

COMPANY NUMBER: 03611426

**NEX INTERNATIONAL LIMITED
(FORMERLY ICAP PLC)
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2019**



NEX INTERNATIONAL LIMITED

(FORMERLY ICAP PLC)

COMPANY NUMBER: 03611426

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2019

The directors present their strategic report and the audited financial statements of NEX International Limited (formerly ICAP plc) (the 'Company') for the year ended 31 March 2019.

Until 15 December 2016, the Company was the ultimate parent of the Group (formerly known as ICAP plc). On 15 December 2016, NEX Group plc obtained control of the entire share capital of the Company via a scheme of arrangement made under part 26 of the Companies Act between the Company and the scheme shareholders (the Scheme of Arrangement). On 30 December 2016, NEX Group plc completed the disposal of its global hybrid voice broking and information business, including the associated technology and broking platforms (including i-Swap and Fusion) and certain joint ventures and associates (together IGBB), to TP ICAP plc.

BUSINESS REVIEW

The Company is a wholly-owned non-trading holding company for certain subsidiaries of CME Group Inc (the ultimate parent, together the Group) during the year 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 8.

The Company reported profit for the financial year ended 31 March 2019 of £1,816 million (2018: £1 million)

The net assets of the Company at 31 March 2019 are £2,044 million (2018: £1,500 million).

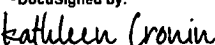
OTHER FINANCIAL AND NON-FINANCIAL KEY PERFORMANCE INDICATORS

The directors of CME Group Inc. 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 CME Group Inc., which includes the Company, are discussed on pages 10 and 11 of the Group's Annual Report for the year ended 31 December 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 (CME Group Inc.), the ultimate parent undertaking, and its subsidiaries) and are not managed separately.

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

DocuSigned by:

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K Cronin

17 March 2020

Director

NEX INTERNATIONAL LIMITED

(FORMERLY ICAP PLC)

COMPANY NUMBER: 03611426

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

The directors present their Directors' Report and audited financial statements of the Company for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The Company operates as a holding company.

The Company is incorporated and domiciled in England and Wales. The Company is a private company limited by shares and its registered office is London Fruit and Wool Exchange, 1 Duval Square, London, E1 6PW.

FUTURE DEVELOPMENTS

The directors expect that the Company will remain a wholly-owned non-trading holding company for certain subsidiaries of CME Group Inc. for the foreseeable future.

GOING CONCERN

The directors are satisfied that the Company has adequate resources to continue to operate for at least twelve months from the date of signing these financial statements and confirm that the Company is a going concern. CME Group confirmed its undertaking to provide financial support to the Company so that the Company is able to meet its liabilities as and when they fall due for a period of 12 months from the date of the approval of the financial statements.

DIVIDENDS

During the year ended 31 March 2019, the Company made dividends of £1,816 million (2018: £nil), of this dividend £1,816 million was paid as a dividend in specie. The directors do not recommend a final dividend for the year ended 31 March 2019 (2018: £nil).

DIRECTORS

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

M A Spencer	(resigned 17 January 2019)
K M Pigaga	(resigned 23 January 2019)
D A Williamson	(appointed 24 January 2019, resigned 6 December 2019)
S A Wren	(resigned 15 March 2019)
A S Aldridge	(appointed 27 March 2019, resigned 30 September 2019)
B Durkin	(appointed 6 December 2019)
J Pietrowicz	(appointed 6 December 2019)
K Cronin	(appointed 6 December 2019)

POST BALANCE SHEET EVENTS

Post balance sheet events are detailed in note 18.

NEX INTERNATIONAL LIMITED

(FORMERLY ICAP PLC)

COMPANY NUMBER: 03611426

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

INDEPENDENT AUDITORS

Deloitte LLP resigned as auditors of the Company and Ernst & Young LLP were appointed auditors on 20 May 2019 for the year ended 31 March 2019. Ernst & Young LLP are the CME Group Inc. auditors and, for consistency purposes, they were appointed as auditors for all legacy NEX companies.

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:

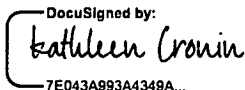
- So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware.
- The directors have taken all the steps they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's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

DIRECTORS' INDEMNITIES

The company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

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

DocuSigned by:

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K Cronin

Director

17 March 2020

NEX INTERNATIONAL LIMITED
(FORMERLY ICAP PLC)
STATEMENT OF DIRECTORS' RESPONSIBILITIES

COMPANY NUMBER: 03611426

The directors are responsible for preparing the Strategic Report and 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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;
- 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;
- make judgments and accounting estimates that are reasonable and prudent; 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.

