8	(59)	694
Expenses			
Administrative expenses	5	(27)	(22,535)
Operating profit		203	12,236
Interest receivable and similar income	9	3	574
Profit before income tax		206	12,810
Income tax	10	42	(2,421)
Profit after income tax for the year		248	10,389

The Profit after income tax for the current and prior year is derived from discontinued operations.

There were no items of other comprehensive income in the current or prior year other than the Profit for the current or prior year and, accordingly, no Statement of other comprehensive income is presented.

The above Statement of profit or loss should be read in conjunction with the accompanying notes

ICAP Europe Limited
Balance sheet
As at 31 December 2021

	Note	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Assets			
Current assets			
Debtors	11	5,745	1,917
Cash and cash equivalents	12	1,803	17,885
		7,548	19,802
Deferred tax asset		-	95
Total current assets		7,548	19,897
Total assets		7,548	19,897
Liabilities			
Current liabilities			
Creditors	13	1,483	369
Tax payable	10	2,123	5,834
Total current liabilities		3,606	6,203
Total liabilities		3,606	6,203
Net assets		3,942	13,694
Equity			
Issued capital	14	-	-
Retained profits		3,942	13,694
Total equity		3,942	13,694

The financial statements on page 10 to 26 were approved and authorised for issue by the Board of Directors on 26 April 2022 and were signed on its behalf by:

P Redman
Director

26 April 2022

The above Balance sheet should be read in conjunction with the accompanying notes

ICAP Europe Limited
Statement of changes in equity
For the year ended 31 December 2021

	Issued capital £'000	Share premium £'000	Retained profits £'000	Total equity £'000
Balance at 1 January 2020	54,821	3,826	40,193	98,840
Profit after income tax for the year	-	-	10,389	10,389
Other Comprehensive income for the year, net of tax	-	-	-	-
Total Comprehensive income for the year	-	-	10,389	10,389
Reduction of issued capital (notes 14 and 15)	(54,821)	(3,826)	58,647	-
Dividends paid (note 16)	-	-	(95,535)	(95,535)
Balance at 31 December 2020	-	-	13,694	13,694

	Issued capital £'000	Share premium £'000	Retained profits £'000	Total equity £'000
Balance at 1 January 2021	-	-	13,694	13,694
Profit after income tax for the year	-	-	248	248
Other Comprehensive income for the year, net of tax	-	-	-	-
Total Comprehensive income for the year	-	-	248	248
Dividends paid (note 16)	-	-	(10,000)	(10,000)
Balance at 31 December 2021	-	-	3,942	3,942

The above Statement of changes in equity should be read in conjunction with the accompanying notes

Note 1. General information and principal accounting policies

General information
The Company is a private company limited by shares, incorporated in England and Wales. The registered office is 135 Bishopsgate, London, England, EC2M 3TP.

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

Going concern
The Directors have reviewed the role of the company within the Group. As a result, its operational activities were transferred to a fellow subsidiary, TP ICAP Markets Limited (formerly known as ICAP Securities Limited), on 28 February 2020. The financial statements have therefore been prepared on a basis other than going concern. Preparation of the financial statements on an "other than going concern" basis has had no material impact on the financial statements reported.

Basis of preparation
The financial statements of the Company have been prepared in accordance with FRS 101 "Reduced Disclosure Framework" and the Companies Act 2006. As permitted, the Company has taken advantage of disclosure exemptions, including: Statement of cash flow, disclosure of new accounting standards not yet mandatory, presentation of comparative information for tangible and intangible fixed assets, key management compensation, related party transactions between wholly owned group companies, and share-based payments. Where relevant, equivalent disclosures have been given in the Group financial statements of TP ICAP Group plc. Items which are of a non-recurring nature and material, when considering both size and nature, are disclosed separately to give a clearer presentation of the Company's results.

The Company's ultimate parent and controlling party is TP ICAP Group plc (incorporated in Jersey).

The financial statements are prepared in Pound sterling, which is the functional currency of the Company.

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Revenue
Revenue comprised of:

Agency brokerage, where the Company earns commission on transactions where it acts as agent. The Company acts in a non-advisory capacity to introduce buyers and sellers of financial instruments and raises invoices for the service provided. The Company does not act as principal and only receives and transmits orders between counterparties. Amounts receivable at the year end are reported as Agency trade debtors within Debtors.

