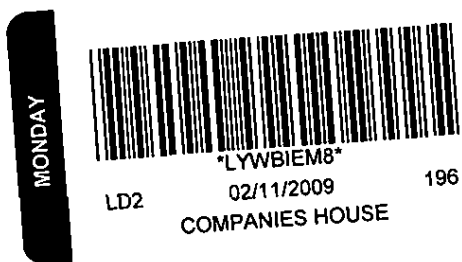


Registered Number: 2046601



OMX TECHNOLOGY LTD

REPORT and FINANCIAL STATEMENTS
For the year ended 31 December 2008



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OMX TECHNOLOGY LTD

DIRECTORS AND ADVISORS

DIRECTORS

M Billing
Ms. C Crosswell

SECRETARY

L M Vekaria

REGISTERED OFFICE

131 Finsbury Pavement
London
EC2A 1NT

INDEPENDENT AUDITORS

Ernst & Young LLP
Registered Auditors
1 More London Place
London
SE1 2AF

OMX TECHNOLOGY LTD

DIRECTORS' REPORT YEAR ENDED 31 DECEMBER 2008

The directors present their annual report and the audited financial statements for the year ended 31 December 2008.

Principal activities and review of business

The Company's principal activity during the year consisted of computer software design for the securities market.

The management view the Company's key performance indicator to be profits before taxation. Management review this metric on a regular basis.

Principal risks and uncertainties

The principle risks facing OMX Technology Ltd arise from:

- competition from other software companies
- the inability to continue to attract and retain highly skilled staff
- economic downturn leading to lower spending by customers.

Expected Future Developments

The market in 2009 is expected to be challenging. The company continues to pursue all sales opportunities.

Results and Dividends

The profit for the year, after taxation, amounted to £1,450,000 (year ended 31 December 2007: profit of £489,000), which will be transferred to reserves. The directors do not recommend the payment of a dividend (2007:£nil).

In the opinion of the Directors, the business operates only one class of business in a single geographical market, and as such, does not present financial information by business or market segment.

Directors

M Billing

P McKeown - resigned 15 January 2009

Ms. C Crosswell - appointed 19th December 2008

Political and Charitable Donations

No political or charitable donations were made during the year (year ended 31 December 2007: none).

Auditors

On 16 February 2009, Pricewaterhouse Coopers resigned as auditors.

Ernst & Young LLP were subsequently appointed and have expressed their willingness to continue in office as auditors for the year ended 31st December 2009.

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

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). The financial statements are required by law to 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 estimates that are reasonable and prudent;
- 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 that they have complied with the above requirements in preparing the financial statements.

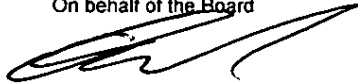
The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT (CONTINUED)

Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that: 1) so far as the director is concerned, there is no relevant audit information which the company's auditors are unaware; and 2) each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the Board



Director
Charlotte Crosswell

2nd NOVEMBER 2009

OMX TECHNOLOGY LTD
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF OMX TECHNOLOGY LTD.

We have audited the financial statements of OMX Technology Ltd for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Recognised Gains and Losses, the Reconciliation of Shareholder's Funds and the related notes 1 to 19. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- . the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st December 2008 and of its profit for the year then ended;
- . the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- . the information given in the Directors' Report is consistent with the financial statements.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditors
London
Date

2/11/09

OMX TECHNOLOGY LTD

**PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 DECEMBER 2008**

		Year Ended 31 December 2008 £000	Year Ended 31 December 2007 £000 Restated
	Notes		
Turnover	2	5,675	4,860
Cost of Sales		(961)	(486)
Gross Profit		<u>4,714</u>	<u>4,374</u>
Administrative expenses		(3,222)	(3,983)
Operating profit	3	<u>1,492</u>	<u>392</u>
Interest receivable and similar income		29	77
Interest payable and similar charges	4	(71)	(102)
Profit on ordinary activities before taxation		<u>1,450</u>	<u>367</u>
Tax on profit on ordinary activities	9	-	-
Retained profit for the financial year		<u>1,450</u>	<u>367</u>

The notes on pages 9 to 14 form part of these financial statements.

All amounts relate to continuing operations

The historical cost profit and loss is not materially different from that shown above.