The directors 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.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NEX
INTERNATIONAL LIMITED

Opinion

We have audited the financial statements of NEX International Limited for the year ended 31 March 2019 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 19, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice)".

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 March 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 below. 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the 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.

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.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

NEX INTERNATIONAL LIMITED
(FORMERLY ICAP PLC)
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NEX
INTERNATIONAL LIMITED

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 directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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 material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, 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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

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.

NEX INTERNATIONAL LIMITED
(FORMERLY ICAP PLC)
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NEX
INTERNATIONAL LIMITED



Simon Michaelson (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

.....18 March 2020

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2019

	<u>Note</u>	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Administrative expenses	4	(409)	10
Other income	3	-	106
Dividend income	3	1,815,995	-
Operating profit		1,815,586	116
Interest and similar income	5	2,260	6,826
Interest and similar expenses	6	(3,886)	(5,639)
Share of profit from associate after tax		1,320	-
Profit before tax		1,815,280	1,303
Tax on profit	7	371	(247)
Profit for the financial year		1,815,651	1,056

Profit for the financial year is the same as total comprehensive income for the year.

The notes on pages 12 to 25 are an integral part of these financial statements.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
STATEMENT OF COMEPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2019

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Profit for the financial year	1,815,651	1,056
Revaluation gain of equity investments at FVOCI	-	-
Total comprehensive income for the year	<u>1,815,651</u>	<u>1,056</u>

The notes on pages 12 to 25 are an integral part of these financial statements.

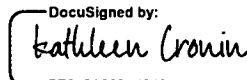
NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)**BALANCE SHEET AS AT 31 MARCH 2019**

COMPANY NUMBER: 03611426

	<u>Note</u>	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Non-current assets			
Investment in subsidiaries	8	2,520,715	1,976,762
Investment in associates	9	1,333	1,333
Trade and other receivables	10	-	123,875
		2,522,048	2,101,970
Current assets			
Debtors: amount falling due within one year	10	30,135	917
Cash and cash equivalents	11	3,980	6
Tax receivable	7	371	-
		34,486	923
Total assets		2,556,534	2,102,893
Current liabilities			
Creditors: amount falling due within one year	12	(372,642)	(462,363)
Tax payable	7	-	(247)
		(372,642)	(462,610)
Non-current liabilities			
Creditors: amount falling due within more than one year	12	(140,000)	(140,000)
		(140,000)	(140,000)
Total liabilities		(512,642)	(602,610)
Net assets		2,043,892	1,500,283
Capital and reserves			
Called up share capital	13	66,456	66,456
Share premium account		453,789	453,789
Other reserves		892	892
Retained earnings		1,522,755	979,146
Total shareholders' fund		2,043,892	1,500,283

The notes on pages 12 to 25 are an integral part of these financial statements.

The financial statements on pages 8 to 25 have been authorised by the board of directors and signed on behalf of the board:

DocuSigned by:

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K Cronin
 Director

17 March 2020

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

	Called up share capital (Note 13) £'000	Share premium account £'000	Capital redemption reserves £'000	Retained earnings £'000	Total shareholders' funds £'000
As at 1 April 2017	66,456	453,789	892	981,178	1,502,315
Profit for the financial year	-	-	-	1,056	1,056
Total comprehensive income for the year	-	-	-	1,056	1,056
Share options exercised	-	-	-	-	-
Dividends paid in the year	-	-	-	-	-
Treasury shares awarded				(3,088)	(3,088)
As at 31 March 2018	66,456	453,789	892	979,146	1,500,283
Profit for the financial year	-	-	-	1,815,651	1,815,651
Total comprehensive income for the year	-	-	-	1,815,651	1,815,651
Share options exercised	-	-	-	-	-
Capital contribution	-	-	-	543,953	543,953
Dividends paid in the year (note 8)	-	-	-	(1,815,995)	(1,815,995)
As at 31 March 2019	66,456	453,789	892	1,522,755	2,043,892

The Company received capital contribution from NEX Group Limited of:

- On 8 November 2018 a contribution of \$170 million (£133 million)
- On 5 March 2019 a contribution of €103 million and £210 million (£298 million)
- On 25 March 2019 a contribution of £68 million
- On 26 March 2019 a contribution of £45 million

The notes on pages 12 to 25 are an integral part of these financial statements.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

1. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101), the Companies Act 2006 (the Act) as applicable to companies using FRS 101 and under the historic cost convention. 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 International Financial Reporting Standards ('IFRS'). The accounting policies have been applied consistently, other than where new standards have been adopted.

