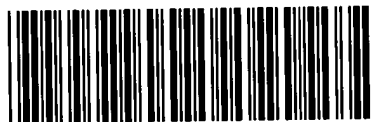


**COMPANY NUMBER: 01423001**

**INTERCAPITAL LIMITED**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED**  
**31 MARCH 2018**

WEDNESDAY



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**STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2018**

The directors present their strategic report and the audited financial statements of Intercapital Limited (the 'Company') for the year ended 31 March 2018. The Company is a private company limited by shares.

**BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The Company is a wholly-owned non-trading holding company for certain subsidiaries of NEX Group plc NEX Group Limited (formerly NEX Group plc) (the ultimate parent, together the Group) and as such does not generate revenue. The Company's financial performance therefore is reliant on the performance of its trading subsidiaries.

**RESULTS**

The results of the Company are set out in the profit and loss account on page 6.

The Company reported profit for the financial year ended 31 March 2018 of £15,526k (2017: £21,157k).

The net assets of the Company at 31 March 2018 are £873,889k (2017: £858,363k).

**OTHER FINANCIAL AND NON-FINANCIAL KEY PERFORMANCE INDICATORS**

The directors of NEX Group Limited (formerly NEX Group plc) manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that 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 NEX Group Limited (formerly NEX Group plc), which includes the Company, are discussed on pages 10 and 11 of the NEX Group Limited (formerly NEX Group plc) Annual Report for the year ended 31 March 2018, which does not form part of this report.

**PRINCIPAL RISKS AND UNCERTAINTIES**

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of NEX Group Limited (formerly NEX Group plc), which include those of the Company, are discussed on pages 17 to 23 of the NEX Group Limited (formerly NEX Group plc) Annual Report for the year ended 31 March 2018, which does not form part of this report.

This report has been approved by the board of directors and signed on behalf of the board:



D Abrehart  
Director

14 December 2018

**DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2018**

The directors present their Directors' report and the audited financial statements of the Company for the year ended 31 March 2018.

**PRINCIPAL ACTIVITIES**

The Company is a wholly-owned non-trading holding company for certain subsidiaries of NEX Group Limited (formerly NEX Group plc) and as such does not generate revenue. The Company's financial performance is therefore reliant on the performance of its trading facilities. The Company (company number: 01423001) is incorporated and domiciled in England and Wales. The registered office is 2 Broadgate, London, EC2M 7UR.

**DIRECTORS**

The directors of the Company who held office during the year were:

D Ireland  
D Abrehart

**DIVIDENDS**

The Company made no dividends during the year (2017: £21,792k dividend in specie). The directors do not recommend a final dividend for the year ended 31 March 2018 (2017: £nil).

**BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The business review and future developments of the Company are detailed in the Strategic Report.

**GOING CONCERN**

On 2<sup>nd</sup> November 2018 the deal between CME and NEX Group was completed after obtaining all regulatory clearances. Following completion some of the NEX entities might be part of an ongoing organizational restructure and simplification effort. As of the date of signing the financial statements however, there is no plan for the reorganization and the directors are satisfied that the Company has adequate resources to continue to operate for at least twelve months from the date of signing of these financial statements and confirm that the Company is a going concern.

**DIRECTORS' INDEMNITIES**

The company has not made any qualifying third party indemnity provisions for the benefit of its directors during the year.

**PROVISION OF INFORMATION TO THE AUDITORS**

Each of the persons who is a director at the date of approval of this annual report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor.

**INDEPENDENT AUDITORS**

The Company's incumbent auditors, Deloitte LLP, have indicated their willingness to continue in office and are deemed reappointed in the next financial year.

This report has been approved by the board of directors and signed on behalf of the board:



D Abrehart  
Director

14 December 2018

**STATEMENT OF DIRECTOR'S RESPONSIBILITIES****STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the directors' 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework' and applicable law).