The Company has applied IFRS 15, a single comprehensive model for revenue recognition. The core principal of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A contract-based revenue recognition model is used, with a measurement approach that is based on an allocation of the transaction price. Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the Company, which is normally trade date, or at the time of the simultaneous commitment by the counterparties to sell and purchase the financial instrument. Revenue is stated net of VAT, rebates and discounts. Amounts receivable at the year end are reported in Note 11, Current assets - Debtors.

Pension costs
Certain employees of the Company participate in a Group defined contribution pension scheme operated by TP ICAP Group plc. The Company's contributions to the scheme are charged to the Statement of profit or loss on an accruals basis.

Interest receivable and similar income
Interest revenue is recognised as interest and accrues using the applicable effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Note 1. General information and principal accounting policies (continued)

Tax
Tax on the profit for the financial year comprises both current and deferred tax as well as any adjustment in respect of prior years. Tax is charged or credited to the Statement of profit or loss, except when it relates to items charged or credited directly to equity, in which case the current and deferred tax is also recorded within equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantially enacted by the balance sheet date.

Calculations of current and deferred tax liability are based on ongoing discussions with the relevant tax authorities, management's assessment of legal and professional advice, case law and other relevant guidance. Where the expected tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax amounts in the year in which a reassessment of the liability is made.

Deferred tax
Deferred tax is recognised using the liability method, in respect of all temporary differences between the carrying value of assets and liabilities for reporting purposes and the tax bases of the assets and liabilities. Deferred tax is calculated at the rate of tax expected to apply when the liability is settled or the asset is realised. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Dividends paid
Dividends are recognised as deductions from Retained profits in the period in which they are paid.

Foreign currencies
Transactions denominated in foreign currencies are translated into functional currency at the rates of exchange prevailing on the date of each transaction. At each balance sheet date, monetary assets and liabilities denominated in foreign currency are retranslated at rates prevailing on the balance sheet date. Exchange differences are taken to the Statement of profit or loss. Non-monetary assets and liabilities carried at fair value denominated in foreign currency are translated at the rates prevailing at the date when the fair value was determined.

Cash and cash equivalents
Cash and cash equivalents comprises of cash in hand, demand deposits and other short-term highly liquid investments which are subject to insignificant risk of change in value and are readily convertible into a known amount of cash within less than three months.

Debtors
Debtors comprise of both financial and non-financial assets. Financial assets including trade debtors and amounts owed by Group related companies are recognised at amortised cost less expected credit loss provision. All provisions are recorded within Administrative expenses in the Statement of profit or loss.

Creditors
Creditors are measured at amortised cost and comprise of amounts owed to Group related companies and others relating to goods and services provided to the Company prior to the end of the financial year and where the invoice is unpaid.

Note 1. General information and principal accounting policies (continued)

Financial instruments
The Company has applied IFRS 9 in valuing its financial instruments. The Company had no hedging relationships as at this date or during the current reporting period. Classification of financial assets is based both on the business model within which the asset is held and the contractual cash flow characteristics of the asset. There exist three principal classification categories for financial assets:

(i) fair value through other comprehensive income 'FVOCI';
(ii) fair value through profit or loss 'FVTPL'; and
(iii) amortised cost.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in Other Comprehensive Income ("OCI"). This election is made on an investment-by-investment basis.

Equity investments in scope of IFRS 9 are measured at fair value with gains and losses recognised in the Statement of profit or loss unless an irrevocable election has been made to recognise gains or losses in OCI. Under IFRS 9, derivatives embedded in financial assets are not bifurcated but instead the whole hybrid contract is assessed for classification.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as an asset measured at FVTPL, if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset is measured at amortised cost only if both following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets
IFRS 9 applies the Expected Credit Loss ("ECL") model to financial assets measured at amortised cost and debt investments at FVOCI, but not to investments in equity instruments.

The financial assets at amortised cost consist of Trade and other debtors, Cash and cash equivalents and other Intercompany debtors. ECL of Trade and other debtors and Cash and cash equivalents is calculated using simplified method (lifetime ECL) while Intercompany debtors adopt the general approach (12 month ECL).

Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: that result from expected default events within 12 months of the reporting date; and
- lifetime ECLs: that result from all default events anticipated during the expected life of a financial instrument.