The Company is a qualifying entity for the purposes of FRS 101. Note 19 gives details of the Company's parent and from where its consolidated financial statements for the year ended 31 December 2018 prepared in accordance with US GAAP may be obtained.

The following disclosure exemptions have been adopted:

- IFRS 7 'Financial Instruments: Disclosures';
- cash flow statements;
- capital management;
- statement of compliance with all IFRS;
- information when the Company has not applied a new IFRS that has been issued but is 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 CME Group Inc. and is included in the consolidated financial statements of CME Group Inc. which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 401 of the Companies Act 2006.

The directors consider the exemption is available as the Company does not have securities admitted to trading on a regulated market in an EEA state as referenced within section 401 (4).

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.

(b) New standards, amendments and interpretations adopted

There are two new standards effective for the first time for the year ended 31 March 2019, but with no material impact on the Company: IFRS 15: Revenue from Contracts with Customers and IFRS 9: Financial Instruments.

IFRS 9: Financial Instruments

The Company has applied IFRS9: Financial Instruments from 1 April 2018, which replaced IFRS 39: Financial Instruments – Recognition and Measurement. As permitted by IFRS 9, under the transition methods chosen, comparative information has not been restated.

Classification and measurement

The Group's business model for managing financial assets refer to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) New standards, amendments and interpretations adopted (continued)

The impact on the classification and measurement of the Company's financial assets at the date of initial adoption of IFRS 9, 1 April 2018, is summaries in the table below:

	31 March 2018		1 April 2018	
	IAS 39		IFRS 9	
	Amount £'000	Category	Amount £,000	Category
Non-current assets				
Trade and other receivables (excluding derivative financial instruments)	123,875	L&R	123,875	AC
Current assets				
Cash and cash equivalents	6	L&R	6	AC
Trade and other receivables (excluding derivative financial instruments)	917	L&R	917	AC

L&R = Loans and Receivables

AC = Amortised Cost

There has been no change in the accounting for financial liabilities as IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of the financial liabilities.

Impairment

IFRS 9 replaces the 'incurred loss' model under IAS 39 with an 'expected credit loss' ("ECL") model.

The Company applied the 3-stage approach in determining a significant increase in credit risk and this has been used as a basis for calculating expected credit losses. The Company assumes that the credit risk of a financial asset has significantly increased when:

- There has been an increase in the lifetime probability of default or in the financial asset; or
- The financial assets are more than 30 days past due (backstop indicator)

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 but the Company to action such as realising security; or
- The borrower has defaulted on another balance within the Group; or
- The financial asset is more than 90 days past due, with an exemption applied for trade receivables and intercompany receivables for which default is determined on a case by case basis. The Company considers factors such as historical information as a base from which to measure expected credit losses and applies current observable data to reflect the effects of the current conditions.

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 entity in accordance with the contract and the cash flows that the company expects to receive. ECLs have been discounted at the effective interest rate of the financial asset.

The Company applied the general approach to all financial assets in scope, with the exception of the trade receivables, where the Company has applied the simplified approach, with a lifetime expected credit loss.

The Company has determined that its intercompany trading balances and intercompany loans are in scope for the application of IFRS 9's impairment requirements as at 1 April 2018 and resulted in a transitional impairment allowance of £83,000, compared to a nil impairment allowance calculated under IAS 39 as at 31 March 2018. This is considered immaterial and therefore there is no impact on retained earnings as at 1 April 2018 upon adoption.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) New standards, amendments and interpretations adopted (continued)

Hedge accounting

Hedge accounting is currently not applicable for the Company. The Group has taken the accounting policy choice available under IFRS 9 to continue to account for all hedges under IAS 39 and the Company has applied IAS 39 until the hedging relationship ceased.

(c) Foreign currencies

(i) Functional and presentational currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The financial statements are presented in British pounds (£), which is the Company’s functional and presentational currency.

(ii) Transactions and balances

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 profit and loss account. 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.

(d) 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.

Deferred tax is recognised using the liability method, in respect of all temporary differences between the carrying value of the assets and the liabilities for reporting purposes and the tax bases of the assets and liabilities. Deferred tax is calculated as 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 the future taxable profits will be available against which the asset can be utilised.

