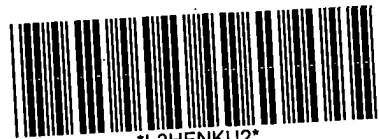


TULLETT PREBON (UK) LIMITED

Annual Report and Unaudited Financial Statements

31 December 2013

MONDAY



L3HFNKU2

L14

29/09/2014

#256

COMPANIES HOUSE

DIRECTORS' REPORT

The directors present their Annual Report and unaudited financial statements for the year ended 31 December 2013.

The Company qualifies as a small company and is exempt from preparing a separate Strategic Report.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The Company is a wholly owned subsidiary within the Tullett Prebon plc group (the "Group").

The principal activity of the Company is that of providing loans to companies within the Group. The directors are not aware, at the date of this report, of any likely major changes in the Company's activity in the next year.

The Company was dormant, as defined in section 1169 of the Companies Act 2006, (the 'Act'), throughout the current year. The loss for the prior year, after taxation, amounted to £441,000.

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in Note 1, accounting policies, in the financial statements on page 5.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company does not face any risks or uncertainties as it was dormant throughout the year.

ENVIRONMENTAL POLICY

The nature of the Company's activities is such that it has a minimal direct effect on the environment. However, management have agreed to adopt Group policies to safeguard the environment to meet statutory requirements or where such policies are commercially sensible.

DIRECTORS

The following directors held office during the period:

P R Mainwaring
R J Stewart

By order of the Board:



P R Mainwaring
Director
Date: 26 September 2014

Registered office:
Tower 42
Level 37
25 Old Broad Street
London
EC2N 1HQ

Registered No:
1908771

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). 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 UK Accounting Standards have 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 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.

TULLETT PREBON (UK) LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2013

| | <i>Notes</i> | <i>2013</i> <i>£000</i> | <i>2012</i> <i>£000</i> |
|--|--------------|----------------------------|----------------------------|
| RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION | | - | - |
| Tax charge on result on ordinary activities | 3 | - | (441) |
| RESULT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION | 7 | - | (441) |

Tullett Prebon (UK) Limited (registered number 1908771) did not trade during the current year and has made neither a profit nor loss, nor any other recognised gain or loss.

TULLETT PREBON (UK) LIMITED

BALANCE SHEET

as at 31 December 2013

| | <i>Notes</i> | <i>2013 £000</i> | <i>2012 £000</i> |
|---|--------------|----------------------|----------------------|
| CURRENT ASSETS | | | |
| Debtors: due after one year | 4 | 38,070 | 38,070 |
| CREDITORS: amounts falling due within one year | 5 | (441) | (441) |
| NET CURRENT ASSETS | | <u>37,629</u> | <u>37,629</u> |
| NET ASSETS | | <u>37,629</u> | <u>37,629</u> |
| CAPITAL AND RESERVES | | | |
| Called-up share capital | 6 | 29,000 | 29,000 |
| Share premium account | 7 | 21 | 21 |
| Profit and loss account | 7 | 8,608 | 8,608 |
| SHAREHOLDERS' FUNDS | | <u>37,629</u> | <u>37,629</u> |

For the year ended 31 December 2013 the Company was entitled to exemption from audit under the provisions of section 480 of the Act.

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to:

- (a) accounting records; and
- (b) the preparation of financial statements.

The financial statements of Tullett Prebon (UK) Limited (registered number 1908771) were approved and authorised for issue by the Board on 26 September 2014.

Signed on behalf of the Board of Directors:



P R Mainwaring
Director

NOTES TO THE FINANCIAL STATEMENTS
as at 31 December 2013

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Going concern

After consideration of the Company's business review and the principal risks and uncertainties as set out on page 1 of the directors' report, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the going concern basis continues to be used in preparing these financial statements.

Cash flow statement

The Company is exempt from reporting a cash flow statement in accordance with FRS 1: Cash Flow Statements (Revised 1996), as the Company is a wholly owned subsidiary of Tullett Prebon plc, which is registered in England and Wales and which prepares group financial statements which are publicly available.

Taxation

Current taxation is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Related party transactions

The Company has taken advantage of reporting exemptions in accordance with FRS 8: Related Party Transactions, since it is a wholly owned subsidiary of a group where the voting rights are controlled within the Group and the Group's parent financial statements are publicly available.

Financial Instruments

The Company is exempt from FRS 29: Financial Instruments: Disclosures, as it is a wholly owned subsidiary of Tullett Prebon plc whose consolidated financial statements are publicly available and include disclosures equivalent to that required under FRS 29.

2. OPERATING RESULT

The Company is not subject to audit for the current period. In 2012 auditor remuneration in respect of audit services of £4,000 was borne by Tullett Prebon Group Limited.

The Company had no employees during the year (2012: nil).

The Directors do not receive any remuneration for their services to the Company (2012: £nil).

NOTES TO THE FINANCIAL STATEMENTS
as at 31 December 2013

3. TAX CHARGE ON RESULT/(LOSS) ON ORDINARY ACTIVITIES

| | 2013 £000 | 2012 £000 |
|--|--------------|--------------|
| Current tax: | | |
| Prior year tax adjustment | - | (441) |
| Total current tax | - | (441) |
| Tax charge on result/(loss) on ordinary activities | - | (441) |

Factors affecting the current tax charge

Tax is assessed at the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The current tax charge reconciles as follows:

| | 2013 £000 | 2012 £000 |
|--|--------------|--------------|
| Result on ordinary activities before tax | - | - |
| Result on ordinary activities multiplied by the standard rate of corporation tax in the UK | - | - |
| Adjustments to tax in respect of prior years | - | (441) |
| Current tax charge for the year | - | (441) |

4. DEBTORS: amounts falling due after one year

| | 2013 £000 | 2012 £000 |
|------------------------------------|--------------|--------------|
| Amounts owed by group undertakings | 38,070 | 38,070 |

The amounts owed by Group undertakings are non interest bearing.

5. CREDITORS: amounts falling due within one year

| | 2013 £000 | 2012 £000 |
|---------------|--------------|--------------|
| Tax provision | (441) | (441) |

TULLETT PREBON (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS as at 31 December 2013

6. CALLED-UP SHARE CAPITAL

| | 2013 | 2012 |
|--|--------|--------|
| | £000 | £000 |
| Allotted, called-up and fully paid: 290,000,000 ordinary shares of 10p each | 29,000 | 29,000 |

7. RECONCILIATION OF SHAREHOLDERS' FUNDS

| | Share capital £000 | Share premium £000 | Profit and loss account £000 | Total shareholders' funds £000 |
|---------------------|--------------------------|--------------------------|---------------------------------------|---|
| At 1 January 2012 | 29,000 | 21 | 9,049 | 38,070 |
| Loss for the year | - | - | (441) | (441) |
| At 1 January 2013 | 29,000 | 21 | 8,608 | 37,629 |
| Result for the year | - | - | - | - |
| At 31 December 2013 | 29,000 | 21 | 8,608 | 37,629 |

8. PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Prebon Yamane International Limited.

The Company's ultimate parent and controlling party is Tullett Prebon plc.

The parent undertaking of the smallest group which includes the Company for which Group accounts are prepared is Tullett Prebon Group Holdings plc.

The parent undertaking of the largest group which includes the Company for which Group accounts are prepared is Tullett Prebon plc.

Copies of Tullett Prebon Group Holdings plc and Tullett Prebon plc financial statements are available from the registered office: Tower 42, Level 37, 25 Old Broad Street, London, EC2N 1HQ.