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 applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# **INTERCAPITAL LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INTERCAPITAL LIMITED**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion, the financial statements of Intercapital Limited (the 'company'):

- give a true and fair view of the state of the Company's affairs as at 31 March 2018 and of its profit for the financial 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 balance sheet;
- the profit and loss account;
- the statement of changes in equity; and
- the related notes 1 to 15.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', and applicable law (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 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.

#### **Conclusions relating to going concern**

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

#### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the financial statements, other than the financial statements and our auditor's report thereon. 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.

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

We have nothing to report in respect of these matters.

# **INTERCAPITAL LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INTERCAPITAL LIMITED**

### **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 Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report

### **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**

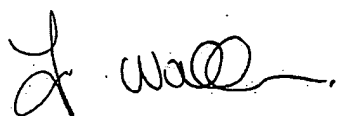
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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.



Fiona Walker, FCA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom  
17 December 2018

**INTERCAPITAL LIMITED**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2018**

	<u>Note</u>	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Income from fixed asset investments	8, 9	37	100
Administrative expenses	3	(1,340)	(15)
Other income	4	3	–
<b>Operating (loss)/profit</b>		<b>(1,300)</b>	<b>85</b>
Interest receivable and similar income	5	20,793	26,681
Interest payable and similar expenses	6	(244)	(372)
<b>Profit before tax</b>		<b>19,249</b>	<b>26,394</b>
Tax on profit	7	(3,723)	(5,237)
<b>Profit for the financial year</b>		<b>15,526</b>	<b>21,157</b>

The profit for the financial year is derived from continuing operations.

The notes on pages 9 to 16 are an integral part of these financial statements.

**INTERCAPITAL LIMITED**  
**BALANCE SHEET AS AT 31 MARCH 2018**

**COMPANY NUMBER: 01423001**

	<u>Note</u>	As at 31 March 2018 £'000	As at 31 March 2017 £'000
<b>Non-current assets</b>			
Investments in subsidiaries	8	3,862	3,862
Investments in joint ventures	9	23	405
Debtors: amounts falling due after more than one year	10	596,000	596,000
		<b>599,885</b>	<b>600,267</b>
<b>Current assets</b>			
Debtors: amounts falling due within one year	10	331,722	369,322
Cash at bank and in hand	11	38	32
		<b>331,760</b>	<b>369,354</b>
<b>Total assets</b>		<b>931,645</b>	<b>969,621</b>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	12	(54,033)	(105,989)
Borrowings	11	—	(10)
Tax payable		(3,723)	(5,259)
		<b>(57,756)</b>	<b>(111,258)</b>
<b>Net current assets</b>		<b>274,004</b>	<b>258,096</b>
<b>Total assets less current liabilities</b>		<b>873,889</b>	<b>858,363</b>
<b>Total liabilities</b>		<b>(57,756)</b>	<b>(111,258)</b>
<b>Net assets</b>		<b>873,889</b>	<b>858,363</b>
<b>Capital and reserves</b>			
Called up share capital	13	573,935	573,935
Share premium account		5,902	5,902
Retained earnings		15,731	205
Other reserves		278,321	278,321
<b>Total shareholders' funds</b>		<b>873,889</b>	<b>858,363</b>

The notes on pages 9 to 16 are an integral part of these financial statements.

The financial statements on pages 6 to 16 have been approved by the board of directors and signed on behalf of the board:



D Abrehart  
Director

14 December 2018



# INTERCAPITAL LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

	Called up share capital (note 13) £'000	Share premium account £'000	Other reserves £'000	Retained earnings £'000	Total shareholders' funds £'000
As at 1 April 2016	573,935	5,902	278,321	840	858,998
Profit for the financial year	–	–	–	21,157	21,157
Dividends paid in the year	–	–	–	(21,792)	(21,792)
<b>As at 31 March 2017</b>	<b>573,935</b>	<b>5,902</b>	<b>278,321</b>	<b>205</b>	<b>858,363</b>
Profit for the financial year	–	–	–	15,526	15,526
Dividends paid in the year	–	–	–	–	–
<b>As at 31 March 2018</b>	<b>573,935</b>	<b>5,902</b>	<b>278,321</b>	<b>15,731</b>	<b>873,889</b>

The notes on pages 9 to 16 are an integral part of these financial statements

Other reserves relate to a capital contribution of £278,321k from the Company's parent in the year ended 31 March 2016, which created distributable reserves and was settled through the release of intercompany balances.

# INTERCAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 1. PRINCIPAL ACCOUNTING POLICIES

#### Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006 (the Act). FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted Internal Financial Reporting Standards (IFRS).

The Company is a qualifying entity for the purposes of FRS 101. Note 15 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The following disclosure exemptions have been adopted:

- financial risk management;
- cash flow statements;
- capital management;
- financial instruments;
- statement of compliance with all IFRS;
- standards not yet effective;
- valuation techniques and inputs used for fair value measurement of assets and liabilities;
- key management compensation; and
- related party transactions entered into between two or more members of a group.

The company is a wholly-owned indirect subsidiary of NEX Group plc and is included in the consolidated financial statements of NEX Group plc which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The financial statements have been prepared on a going concern basis. The accounting policies have been applied consistently other than where new policies have been adopted.

#### Foreign currencies

Transactions denominated in foreign currencies are translated into the functional currency at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Exchange differences are taken to the profit and loss account, except for exchange differences arising on non-monetary assets and liabilities where the changes in fair value are taken directly to reserves. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

#### Tax

Tax on the profit for the financial year comprises both current and deferred tax as well as adjustments in respect of prior years. Tax is charged or credited to the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the current and deferred tax is also dealt with in 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.

# **INTERCAPITAL LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

### **1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**

#### Interest

All borrowing costs are expensed as interest payable and similar expenses in the profit and loss account using the applicable effective interest rate. Interest receivable and similar income is recognised using the effective interest method.

#### Investments in subsidiaries and joint ventures

Investments comprise equity shareholdings and other interests. These investments are recorded at historical cost less provision for any impairment in their values. Dividend income is recognised upon declaration and interest income when receivable.

A subsidiary is an entity over which the Company has control. Control exists where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

A joint venture is an entity in which the Company has an interest and, in the opinion of the directors, exercises joint control over its operating and financial policies. An interest exists where an investment is held on a long-term basis for the purpose of securing a contribution to the Company's activities.

#### Debtors

Debtors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### Impairment of assets

An impairment review of the recoverable amounts of assets is undertaken at each balance sheet date or when such events or changes in circumstances indicate that an impairment loss may have occurred. Impairment losses are recognised in the profit and loss account.

#### Cash at bank and in hand

Cash at bank and in hand comprise cash in hand, overdrafts and 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 with less than three months maturity.

#### Borrowings

Borrowings are initially recognised at fair value, being their issue proceeds net of transaction costs incurred. At subsequent reporting dates long-term borrowings are held at amortised cost.

#### Creditors

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### Capital and reserves

Ordinary shares are classified as equity. Dividends are recognised as deductions from the profit and loss account in the period in which they are declared.

# INTERCAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 2. KEY ACCOUNTING JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements requires management to apply judgments and the use of estimates about future conditions. Management considers that there were no critical judgments (apart from those involving estimations) that were made in the process of applying the Company's accounting policies that had a significant effect on the amounts recognised in the financial statements. Management considers that the impairment of investments in subsidiaries and joint ventures involved key assumptions concerning the future, or other key sources of estimation uncertainty, in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

The Company reviews its investments in subsidiaries and joint ventures at least annually, or more frequently if circumstances suggest an impairment may have taken place. The Company tests for impairment by comparing the carrying value of the investment with its recoverable amount, which is the higher of fair value less costs of disposal and value in use. The calculation of value in use is based on discounted cash flows from financial budgets and requires the use of estimates and judgments in determining budgeted cash flows, discount rates and growth rates.