Calculations of current and deferred tax liability have been based on ongoing discussion with relevant tax authorities, managements’ 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 recorded initially such differences will impact the current and deferred tax amounts in the period in which a reassessment of the liability is made.

(e) 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.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(f) Investment in subsidiaries

Investments in subsidiaries are recorded at historical cost less provision for any impairment in their values and are assessed for impairment on an annual basis. Where there is any evidence of impairment, recoverable amounts of the subsidiaries are calculated with reference to the higher of its fair value less costs to sell and its value in use. The excess of carrying value over the recoverable amount is then taken to profit and loss as an impairment charge and the investment in subsidiary is then recorded at historic cost less impairment.

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.

(g) Investment in associates

The Company classifies investments in entities over which it has significant influence but not control, as associates. These investments are recorded at historical cost less provision for any impairment in their values.

(h) Debtors

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

(i) 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.

(j) 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.

(k) 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 using the effective interest rate method.

(l) Financial liabilities

- i) Recognition – Financial liabilities consist of creditors and accrual. Financial liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.
- ii) De-recognition – The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or expire.

(m) Creditors

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

(n) 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.

(o) Dividends in specie

Dividends in specie received and paid in the period are based on the fair value of the assets distributed as this represents the best estimate to settle the obligation.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

2. KEY ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The Company makes various judgements in applying its accounting policies and various assumptions and estimates, including about the future, when determining the carrying value of certain assets and liabilities.

In the process of applying the Company's accounting policies, management has made the following judgements and assumptions concerning the future and other key sources of estimation as 31 March 2019 that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities in the next financial year. Existing circumstances and assumptions about future developments may change due to circumstances beyond the Company's control and are reflected in the assumptions if and when they occur. Items with the most significant effect on the amounts recognised in the financial statements with substantial management judgement and/or estimates are collated below with respect to judgements/estimated involved:

1. Fair value of dividend in specie paid to CME London Limited is assumed to be the carrying value of the assets on the day the transfer is made.
2. The impairment review of the investment in subsidiary: this was assessed for the impairment at year end and the impairment charge was calculated as the difference between carrying value and the net assets of the subsidiary which was assumed to be equal to fair value.

3. DIVIDEND AND OTHER INCOME

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Dividend income (Note 8)	1,815,995	-
Other income	-	106
	1,815,995	106

The dividend income received in the year was made up of £1,815,995 thousand dividend in specie (note 8).

4. ADMINISTRATIVE EXPENSES

Administrative expenses include the following expenses:

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Foreign exchange adjustments	326	10
ECL expense of amounts owed from subsidiaries	83	-
	409	10

The fee paid to EY (the Company's external auditors) for the statutory audit of the Company for the year ended 31 March 2019 was £19,000 (2018: £10,000) and was 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 CME Group Inc. disclose these fees on a consolidated basis.

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

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

5. INTEREST AND SIMILAR INCOME

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Interest income from group companies	2,260	6,826
	<u>2,260</u>	<u>6,826</u>

6. INTEREST AND SIMILAR EXPENSES

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Interest expense to group companies	3,886	3,486
Interest expense on long-term loans	-	2,068
Other finance costs	-	85
	<u>3,886</u>	<u>5,639</u>

7. TAX

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Current tax charges		
UK corporate tax		
- Current tax	371	(247)
- Prior year adjustment	-	-
	<u>371</u>	<u>(247)</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 2019 £'000	Year ended 31 March 2018 £'000
Profit/(Loss) before taxations	1,815,280	1,303
UK corporate tax at the standard rate of 19% (2018: 19%)	344,903	(247)
Non-taxable income	(345,290)	-
Prior year adjustment	-	-
Non-deductible expenses	16	-
	<u>(371)</u>	<u>(247)</u>

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

7. TAX (CONTINUED)

The standard rate of Corporation Tax in the UK changed from 20% to 19% with effect from 1 April 2017 and following the enactment of Finance Act 2016 on 15 September 2016 will fall to 17% from 1 April 2020. Given that this rate was enacted at the time of the balance sheet date, the closing deferred tax balances have been calculated with reference to this rate.