OMX TECHNOLOGY LTD

**STATEMENT OF RECOGNISED GAINS AND LOSSES
YEAR ENDED 31 DECEMBER 2008**

	Notes	Year Ended 31 December 2008 £000	Year Ended 31 December 2007 £000 Restated
Profit attributable to shareholders of the company		<u>1,450</u>	<u>367</u>
Total recognised gains and losses for the year		<u>1,450</u>	<u>367</u>
Prior year adjustment	4	(122)	
Total recognised gains and losses since last annual financial report		<u>1,328</u>	<u>367</u>

OMX TECHNOLOGY LTD

**BALANCE SHEET
YEAR ENDED 31 DECEMBER 2008**

	Notes	31 December 2008		31 December 2007	
		£000	£000	Restated £000	Restated £000
Fixed Assets					
Tangible assets	11		479		6
Investments	12		2,915		2,590
Current Assets					
Debtors	13	2,103		1,155	
Cash at bank and in hand		<u>124</u>		<u>1,415</u>	
		2,227		2,570	
Creditors					
Amounts falling due within one year	14	(1,688)		(2,586)	
Net current assets/(liabilities)			<u>539</u>		<u>(16)</u>
Total assets less current liabilities			<u>3,933</u>		<u>2,580</u>
Provisions for liabilities and charges	15		(592)		(689)
Net assets			<u>3,341</u>		<u>1,891</u>
Capital & Reserves					
Called up share capital	17		1,849		1,849
Share premium account			5,089		5,089
Profit and loss account			(3,597)		(5,047)
Shareholders' funds			<u>3,341</u>		<u>1,891</u>

The notes on pages 9 to 14 form part of these financial statements.

Approved by the Board on 2 NOVEMBER 2009 and signed on its behalf by:



Director
Charlotte Crosswell

OMX TECHNOLOGY LTD**RECONCILIATION OF SHAREHOLDER'S FUNDS
YEAR ENDED 31 DECEMBER 2008**

	Called up Share capital £000	Share premium account £000	Profit and loss account £000	Total shareholder's funds £000
At 31 December 2007	1,849	5,089	(5,047)	1,891
Profit for the financial year ended 31 December 2008	-	-	1,450	1,450
At 31 December 2008	<u>1,849</u>	<u>5,089</u>	<u>(3,597)</u>	<u>3,341</u>

31 December 2007 profit & loss account and total shareholders funds balances are shown restated.

OMX TECHNOLOGY LTD

**NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2008**

1 ACCOUNTING POLICIES

Accounting convention and basis of preparation

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year explained below:

The company is not required to prepare group financial statements. The financial statements therefore present information about the company as an individual entity and not as a group.

The company has taken advantage of the exemption in Financial Reporting Standard No. 8 from disclosing transactions with related parties that are part of the Nasdaq OMX Group Inc..

Turnover

Turnover represents amounts invoiced to third parties and group companies and is stated net of VAT.

Revenues are recognised when services are performed and for services provided within fixed price contracts, revenues are recognised having regard to the stage of completion of the contract. Turnover in the form of licence fees is accounted for when invoiced in accordance with the terms of the specific contract. Invoicing normally follows agreed product delivery dates or the completion of a project milestone.

Tangible fixed assets and depreciation

Fixed assets are stated at cost net of accumulated depreciation and any provisions for impairment. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line basis over its useful economic life as follows:

Software and computer equipment - 5 years (2007, 3 years)

Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date.

All foreign exchange differences are taken to the profit and loss account.

Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at the date that will result in an obligation to pay more, or a right to pay less or to receive more, tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the average tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Pension costs

The company participates in the group personal pension scheme, which is a non-contributory scheme with assets separate from those of the company. Contributions are charged to the profit and loss account on an accruals basis.

Cash flow statement

The company has taken advantage of the exemption in Financial Reporting Standard No. 1 (Revised 1996) from preparing a cash flow statement as it is a wholly-owned subsidiary of OMX AB and the consolidated cash flow statement of that company includes its cash flows.

OMX TECHNOLOGY LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 31 DECEMBER 2008

1 ACCOUNTING POLICIES (continued)

Research and development

Unfunded research and development expenditure is expensed to the profit and loss account as it is incurred.