### 3. ADMINISTRATIVE EXPENSES

Administrative expenses includes the following expenses:

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Bank charges	3	14
Foreign exchange adjustments	955	—
Impairment (note 9)	382	—
Management recharges	—	1
	<u>1,340</u>	<u>15</u>

The fee paid to Deloitte (the Company's external auditors) for the statutory audit of the Company for the year ended 31 March 2018 was £10k and was borne by a fellow subsidiary in the Group. The fee paid to PwC (the Company's external auditors in the prior year) for the statutory audit of the Company for the year ended 31 March 2017 was £10k and was also borne by a fellow subsidiary in the Group. Fees paid to the Company's external auditors and their 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 NEX Group plc disclose these fees on a consolidated basis.

The Company had no employees during the current or prior year. The directors received no remuneration in respect of their services as directors of the Company during the current or prior year. No fees were paid to the directors in respect of services to the Company during the current or prior year.

**INTERCAPITAL LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**4. OTHER INCOME**

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Other income	3	–
	<u>3</u>	<u>–</u>

**5. INTEREST RECEIVABLE AND SIMILAR INCOME**

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Interest receivable from group companies	20,793	19,936
Foreign exchange adjustments	–	6,745
	<u>20,793</u>	<u>26,681</u>

**6. INTEREST PAYABLE AND SIMILAR EXPENSES**

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Interest payable to group companies	244	372
	<u>244</u>	<u>372</u>

**INTERCAPITAL LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**7. TAX ON PROFIT**

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
<b>Current tax charge</b>		
UK corporation tax		
- Current tax	3,723	5,258
- Prior year adjustment	—	(21)
	<u>3,723</u>	<u>5,237</u>

The Company's tax charge for the year differs from the UK statutory rate and can be reconciled as follows:

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Profit before taxation	19,249	26,394
UK corporation tax at the standard rate of 19% (2017: 20%)	3,657	5,279
Non-taxable income	(7)	(21)
Prior year adjustment	—	(21)
Non-deductible expenses	73	—
	<u>3,723</u>	<u>5,237</u>

The UK Finance Act 2016 included legislation that reduced the standard rate of Corporation Tax in the UK from 20% to 19% from 1 April 2017 and to 17% from 1 April 2020.

**8. INVESTMENTS IN SUBSIDIARIES**

	2018 £'000	2017 £'000
As at 1 April	3,862	25,754
Disposal	—	(21,792)
Liquidation of investments	—	(100)
<b>As at 31 March</b>	<u>3,862</u>	<u>3,862</u>

# INTERCAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

As at 31 March 2018, the Company's subsidiary companies were as follows:

Name	Country of incorporation	Percentage held (%)
Astley & Pearce Limited	England and Wales	100
Garban Broking Holdings (Europe) Limited	England and Wales	100
Garban Broking Services Limited	England and Wales	100
Garban Harlow Resources Limited	England and Wales	100
Godsell, Astley & Pearce (Foreign Exchange) Limited	England and Wales	100
Harlow Ueda Savage Limited	England and Wales	100
Intercapital Securities, Inc.	United States	100
Municipal Brokers Limited	England and Wales	100

On 5 July 2017, the Company acquired the entire issued share capital of Garban Broking Holdings (Europe) Limited. On 11 August 2017, the Company acquired the entire issued share capital of BGU Brokers Europe B.V. On 9 October 2017, BGU Brokers Europe B.V. was dissolved and therefore is no longer a subsidiary as at 31 March 2018.

Garban-Intercapital Quest Trustee Limited and ICAP International Limited were wholly owned subsidiaries in the prior year but were dissolved on 18 August 2017 and therefore are no longer subsidiaries as at 31 March 2018.

The paid up share capital of the subsidiary companies listed above is held by the Company. All subsidiaries are involved in electronic broking or service activities relating to those businesses and have a 31 March year end. Each subsidiary operates in their country of incorporation. All subsidiaries incorporated in England and Wales have the registered office at No.2 Broadgate, London, EC2M 7UR. Intercapital Securities, Inc. has a registered office at 4 Times Square, New York, NY 10036.

During the year, the Company received dividends from its investments in subsidiaries of £nil (2017: £22k).