The Company measures loss allowances at an amount equal to lifetime ECLs. The only exception is Intercompany positions for which credit risk has not increased significantly since initial recognition, which is measured as 12-month ECLs. The Company has elected to measure loss allowances for Trade debtors and Cash and cash equivalents at an amount equal to lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Measurement of Expected Credit Loss
ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls, representing the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive. ECLs are discounted at the effective interest rate of the financial asset.

Note 1. General information and principal accounting policies (continued)

Credit-impaired financial assets
At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is credit impaired when one or more events have occurred that have a detrimental impact on estimated future cash flows of the financial asset.

Intercompany current accounts
Intercompany current accounts are shown in accordance with the netting agreement, which allows netting of bilateral intercompany balances within entities that are party to the netting agreement.

Intercompany loans
Intercompany loans are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method. Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Issued capital
Ordinary shares are classified as equity.

Client money
The Company holds money on behalf of clients in accordance with the client money rules of the Financial Conduct Authority ("FCA"). Since the Company is not beneficially entitled to these amounts, they are excluded from the Balance Sheet along with the corresponding liabilities to customers. The net return received on managing client money is included within interest income.

New and revised IFRS in issue and mandatorily effective during the year in issue but not yet effective
Management have reviewed the new and revised IFRS in issue and mandatorily effective during the year. These standards have not had a material impact on the financial statements of the Company in the period of initial application.

Note 2. Key accounting judgements and sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements, estimates and assumptions in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events that management believes to be reasonable under the circumstances. There are no critical accounting judgements, estimates, and assumptions and there are no sources of estimation uncertainty that are likely to affect the current or future financial years other than noted below:

Provisions and contingent liabilities
Provisions are established based on management's assessment of relevant information and advice available at the time of preparing the Financial Statements. Judgement is required as to whether a present obligation exists and in estimating the probability, timing and amount of any outflows. Judgement is also required as to when contingent liabilities become disclosable. Outcomes are uncertain and dependent on future events. Where outcomes differ from management's expectations, differences from the amount initially provided will impact profit or loss in the period the outcome is determined. Note 17 provide details of the provisions and contingent liabilities.

Note 3. Financial risk management

Financial risk factors
The Company's activities expose it to a variety of financial risks, including market, credit, liquidity and capital management risk. The financial risk management framework, strategy and policies of the Company are proposed through EMEA Risk, Conduct and Governance Committee and is overseen by the EMEA Board.

Financial assets

	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Debtors (note 11)	5,745	1,917
Cash and cash equivalents (note 12)	1,803	17,885
Total financial assets	7,548	19,802

Market risk
Market Risk includes risks arising from movements in foreign exchange, interest rates, market prices, and fair value.

Foreign exchange risk
The Company is exposed to both transactional and translational fluctuations in the value of financial instruments due to exchange rate movements. Transactional exposure arises from expenses incurred and revenue earned in currencies other than the Company's functional currency (sterling). Translational exposure arises on the conversion of the foreign currency denominated assets and liabilities into sterling.

It is estimated that a 10 cent increase in the exchange rates of the United States Dollar and Euro against sterling as at 31 December 2021, would negatively impact the Company's Statement of profit or loss, and Retained profits by £6,000 and £3,000 (2020: £12,000 and £19,000 respectively). Any movements in the remainder currencies against sterling is not expected to have a significant impact on the financial statements (2020: £Nil).

The table below summarises the Company's exposure to foreign and domestic currencies as at 31 December 2021:

	USD £'000	EUR £'000	Other £'000	GBP £'000	Total £'000
Assets					
Debtors	61	-	-	5,684	5,745
Cash and cash equivalents	29	34	8	1,732	1,803
Total financial assets	90	34	8	7,416	7,548
Liabilities					
Creditors	-	-	(20)	(1,463)	(1,483)
Net financial assets / (liabilities)	90	34	(12)	5,953	6,065

Note 3. Financial risk management (continued)

The table below summarises the Company's exposure to foreign and domestic currencies as at 31 December 2020:

	USD £'000	EUR £'000	Other £'000	GBP £'000	Total £'000
Assets					
Debtors	179	199	7	1,532	1,917
Cash and cash equivalents	-	28	11	17,846	17,885
Total financial assets	179	227	18	19,378	19,802
Liabilities					
Creditors	-	-	(20)	(349)	(369)
Net financial assets / (liabilities)	179	227	(2)	19,029	19,433

Interest rate risk
The Company's interest rate risk arises from Cash and cash equivalents where changes in market interest rates can have an adverse impact on cash flows and income streams. Interest rate risk is monitored at a Group level by the Board Risk Committee. In terms of cash and other interest bearing investments, the Company must comply with the Enterprise Risk Management Framework, which includes policies and procedures for these key risks. Limits are in place to restrict the amount that can be invested at one institution and all investments must be credit rated AA or above and be for less than 18 months, unless approved by the Board Risk Committee.