8. INVESTMENT IN SUBSIDIARIES

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Opening balance	1,976,762	1,976,762
Additions:		-
Dividend in specie	1,815,995	-
Cash Contribution	543,953	-
Transfers through dividend in specie	(1,815,995)	-
	<u>2,520,715</u>	<u>1,976,762</u>

On 2 November 2018, NEX Group Holdings plc (now known as NEX Group Holdings Limited) transferred the following common stock to ICAP plc (now known as NEX International Limited) as a dividend in specie:

- 2,000 units of \$0.01 common stock (representing 100% of the units of BrokerTec Holdings Inc.) for a value of £1,349 million.
- 2,000 units of \$0.01 common stock (representing 100% of the units of EBS Holdco Inc.) for a value of £191 million.
- 800 units of common stock (representing 100% of the units of Euclid Investment Holdings Inc.) for a value of £37 million.
- 1,000 units of common stock (representing 100% of the units of NEX Services North America LLC) for a value of £45 million.
- 7,366,666.67 units of Class B common stock (representing 86.67% of the units of Traiana, Inc.) for a value of £194 million.

On 2 November 2018, NEX International Limited transferred the following common stock to NEX Group plc (now known as NEX Group Limited) as a dividend in specie:

- 2,000 units of \$0.01 common stock (representing 100% of the units of BrokerTec Holdings Inc.) for a value of £1,349 million.
- 2,000 units of \$0.01 common stock (representing 100% of the units of EBS Holdco Inc.) for a value of £191 million.
- 800 units of common stock (representing 100% of the units of Euclid Investment Holdings Inc.) for a value of £37 million.
- 1,000 units of common stock (representing 100% of the units of NEX Services North America LLC) for a value of £45 million.
- 7,366,666.67 units of Class B common stock (representing 86.67% of the units of Traiana, Inc.) for a value of £194 million.

The Company made the following cash capital contribution in NEX Group Holdings Limited:

- On 8 November 2018 a contribution of \$170 million (£133 million)
- On 5 March 2019 a contribution of €103 million and £210 million (£298 million)
- On 25 March 2019 a contribution of £68 million
- On 26 March 2019 a contribution of £45 million

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

As at 31 March 2019, the Company's subsidiary companies were as follows:

Direct Wholly-Owned Subsidiaries
United Kingdom
London Fruit and Wool Exchange, 1 Duval Square, London, E1 6PW
NEX Group Holdings Limited
Intercapital Limited
Indirect Wholly-Owned Subsidiaries
United Kingdom
London Fruit and Wool Exchange, 1 Duval Square, London, E1 6PW
Abide Financial DRSP Limited
Abide Financial Limited
Abide Financial Repository Limited
BrokerTec Europe Limited
Capital Shipbrokers LLP
Capital Shipbroking Limited
EBS Dealing Resources International Limited
EBS Group Limited
EBS No. 2 Limited
Godsell Astley & Pearce (Holdings) Limited
Intercapital No. 2 Limited
Intercapital No. 3 Limited
Midhurst Chartering Limited
NEX Data Services Limited (CME Group Benchmark Administration Limited)
NEX Exchange Limited
NEX Finance Limited
NEX International Investments Limited
NEX Markets Limited
NEX Optimisation Limited
NEX Services Limited
Intercapital No. 1 Limited
NEX SEF Limited
TriOptima UK Limited
30 Finsbury Square, London EC2P 2YU
ReMatch Holdings Limited
ReMatch Limited
Argentina
Avda. Leandro N. Alem 855, Piso 16, Buenos Aires
Intercapital Argentina S.A.
Intercapital Lat Am Services S.A.
China
Unit 368, Division 302, No. 211 North Fute Road, Shanghai, Pilot Free Trade Zone 200120
EBS (Shanghai) Information Technology Co., Ltd.
Germany
Barckhausstraße 1, 60325 Frankfurt am Main
Intercapital (Germany) GmbH
Hong Kong
6th Floor, Alexandra House, 18 Chater Road, Central
Intercapital (Hong Kong) Limited
Nexstep HK 2 Limited
Nexstep HK 3 Limited
Israel
Floors 11 and 12, 132 Menachem Begin Road, Round Tower, Azrieli Center, Tel Aviv 6701101
EBS Financial Technologies Ltd.
Japan
Toho Twin Tower Building, 3rd Floor, 1-5-2 Yuraku-cho, Chiyoda-ku, Tokyo 100-0006