Development expenditure relating to new software products funded by firm customer contracts is capitalised by the company where the products have been satisfactorily evaluated as to their commercial and technical feasibility. Such expenditure is written off at rates appropriate to the commercial life of the products.

The carrying values of capitalised development expenditure are reviewed for impairment if events or changes in circumstances indicate that the carrying values may not be recoverable.

Investments

Fixed asset investments are included in the balance sheet at cost less any provision for impairment.

2 TURNOVER

Analysis of turnover by geographical market is given below:

	Year ended 31 December 2008 £000	Year Ended 31 December 2007 £000
United Kingdom	4,965	1,653
Rest of the World	710	3,207
	<u>5,675</u>	<u>4,860</u>

3 OPERATING PROFIT

The operating profit is stated after charging:

	Year ended 31 December 2008 £000	Year Ended 31 December 2007 £000
Auditors' remuneration - audit services	39	23
Depreciation of owned tangible fixed assets	90	4
Operating lease rentals - other than plant and machinery	136	101
Net foreign exchange losses	2	66
	<u>267</u>	<u>194</u>

4 PRIOR YEAR ADJUSTMENT

Profit and loss account

	Year Ended 31 December 2007 £000 Restated
Increase in Administrative expenses	122
Decrease in profit before tax for the financial year	<u>122</u>

Balance sheet

Increase in accrued expenses	122
Decrease in net assets	122
Decrease in retained profit	122

A number of expenses were misclassified between 2007 and 2008, the above adjustments correct for this.

OMX TECHNOLOGY LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 31 DECEMBER 2008

5 COMPARATIVE FIGURES

	Year Ended 31 December 2007 £000 Restated
Cost of Sales	486
Administrative Expenses	(486)
	<u>-</u>

In addition to the prior year adjustments laid out in note 4, the comparative figures have been restated to reflect the reclassification of accounts rolling up to cost of sales and administrative expenses.

6 INTEREST PAYABLE AND SIMILAR CHARGES

	Year ended 31 December 2008 £000	Year Ended 31 December 2007 £000
Interest charge	(6)	-
Intercompany interest charged	(66)	(102)
	<u>(72)</u>	<u>(102)</u>

7 DIRECTORS' EMOLUMENTS

	Year ended 31 December 2008 £000	Year Ended 31 December 2007 £000
Aggregate emoluments	<u>169</u>	<u>172</u>

The above represents the amounts paid to the highest paid director. No pension contributions were made on behalf of directors.

8 STAFF COSTS

	Year ended 31 December 2008 £000	Year Ended 31 December 2007 £000 Restated
Wages and salaries	1,343	1,624
Social security costs	120	146
Other pension costs	41	43
	<u>1,504</u>	<u>1,813</u>

The average monthly number of persons employed by the company during the period, including directors, was 21 (2007: 22). These comprised of finance and administrative employees 4 (2007, 4), sales and marketing 2 (2007, 3), exchanges 3 (2007, 3) and technical 12 (2007, 12).

OMX TECHNOLOGY LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 31 DECEMBER 2008

9 TAX ON PROFIT ON ORDINARY ACTIVITIES

	Year ended 31 December 2008 £000	Year Ended 31 December 2007 £000
a) Analysis of charge in the year		
Current year corporation tax charge	-	-
Tax on profit on ordinary activities	-	-
b) Factors affecting tax charge for the year:		
The tax assessable for the year is lower (2007: lower) than the standard rate of corporation tax in the UK of 28.5% (2007: 30%). The differences are explained below:		
Profit on ordinary activities	1,450	489
Tax at United Kingdom statutory rate of 28.5% (2007: 30%)	413	147
Utilisation of losses brought forward	(241)	-
Depreciation in advance of capital allowances	(161)	(194)
Disallowable expenses and non-taxable income	4	7
Other timing differences	(12)	40
Group relief received for nil consideration	(3)	-
Current tax charge for the year	-	-

From 1st April 2008, the applicable tax rate reduced from 30% to 28%.

10 DEFERRED TAXATION

	31 December 2008 £000	31 December 2007 £000
The potential deferred tax asset, not recognised in the financial statements, is in relation to the following timing differences:		
Depreciation in advance of capital allowances	506	666
Losses carried forward	2,373	2,614
Other timing differences	34	46
Total potential deferred tax asset	2,913	3,326

Deferred tax has not been recognised as the directors believe the recoverability against future profits is uncertain.