The Company estimates that an increase of 1% in interest rates would positively impact the Company's Statement of profit or loss and Retained profits by £108,000 (2020: £320,000).

The Company's interest rate profile as at 31 December 2021 was as follows:

	None £'000	Fixed £'000	Variable £'000	Total £'000
Assets				
Debtors	5,745	-	-	5,745
Cash and cash equivalents	-	-	1,803	1,803
Total financial assets	5,745	-	1,803	7,548
Liabilities				
Creditors	(1,483)	-	-	(1,483)

The Company's interest rate profile as at 31 December 2020 was as follows:

	None £'000	Fixed £'000	Variable £'000	Total £'000
Assets				
Debtors	1,917	-	-	1,917
Cash and cash equivalents	-	-	17,885	17,885
Total financial assets	1,917	-	17,885	19,802
Liabilities				
Creditors	(369)	-	-	(369)

Note 3. Financial risk management (continued)

Price risk
The Company's activities do not expose it to price risk.

Fair value
Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The fair values of financial instruments are determined as per the Company's accounting policies.

As at 31 December 2021 there are no financial assets or liabilities whose carrying value was not a reasonable approximation of its fair value (2020: £Nil).

Credit risk
Credit risk arises from the potential that a counterparty is unable or unlikely to perform an obligation resulting in a loss for the Company. When the Company enters into transactions only when executing on behalf of customers, providing customer access to clearing, or provides additional fee-based services to customers, there does exist short-term credit exposure, prior to clearing and settlement, and outstanding receivables that the Company manages. All counterparties are subject to regular review and assessment by regional credit officers and credit limits are set and approved by the appropriate credit committee. Limits are set based on Group parameters determining the maximum loss any one company (within the Group) can suffer as a result of counterparty default.

The Company has no significant concentrations of credit risk and the maximum exposure is limited to Debtors (note 11) and Cash and cash equivalents (note 12).

Liquidity risk
Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and ensuring the availability of funding through an adequate amount of committed credit. This ensures that the Company can meet present and future financial obligations as they fall due and comply with regulatory requirements. The Board Risk Committee monitors free cash resources ensuring that all companies within the Group maintain sufficient resources to finance their operations and that all investments comply with the Enterprise Risk Management Framework. This dictates borrowing and investing limits based on an institution's credit rating and the nature of financial instruments that can be held. The Company's exposure to liquidity risk is considered insignificant.

The following tables show the maturity of the Company's liabilities:

	On demand £'000	Less than 3 months £'000	3 months to 1 year £'000	More than 1 year £'000	Total £'000
31 December 2021					
Creditors	(1,475)	(8)	-	-	(1,483)
31 December 2020					
Creditors	(136)	(233)	-	-	(369)

Capital management
The Company's capital strategy is to maintain an effective and strong capital base, which maximises the return to its shareholders, while also maintaining flexibility and ensuring compliance with supervisory regulatory requirements. The capital structure of the Company consists of debt and equity, including Issued capital, Share premium and Retained profits.

The Company seeks to ensure that it has sufficient regulatory capital to meet regulatory requirements.

The regulatory capital level is set in accordance with the FCA's capital requirements. The approach is to hold an appropriate surplus over the minimum. TP ICAP Group plc evaluates at the Company level the risks facing the business, to determine whether its capital is sufficient to cover any expected losses.

Note 4. Revenue

Revenue by type:

	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
Brokerage fee income	289	34,077

The Company has not traded in 2021. The brokerage fee income for the current year arose as a result of derecognition of historic credit notes. The management completed a review during the year and concluded that the liability was no longer valid.