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

EBS Dealing Resources Japan Limited
4-10 Nihonbashi-Muromachi, 4-chome, Chuo-ku, Tokyo 103-0022
TriOptima Japan K.K.
Luxembourg
17 Boulevard du Prince Henri, L-1724 Luxembourg
Euclid Opportunities S.A.
Netherlands
Nieuwezijds Voorburgwal 104, Units 1.04, 1.05 en 1.06, Amsterdam
CME Investment Firm B.V. (formerly NEX Investment Firm B.V.)
CME Amsterdam B.V. (formerly NEX Amsterdam B.V.)
Singapore
10 Marina Boulevard, #21-01, Marina Bay Financial Centre, Singapore 018983
Intercapital No. 1 Pte. Ltd.
Intercapital No. 2 Pte. Ltd.
NEX Services Pte. Ltd.
Reset Holdings Private Limited
Reset Private Limited
TriOptima Asia Pacific Pte. Limited
Sweden
Mäster Samuelsgatan 17, 111 44 Stockholm
TriOptima AB
Switzerland
Lavaterstrasse 40, CH-8002 Zurich
EBS Service Company Limited
Sweden
Mäster Samuelsgatan 17, 111 44 Stockholm
NEX Abide Trade Repository AB
United States
The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware DE 19801
Intercapital Capital Markets LLC
NEX Group Investments Inc.
TriOptima North America LLC

Indirect subsidiaries where the effective interest is less than 100%	Percentage
Italy	
Via Giuseppe Marcora 11, 20121 Milan	
c-MID SIM S.p.A.	93.1

The percentage held represents the percentage of issued ordinary share capital held (all classes) and represents the voting rights of the Company. All principal subsidiaries have a 31 March year end. All companies operate in their country of incorporation. BrokerTec Europe Limited, EBS Group Limited and Reset Private Limited also operate from branches outside their countries of incorporation.

9. INVESTMENT IN ASSOCIATES

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
As at 1 April and 31 March	1,333	1,333
	<u>1,333</u>	<u>1,333</u>

As at 31 March 2019, the Company has a 33% (2018:33%) investment in Shanghai CFETS-ICAP International Money Broking Co., Ltd, a broking company incorporated in China. The investment is held at historical cost.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

10. DEBTORS

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Debtors: amount falling due after more than one year		
Amounts due from fellow group companies	-	123,875
	<u>-</u>	<u>123,875</u>
Debtors: amount falling due within one year		
Amounts due from fellow group companies	30,135	917
Tax receivable	371	-
	<u>30,506</u>	<u>917</u>

The amount owed from NEX Group Holdings Limited of £124 million was settled during the year.

Amounts due from fellow group companies are unsecured, non-interest bearing and receivable on demand.

11. CASH AT BANK AND IN HAND

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Cash at bank	3,980	6
	<u>3,980</u>	<u>6</u>

12. CREDITORS

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Creditors: amounts falling due after more than one year		
Amounts due to parent company	140,000	140,000
	<u>140,000</u>	<u>140,000</u>
Creditors: amounts falling due within one year		
Amounts due to subsidiaries	372,642	364,441
Amounts owed to parent company	-	97,922
Tax payable	-	247
	<u>372,642</u>	<u>462,610</u>

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

Amounts due to subsidiaries falling due after more than one year comprise an unsecured loan of £140 million (2018: £140 million) on which interest is charged at LIBOR plus 0.75%. The loan is repayable five years following the date of the service of notice but not earlier than the end of such period.

Amounts owed to Group companies are non-interest bearing and payable on demand.

13. CALLED UP SHARE CAPITAL

	Year ended 31 March 2019		Year ended 31 March 2018	
	Number of shares thousands	Nominal value £'000	Number of shares thousands	Nominal value £'000
Ordinary shares of 10p each as at 1 April and 31 March	664,537	66,456	664,537	66,456
R shares of 10p each as at 1 April and 31 March	-	-	-	-
As at 31 March	664,537	66,456	664,537	66,456

The number of ordinary shares in issue as at 31 March 2019 is 664,537,006 (2018: 664,537,006). There were no R shares as at 31 March 2019 (2018: nil). All shares have a nominal value of 10p.

14. DIVIDENDS PAID

The Company recognises the final dividend payable when it has been approved by the shareholders of the Company in a general meeting. The interim dividend is recognised when it has been approved by the directors of the Company.

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
Dividend in specie (note 8)	1,815,995	-
Total dividend recognised in the year	1,815,995	-

There was no interim dividend for the year ended 31 March 2019.

The directors have not proposed a final dividend for the year ended 31 March 2019 (2018: £nil).

15. GUARANTEES

In prior year as the of normal course of business, the company entered into guarantee agreements to cover property guarantees. As at 31 March 2019, the Company gave £nil (2018: £12 million) of guarantees to counterparties on behalf of fellow subsidiaries.