11 TANGIBLE FIXED ASSETS

	Software and computer equipment £000
Cost	
At 1 January 2008	10
Additions for the year	564
At 31 December 2008	574
Accumulated depreciation	
At 1 January 2008	4
Charge for the year	90
At 31 December 2008	94
Net book value at 31 December 2008	480
Net book value at 31 December 2007	6

OMX TECHNOLOGY LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 31 DECEMBER 2008

12 FIXED ASSET INVESTMENTS

	Investment in subsidiaries £000
Investment in subsidiaries	
Cost:	
At 1 January 2008	2,590
Additions in the year	325
At 31 December 2008	<u>2,915</u>
Net book value at 31 December 2008	<u>2,915</u>
Net book value at 31 December 2007	<u>2,590</u>

The company owns 5,000 ordinary shares of £1.00 each fully paid in OMX Securities Limited, representing 51% of that company's issued share capital, and 51% of its voting rights. OMX Securities Limited is registered in England & Wales. The company provides back office services for retail brokers.

Investment in associates

The company owns 49% of Stockholmsbörsen IT Support KB with a value of 49SEK, a Swedish limited partnership registration number 556686-9206.

13 DEBTORS

	31 December 2008 £000	31 December 2007 £000
Trade debtors	763	26
Amounts owed by group undertakings - non interest bearing	1,213	456
Amounts owed by group undertakings - interest bearing	-	498
Other debtors	10	126
Prepayments	116	49
	<u>2,103</u>	<u>1,155</u>

The non-interest bearing amounts due from group undertakings are unsecured and interest free. The balance also represents monthly intercompany invoices, receivable within 30 days.

14 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2008 £000	31 December 2007 £000
Trade creditors	254	Restated 81
Amounts owed to group undertakings	1	1,636
Taxation and social security	150	167
Accruals	264	333
Deferred Revenue	1,018	369
	<u>1,688</u>	<u>2,586</u>

The amounts owed to group undertakings are unsecured, interest free and represent monthly intercompany invoices, payable within 30 days.

OMX TECHNOLOGY LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 31 DECEMBER 2008

15 PROVISIONS FOR LIABILITIES AND CHARGES

	31 December 2008 £000	31 December 2007 £000
Provisions for onerous leases:		
At beginning of the year	689	698
Increase during the period	39	73
Utilised during the year	(136)	(82)
At end of the year	<u>592</u>	<u>689</u>

The company is paying rent on part of its former offices which it has been unable to sublet. Additional provisions have also been provided for offices in Edinburgh, on a lease that runs to 2013.

16 COMMITMENTS UNDER OPERATING LEASES

	31 December 2008 £000	31 December 2007 £000
At 31 December 2008 the company had annual commitments under non-cancellable operating leases as follows:		
Operating leases which expire:		
Within one year	-	24
Within two to five years	-	-
In over five years	<u>136</u>	<u>101</u>

17 CALLED UP SHARE CAPITAL

	31 December 2008 £000	31 December 2007 £000
Authorised Share Capital		
200,062,259 Ordinary shares of £0.01 each (31 December 2007: 20,062,259 ordinary shares of £0.01 each)	<u>2,001</u>	<u>2,001</u>
Called up Share Capital		
Allotted, issued and fully paid: 184,860,259 ordinary shares of £0.01 each (31 December 2007: 184,860,259 ordinary shares of £0.01 each)	<u>1,849</u>	<u>1,849</u>

18 EVENTS AFTER THE BALANCE SHEET DATE

On 13 July 2009, the Company entered into a Transfer Agreement to dispose of its shares in OMX Securities Limited for a consideration of £2.7million. The completion of the sale was on 28th October 2009.

19 PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is OMX Technology (UK) Limited.

The smallest group into which the accounts of the company are consolidated is OMX AB, a company registered in Sweden. The ultimate parent, controlling party and largest group into which the accounts of the company are consolidated is Nasdaq OMX Inc., which is incorporated in the United States. Copies of these financial statements, which include the company, are available from One Liberty Plaza, New York, NY 10006, USA.

The NASDAQ OMX Group, Inc.
 Corporate id: 52-1165937 (I.R.S. Employer Identification No)
 State of incorporation: Delaware