Revenue by geographical market:

	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
EMEA	289	34,077

Note 5. Administrative expenses

	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
Employment costs (note 6)	-	17,822
Other staff costs	-	99
Travel and entertainment	-	470
Market data and telecommunications	-	1,418
Professional fees	-	18
Service fees	-	4,177
Other administrative expenses / (income)	27	(1,469)
	27	22,535

Fees paid to the Company's auditor, Deloitte LLP, and its associates for services other than the statutory audit of the Company are not disclosed in the Company's financial statements since the consolidated financial statements of its ultimate parent and controlling party as at year end, TP ICAP Group plc, included these fees on a consolidated basis.

Fees payable for the audit of the financial statements were £102,500 (2020: £95,811).

Note 6. Employment costs

Employment costs borne by the Company comprise:

	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
Wages, salaries, bonuses and incentive payments	-	15,471
Social security	-	2,286
Other pension	-	65
Total employment costs	-	17,822

For the year ended 31 December 2021, the average number of employees identified as being directly involved in the operation of the Company was Nil (2020: 33, comprising of 33 brokers and Nil support staff).

Employment costs were borne by a fellow subsidiary company of the Group and were charged to the Company by way of management charges.

Note 7. Directors remuneration

The Directors' remuneration in respect of their services to the Company comprise the following:

	Year ended 31 Dec 2021 Total £'000	Year ended 31 Dec 2021 Highest Paid Director £'000	Year ended 31 Dec 2020 Total £'000	Year ended 31 Dec 2020 Highest Paid Director £'000
Aggregate emoluments	-	-	72	40
Defined contribution pension schemes	-	-	1	1
	-	-	73	41

As at 31 December 2021, retirement benefits are accruing to Nil directors (2020: 1) under defined contribution schemes sponsored by TP ICAP Group plc (2020: TP ICAP Finance plc (formerly known as TP ICAP Limited)).

Note 8. Other operating (expenses) / income

This represents exchange differences arising on transactions in foreign currencies during the year and on the translation at the balance sheet date of assets and liabilities denominated in foreign currencies.

Note 9. Interest receivable and similar income

	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
Group related company loans	3	525
Bank	-	49
	3	574

Note 10. Income tax

Analysis of charge for the year:

	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
Current tax		
UK corporation tax - current year	44	2,437
Deferred tax - current year	95	6
Adjustment recognised for prior years - current tax	(182)	(46)
Adjustment recognised for prior years - deferred tax	-	3
Overseas tax	1	21
Aggregate income tax	(42)	2,421
Deferred tax included in income tax comprises:		
Decrease in deferred tax assets	95	6
Numerical reconciliation of income tax and tax at the statutory rate		
Profit before income tax	206	12,810
Tax at the statutory tax rate of 19%	39	2,434
Tax effect amounts which are not deductible in calculating taxable income:		
Expenses not deductible for tax purposes	5	39
	44	2,473
Adjustment recognised for prior years - current tax	(182)	(46)
Adjustment recognised for prior years - deferred tax	95	3
Overseas tax	1	-
Deferred tax at different rate	-	(9)
Income tax	(42)	2,421
Effective tax rate	(20.4%)	18.9%

In the UK, legislation to reduce the corporation tax rate from 20% to 19% from 1 April 2017 and from 19% to 17% from 1 April 2020 was previously enacted. The government subsequently announced that the reduction to 17% would not go ahead, which was enacted accordingly. As at 31 December 2020, UK deferred tax was therefore expected to unwind at a rate of 19%. On 3 March 2021, the UK Government announced a proposed increase in the rate of corporation tax from 19% to 25%, effective from 1 April 2023. UK deferred tax will therefore unwind at a rate of 19% for periods from 1 April 2017 to 31 March 2023 and at a rate of 25% thereafter.

In accordance with the Capital Requirements Directive IV (CRD IV) and the associated Capital Requirements (Country-by-Country Reporting) Regulations 2013, the Company will publish additional information at the following web address: www.tpicap.com.

Note 10. Income tax (continued)

	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Deferred tax		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Capital allowances	-	14
IFRS 9 adjustment	-	81
Deferred tax asset	-	95
Movements:		
Opening balance	95	104
Charged to profit or loss	(95)	(6)
Prior year adjustment	-	(3)
Closing balance	-	95

	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Tax payable	2,123	5,834

Note 11. Current assets - Debtors

	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Agency trade debtors	-	914
Expected credit loss	-	(20)
	-	894
Other Debtors	162	-
Amounts owed by Group related companies	5,611	1,023
Expected credit loss	(28)	-
	5,583	1,023
	5,745	1,917

The Company's exposure to credit risk is discussed within the Strategic report on page 2 and Note 3, Financial risk management.