### 9. INVESTMENTS IN JOINT VENTURES

	2018 £'000	2017 £'000
As at 1 April	405	405
Impairment	(382)	–
<b>As at 31 March</b>	<b>23</b>	<b>405</b>

During the year, the Company received dividends from its investments in joint ventures of £37k (2017: £78k). The impairment expense for the year ended 31 March 2018 of £382k (2017: £nil) relates to an impairment in TFS-ICAP Holdings Limited.

As at 31 March 2018, the Company held a 45% (2017: 45%) investment in TFS-ICAP Holdings Limited, a broking company incorporated in England and Wales and a 22.5% (2017: 22.5%) investment in Tradition Financial Services GmbH, a broking company registered in Germany. The holding in Tradition Financial Services GmbH as at 31 March 2017 has been restated due to a correction.

# INTERCAPITAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 10. DEBTORS

	As at 31 March 2018 £'000	As at 31 March 2017 £'000
<b>Debtors: amounts falling due after more than one year</b>		
Amount due from parent company	140,000	140,000
Amounts due from fellow group companies	456,000	456,000
	<u>596,000</u>	<u>596,000</u>
<b>Debtors: amounts falling due within one year</b>		
Amount due from parent company	16,787	13,301
Amounts due from subsidiary companies	336	–
Amounts due from fellow group companies	314,599	355,943
Amounts due from joint ventures	–	78
	<u>331,722</u>	<u>369,322</u>

Amounts due from parent company falling due after more than one year represents an unsecured loan of £140,000k (2017: £140,000k) on which interest is charged at 3 month LIBOR plus 2%. The loan is repayable five years following the date of service of notice, but not earlier than the end of such period.

Amounts due from fellow group companies falling due after more than one year represents an unsecured loan of £456,000k (2017: £456,000k) on which interest is charged at 3 month LIBOR plus 2%. The loan is repayable three years following the date of service of notice upon the fellow group companies, but not earlier than the end of such period.

Amounts falling due within one year due from parent company, subsidiary companies, fellow group companies and joint ventures are unsecured, non-interest bearing and receivable on demand.

### 11. CASH AT BANK AND IN HAND

	As at 31 March 2018 £'000	As at 31 March 2017 £'000
<b>Cash at bank</b>	<u>38</u>	<u>32</u>

Borrowings of £nil (2017: £10k) presented in current liabilities relate to an overdraft.



**INTERCAPITAL LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**12. CREDITORS**

	As at 31 March 2018 £'000	As at 31 March 2017 £'000
<b>Creditors: amounts falling due within one year</b>		
Amounts due to subsidiaries	44,745	3,625
Amounts due to fellow group companies	9,288	102,364
	<u>54,033</u>	<u>105,989</u>

Amounts due to subsidiaries and fellow group companies and unsecured, non-interest bearing and payable on demand.

**13. CALLED UP SHARE CAPITAL**

	2018 £'000	2017 £'000
Allotted and fully paid: 2,295,739,564 (2017: 2,295,739,564) ordinary shares of 25p each	573,935	573,935
<b>As at 1 April and 31 March</b>	<u>573,935</u>	<u>573,935</u>

The number of ordinary shares in issue as at 31 March 2018 is 2,295,739,564 (2017: 2,295,739,564).

**14. POST BALANCE SHEET EVENTS**

On 18 May 2018, the NEX shareholders voted to approve the offer from CME Group Inc. to acquire NEX Group Limited (formerly NEX Group plc) ("the Offer"); the deal was completed on 2<sup>nd</sup> November 2018 after obtaining all regulatory clearances.

**15. ULTIMATE PARENT COMPANY**

The Company's immediate parent company is NEX International Limited (formerly ICAP plc). The Company's ultimate parent company is NEX Group Limited (formerly NEX Group plc), which is incorporated in England and Wales and heads the smallest and largest group of companies of which the Company is a member. NEX Group Limited (formerly NEX Group plc) prepares consolidated financial statements in accordance with IFRS and copies can be obtained from the Company Secretary, NEX Group Limited (formerly NEX Group plc), 2 Broadgate, London, EC2M 7UR, which is its registered office.