The Company has a guarantee from CME Group Inc. to assist with meeting liabilities as and when they fall due, but only to the extent that money is not otherwise available to the Company to meet such liabilities.

16. COMMITMENTS

The Company has an embedded guarantee with Lloyds TSB Capital Markets as at 31 March 2019. The embedded guarantee is shared with Intercapital Limited and has a limit of £50m. The embedded guarantee arose in relation to a revolving credit facility agreement entered into in 2002 between Intercapital Limited and Lloyds TSB Capital Markets and as at 24 January 2020 this has been discharged.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

The Company has not obtained any new guarantees during the year and there is no utilised guarantee balance as at 31 March 2019.

17. CONTINGENT LIABILITIES

In March 2015, the Company was dismissed for lack of personal jurisdiction from a purported US class action litigation filed against various Yen Libor and Euroyen Tibor setting banks. However, the plaintiff in that litigation was given permission by the court to add ICAP Europe Limited ('IEL') (which was sold to TP ICAP plc) as a defendant, and an amended complaint doing so was filed on 29 February 2016. IEL filed a motion to dismiss the amended complaint on 16 May 2016. On 10 March 2017, the court granted IEL's motion, and IEL has been dismissed from the lawsuit. It is unclear whether plaintiffs will appeal the court's decision. On 24 July 2015, a second litigation was filed on behalf of additional plaintiffs in the same court based on similar allegations. The litigation includes claims against the Company and IEL, both of which filed motions to dismiss for lack of personal jurisdiction, and joined in co-defendants' motion to dismiss for failure to state a claim. On 10 March 2017, the court granted the defendants' joint motion, thereby dismissing the entire lawsuit. The plaintiffs have appealed, and a decision on that appeal is expected in 2020. It is not practicable to predict the ultimate outcome of these litigations and it is not possible to provide an estimate of any potential financial impact on the Company.

Plaintiffs in the Euribor civil litigation named the Company and IEL on 13 August 2015 as parties to that pre-existing litigation. On 21 February 2017, the court granted the Company's and IEL's motions to dismiss for lack of personal jurisdiction. Plaintiffs have filed a notice of appeal, but that appeal is currently stayed. It is not practicable to predict the ultimate outcome of this litigation and it is not possible to provide an estimate of any potential financial impact on the Company.

On 6 November 2017, plaintiffs in a pending US class action litigation concerning Swiss franc Libor filed a Second Amended Complaint which added 12 new defendants, including NEX Group Limited, Intercapital Capital Markets LLC ('ICM'), IEL, ICAP Securities USA LLC (which was sold to TP ICAP plc), TP ICAP plc, additional Tullett Prebon entities and two Swiss broker firms. In September 2019, the Court dismissed the entire action for lack of Article III standing. Plaintiffs have filed a notice of appeal, but that appeal is currently stayed. It is not practicable to predict the ultimate outcome of the litigation and it is not possible to provide a reliable estimate of any potential financial impact on the Company.

On 14 December 2017, an entity called the Stichting Elco Foundation (the 'Foundation'), which purports to protect the interests of various EU entities, including investment firms, credit institutions, and insurance companies, filed a writ initiating litigation in Amsterdam against the Company, IEL, and three banks for alleged manipulation of various interbank offering rates. On 14 August 2019, the Court granted the motion to dismiss the Company, and limited the claims against IEL to Yen Libor related claims. On 5 February 2020, the defendants filed a challenge as to the admissibility of the Foundation to pursue the claims. A hearing on that motion is scheduled for October 2020. We intend to vigorously defend the litigation. It is not possible at this time to predict the outcome of this litigation or to provide an estimate of any potential liability or financial impact on the Company.

On 25 November 2015, ICM was named as a defendant, along with a number of banks and Tradeweb Markets LLC, in ten civil lawsuits alleging antitrust violations and unjust enrichment relating to the interest rates swaps market. Eight of the lawsuits are class actions by alleged investors in the market, and the other two are single plaintiff cases brought by failed competitors. The cases were consolidated in the United States District Court for the Southern District of New York. All defendants filed motions to dismiss the complaints for failure to state a claim. Plaintiffs then filed an amended complaint which, among other things, added ICAP SEF (US) LLC and ICAP Global Derivatives Limited (both of which were sold to TP ICAP plc) as defendants. The defendants filed new motions to dismiss on 29 January 2017. On 28 July 2017, the court issued a decision dismissing all claims as to ICM, as well as the two TP ICAP plc entities. There is no present indication that plaintiffs will seek to appeal the dismissal of the aforementioned entities from the suit, or otherwise seek to re-join them in the litigation. It is not possible as this time to predict the outcome of this litigation or to provide an estimate of any potential liability or financial impact on the Company.