Amounts owed by Group related companies are unsecured, repayable on demand and non interest bearing.

Note 11. Current assets - Debtors (continued)

The following trade debtors were unsettled:

	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Over 30 days but less than 90 days	-	16
Over 90 days	-	878
	-	894

Note 12. Current assets - Cash and cash equivalents

	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Cash at bank and in hand	71	40
Short term bank deposits	1,735	17,868
Expected credit loss	(3)	(23)
	1,803	17,885

At 31 December 2021, client money balances representing amounts owed to customers, held in a separate bank account, amounted to £162,105 (2020: £198,426).

The short-term bank deposits have a maturity of 30 days or less.

Note 13. Current liabilities - Creditors

	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Amounts owed to Group related companies	1,475	136
Other creditors	8	233
	1,483	369

Amounts owed to Group related companies are unsecured, repayable on demand and non interest bearing.

Note 14. Equity - Issued capital

	As at 31 Dec 2021 Shares	As at 31 Dec 2020 Shares	As at 31 Dec 2021 £'000	As at 31 Dec 2020 £'000
Authorised, issued and fully-paid ordinary shares of £1 each	1	1	-	-

During the prior year, the Company reduced its share capital and share premium (by way of a solvency statement) from 54,821,158 shares of £1 each to 1 share by cancelling 54,821,157 shares with a value of £54,821,157 and reduced its share premium by £3,825,749. The surplus was transferred to Retained profits.

Note 15. Equity - Share premium

The Share premium account included the value of the proceeds above nominal issue of the Company's share capital.

During the prior year, the Company reduced its share capital and share premium (by way of a solvency statement) from 54,821,158 shares of £1 each to 1 share by cancelling 54,821,157 shares with a value of £54,821,157 and reduced its share premium by £3,825,749. The surplus was transferred to Retained profits.

Note 16. Equity - Dividends

Dividends paid during the financial year were as follows:

	Year ended 31 Dec 2021 £'000	Year ended 31 Dec 2020 £'000
Dividend paid of £10,000,000 per ordinary share (2020: £95,535,000 per ordinary share)	10,000	95,535

Note 17. Guarantees and contingent liabilities

(i) Stichting LIBOR Class Action

On 15 December 2017, the Stichting Elco Foundation, a Netherlands-based claim foundation, filed a writ initiating litigation in the Dutch court in Amsterdam on behalf of institutional investors against ICAP Europe Limited ('IEL'), ICAP plc, Cooperative Rabobank U.A., UBS AG, UBS Securities Japan Co. Ltd, Lloyds Banking Group plc, and Lloyds Bank plc. The litigation alleges manipulation by the defendants of the JPY LIBOR, GBP LIBOR, CHF LIBOR, USD LIBOR, EURIBOR, TIBOR, SOR, BBSW and HIBOR benchmark rates, and seeks a declaratory judgment that the defendants acted unlawfully and conspired to engage in improper manipulation of benchmarks. If the plaintiffs succeed in the action, the defendants would be responsible for paying costs of the litigation, but each allegedly impacted investor would need to prove its own actual damages. It is not possible at this time to determine the final outcome of this litigation, but IEL has factual and legal defences to the claims and intends to defend the lawsuit vigorously. A hearing took place on 18 June 2019 on Defendants motions to dismiss the proceedings. On 14 August 2019 the Dutch Court issued a ruling dismissing ICAP plc from the case entirely but keeping certain claims against IEL relating solely to JPY LIBOR. On 9 December 2020, the Dutch Court issued a final judgment dismissing the Foundation's claims in their entirety. The Foundation has until March 2021 to appeal this final judgment. The Group is covered by an indemnity from NEX in relation to any outflow in respect of the ICAP entities with regard to these matters. It is not possible to estimate any potential financial impact in respect of this matter at this time.