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

On 16 August 2016, the Company and ICAP Australia Pty Limited (which was sold to TP ICAP plc), along with a number of banks and two Tullett Prebon entities, were named as defendants in a purported class action filed in the United States District Court for the Southern District of New York alleging antitrust, Commodity Exchange Act, and common law claims arising out of the alleged manipulation of the Australian Bank Bill Swap Reference Rate ('BBSW'). In November 2018, the court dismissed the case as to the Company and ICAP Australia Pty Limited for lack of personal jurisdiction. While the plaintiffs have sought to amend the complaint to make additional allegations and seek jurisdictional discovery against certain other defendants, they are not pursuing either entity at this time beyond reserving the right to appeal when there is a final judgment. It is not possible at this time to predict the outcome of this litigation or to provide an estimate of any potential liability or financial impact on the Company.

In the normal course of business, the Company discusses matters with its regulators raised during regulatory examinations or otherwise subject to their inquiry and oversight. These matters could result in censures, fines, penalties or other sanctions. The directors believe the outcome of any resulting actions will not have a material impact on the Company's financial position or results of operations. However, the Company is unable to predict the outcome or the timing of the ultimate resolution of these matters, or the potential fines, penalties or injunctive or other equitable relief, if any, that may result from these matters.

In addition, the Company is a defendant in, and has potential for, various other legal proceedings arising from its regular business activities. While the ultimate results of such proceedings against the Company cannot be predicted with certainty, the Company believes that the resolution of any of these matters on an individual or aggregate basis will not have a material impact on its financial position or results of operations.

For sake of clarity, some of the matters described herein may not be the direct responsibility of the Company but may be its responsibility under indemnification and/or breach of warranty provisions agreed to by the Company with TP ICAP plc. The sale by the Company of its global broking business to Tullett Prebon entailed customary warranties given by the Company in the sale and purchase agreement and repeated at completion of the transaction. Warranty claims are subject to customary limitations, including a de minimis and aggregate claims threshold, a cap, and time limits for bringing a claim. To date, TP ICAP plc has brought suit on one warranty claim. The Company believes that claim is without merit and intends to defend itself vigorously. In addition to such warranties, the Company also provided Tullett Prebon with indemnities for, among other things, certain known regulatory, litigation and employment claims. It is not possible to predict whether any of the matters described herein will give rise to liabilities under the warranties and/or indemnities given in connection with the transaction, nor is it possible at this time to provide an estimate of any potential liability or financial impact on the Company.

18. POST BALANCE SHEET EVENTS

Post balance sheet events are listed below:

On 4 April 2019, the total issued shares of Intercapital No. 1 Limited (250,001 ordinary shares) were transferred from NEX Group Holdings Limited to NEX International Limited for consideration of £1.

On 1 October 2019, NEX International Ltd acquired the entire issued share capital of CME Finance Holdings Limited from CME London Limited for total non-cash consideration of £81,379,105.39. The consideration was satisfied by the allotment and issue of 12,290,779 ordinary shares of £0.10 each in the capital of NEX International Limited to CME London Limited (£80,150,027.49 being share premium).

On 1 October 2019, NEX Group Holdings Ltd acquired the entire issued share capital of CME Finance Holdings Limited from NEX International Limited for total non-cash consideration of £81,379,105.04. The consideration was satisfied by the allotment and issue of 4,318,234 ordinary shares of £1.00 each in the capital of NEX Group Holdings Limited to NEX International Limited (£77,060,871.04 being share premium).

NEX INTERNATIONAL LIMITED (FORMERLY ICAP PLC)
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019
(CONTINUED)

19. IMMEDIATE AND ULTIMATE PARENT COMPANY

As at 31 March 2019 the Company's immediate parent is CME London Limited, which does not prepare consolidated financial statements.

The Company's ultimate parent is CME Group Inc., which is incorporated in the United States, and heads the largest group of companies of which the Company is a member. CME Group Inc. prepares consolidated financial statements in accordance with US GAAP and heads the smallest and largest group for which group accounts are prepared. Copies may be obtained from the Company Secretary, CME Group Inc., 20 South Wacker Drive, Chicago, Illinois, 60606, which is the registered office.