(ii) Swiss LIBOR Class Action

On 4 December 2017, a class of plaintiffs filed a Second Amended Class Action Complaint in the matter of Sonterra Capital Master Fund Ltd. et al. v. Credit Suisse Group AG et al. naming as defendants, among others, TP ICAP plc, Tullett Prebon Americas Corp., Tullett Prebon (USA) Inc., Tullett Prebon Financial Services LLC, Tullett Prebon (Europe) Limited, Cosmorex AG, ICAP Europe Limited, and ICAP Securities USA LLC (together, the 'Companies'). The Second Amended Complaint generally alleges that the Companies conspired with certain bank customers to manipulate Swiss Franc LIBOR and prices of Swiss Franc LIBOR based derivatives by disseminating false pricing information in false run-throughs and false prices published on screens viewed by customers in violation of the Sherman Act (anti-trust) and RICO. On 16 September 2019, the Court granted the Companies' motions to dismiss in their entirety. The plaintiffs have appealed the dismissal to the United States Court of Appeals for the Second Circuit. The Companies intend to contest liability in the matter and to vigorously defend themselves. It is not possible to predict the ultimate outcome of this action or to provide an estimate of any potential financial impact.

Note 17. Guarantees and contingent liabilities (continued)

(iii) Yen LIBOR Class Actions

In April 2013, ICAP plc was added as a defendant to an existing civil litigation originally filed in April 2012, Laydon v. Mizuho Bank, Ltd, against certain Yen LIBOR and Euroyen TIBOR panel banks alleging purported manipulation of the Yen LIBOR and Euroyen TIBOR benchmark interest rates. The United States District Court for the Southern District of New York dismissed the plaintiff's antitrust and unjust enrichment claims, but upheld the plaintiff's claim for purported manipulation under the Commodity Exchange Act. ICAP plc and certain other foreign defendants were dismissed in March 2015 for lack of personal jurisdiction. The Court permitted plaintiffs to file an amended complaint whereby they added new defendants to the action including ICAP Europe Limited and Tullett Prebon plc. On 10 March 2017, both ICAP Europe Limited and Tullett Prebon plc were dismissed for lack of personal jurisdiction. On 23 October 2020, the plaintiffs served their formal notice of intent to appeal the dismissal of the TP ICAP defendants. The Group is covered by an indemnity from NEX in relation to any outflow in respect of ICAP Europe Limited with regard to these matters. It is not possible to predict the ultimate outcome of the litigation or to provide an estimate of any potential financial impact. Other plaintiffs filed a related complaint, Sonterra Capital Master Fund, Ltd. v. UBS AG, which included ICAP plc, ICAP Europe Limited and Tullett Prebon plc as defendants, asserting a cause of action for antitrust injury only as a result of the purported manipulation of Yen LIBOR and Euroyen TIBOR by panel banks and brokers. Defendants filed motions to dismiss for lack of jurisdiction and failure to state a claim. On 10 March 2017, the Court issued an order dismissing the entirety of the Sonterra case on the grounds that the plaintiffs lacked antitrust standing. Plaintiffs appealed the dismissal, which was then stayed to accommodate new settlements reached between the plaintiffs and some of the defendants. The briefing on the appeal was completed on 28 January 2019 and oral argument was heard on 5 February 2020. On 1 April 2020, the Second Circuit Court of appeals reversed and remanded the dismissal. In October 2020, the Company filed a renewed motion to dismiss on grounds that were not reached in the original decision to dismiss including but not limited to lack of personal jurisdiction. It is not possible to predict the ultimate outcome of the litigation or to provide an estimate of any potential financial impact. The Group is covered by an indemnity from NEX in relation to any outflow in respect of ICAP Europe Limited with regard to these matters.

Save as outlined above in respect of legal matters or disputes for which a provision has not been made, notwithstanding the uncertainties that are inherent in the outcome of such matters, there are no individual matters which are considered to pose a significant risk of material adverse financial impact on the company's results or net assets.

Note 18. Events after the reporting period

In February 2022, the UK, EU and the United States imposed sanctions against certain Russian individuals, entities and subsidiaries. The Company has no exposures with Russian counterparties or underlyings.

There have been no other post balance sheet events from 31 December 2021 up to the date of signing which require separate disclosure.

Note 19. Immediate and ultimate parent company

At the end of the year, the Company's immediate parent was TP ICAP EMEA Investments Limited (formerly known as Tullett Prebon Investment Holdings Limited), which does not prepare consolidated financial statements.

At the year end, the Company's ultimate parent and controlling party was TP ICAP Group plc, which is incorporated in Jersey, and now heads the largest and smallest group of companies of which the Company is a member. TP ICAP Group plc will prepare consolidated financial statements in accordance with IFRS. Copies of TP ICAP Group plc financial statements are available from www.tpicap.com.