

Company Number: 3879508

HARLOW (LONDON) LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2014



HARLOW (LONDON) LIMITED

Directors' Report for the year ended 31 March 2014

Company Number: 3879508

The directors present their directors report and the audited financial statements of Harlow (London) Limited (the 'Company') for the year ended 31 March 2014.

PRINCIPAL ACTIVITY

The Company's principal activity is broking on an agency basis in the spot foreign exchange markets. It is anticipated that the Company will continue its present business activities next year.

The Company is incorporated and domiciled in England and Wales. The registered office is 2 Broadgate, London, EC2M 7UR.

DIVIDENDS

No dividends (2013: £nil) were paid during the year.

DIRECTORS

The directors of the Company, who held office during the year and up to the date of signing the financial statements were:

| | |
|----------------|-------------------------------|
| V Cruwys | (resigned 13 September 2013) |
| A Berry | |
| S Wren | (resigned 1 June 2013) |
| N Dargan | (appointed 1 June 2013) |
| J Scard-Morgan | (appointed 23 September 2013) |

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and 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;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

POST BALANCE SHEET EVENTS

There have been no material post balance sheet events which require separate disclosure.

HARLOW (LONDON) LIMITED

Directors' Report for the year ended 31 March 2014

Company Number: 3879508

INDEPENDENT AUDITORS

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

PROVISION OF INFORMATION TO THE AUDITORS

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

N Dargan
Director

A handwritten signature in black ink, consisting of a series of loops and a long vertical stroke at the end.

1 August 2014

HARLOW (LONDON) LIMITED

Strategic Report for the year ended 31 March 2014

The directors present their strategic report and the audited financial statements of Harlow (London) Limited (the 'Company') for the year ended 31 March 2014.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Company principally operates in the Spot FX market, offering products in a variety of currencies including Euro, Sterling and Yen. General market conditions have been difficult over the last 12 months. Volumes have declined as a result of reduced exchange rate volatility, the low interest rate environment and bank internalisation of foreign exchange flows. This was compounded by a lower risk appetite and increased commission pressure. The business is moving towards a hybrid voice-electronic model, and continues to actively manage down the cost base.

The directors consider that the year end financial position was satisfactory and do not anticipate any changes to the principal activities.

RESULTS

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

The profit for the financial year of £122,000 (2013: £1,043,000) has been transferred to reserves.

The net assets of the Company are £5,404,000 (2013: £5,282,000).

PRINCIPAL RISKS AND UNCERTAINTIES

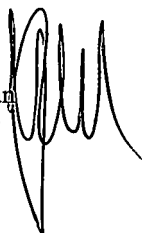
From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of ICAP plc, which include those of the Company, are discussed on page 42 of the Group's annual report, which does not form part of this report.

KEY PERFORMANCE INDICATORS

The directors of ICAP plc manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The key performance indicators of ICAP plc, which includes the Company, are discussed on page 20 of the Group's annual report, which does not form part of this report.

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

N Dargan
Director



1 August 2014

HARLOW (LONDON) LIMITED

Independent Auditors' Report to the members of Harlow (London) Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the Company's affairs as at 31 March 2014 and of its profit/loss and cash flows 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Harlow (London) Limited, comprise:

- the profit and loss account for the year ended 31 March 2014;
- the statement of total recognised gains and losses for the year ended 31 March 2014;
- the balance sheet as at 31 March 2014;
- the statement of changes in equity as at 31 March 2014; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Directors' Report and Strategic Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report and Strategic Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or

HARLOW (LONDON) LIMITED

Independent Auditors' Report to the members of Harlow (London) Limited

- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Lisa Kleinman (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
1 August 2014

HARLOW (LONDON) LIMITED

Profit and Loss Account for the year ended 31 March 2014

| | <u>Note</u> | <u>Year ended</u> <u>31/03/2014</u> £'000 | <u>Year ended</u> <u>31/03/2013</u> £'000 |
|--|-------------|---|---|
| Turnover | | 8,831 | 10,468 |
| Administrative expenses | | (8,537) | (8,957) |
| Other operating expenses | 6 | (43) | (26) |
| Profit on ordinary activities before taxation | 3 | <u>251</u> | <u>1,485</u> |
| Tax on profit on ordinary activities | 7 | (129) | (442) |
| Profit for the financial year | | <u><u>122</u></u> | <u><u>1,043</u></u> |

The profit of the Company for the year is derived from continuing operations.

The notes on pages 10 to 16 are an integral part of these financial statements.

HARLOW (LONDON) LIMITED

Statement of Total Recognised Gains and Losses for the year ended 31 March 2014

| | <u>Year ended</u> <u>31/03/2014</u> £'000 | <u>Year ended</u> <u>31/03/2013</u> £'000 |
|---|---|---|
| Profit for the financial year | 122 | 1,043 |
| Total recognised gains and losses relating to the year | <u>122</u> | <u>1,043</u> |

The notes on pages 10 to 16 are an integral part of these financial statements.

HARLOW (LONDON) LIMITED

Balance Sheet as at 31 March 2014

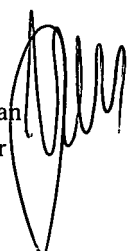
Company Number: 3879508

| | <u>Note</u> | <u>As at</u> <u>31/03/2014</u> £'000 | <u>As at</u> <u>31/03/2013</u> £'000 |
|--|-------------|--|--|
| Current assets | | | |
| Debtors | 8 | 5,702 | 5,703 |
| Cash at bank and in hand | 9 | 71 | 26 |
| | | <u>5,773</u> | <u>5,729</u> |
| Creditors: amounts falling due within one year | 10 | (240) | - |
| Tax payable | | (129) | (447) |
| | | <u>(369)</u> | <u>(447)</u> |
| Net current assets | | <u>5,404</u> | <u>5,282</u> |
| Capital and reserves | | | |
| Called up share capital | 11 | 1,200 | 1,200 |
| Share premium account | | 300 | 300 |
| Profit and loss account | | 3,904 | 3,782 |
| Total shareholders' funds | | <u>5,404</u> | <u>5,282</u> |

The notes on pages 10 to 16 are an integral part of these financial statements.

The financial statements on pages 6 to 16 were approved by the Board of directors on 1 August 2014 and were signed on its behalf by:

N Dargan
Director



HARLOW (LONDON) LIMITED
Statement of Changes in Equity as at 31 March 2014

| | <u>Called up</u> <u>share</u> <u>capital</u> <u>(note 11)</u> <u>£'000</u> | <u>Share</u> <u>premium</u> <u>account</u> <u>£'000</u> | <u>Profit and</u> <u>loss account</u> <u>£'000</u> | <u>Total</u> <u>£'000</u> |
|---------------------|--|--|--|------------------------------|
| As at 1 April 2012 | 1,200 | 300 | 2,739 | 4,239 |
| Profit for the year | - | - | 1,043 | 1,043 |
| As at 31 March 2013 | 1,200 | 300 | 3,782 | 5,282 |
| Profit for the year | - | - | 122 | 122 |
| As at 31 March 2014 | 1,200 | 300 | 3,904 | 5,404 |

The notes on pages 10 to 16 are an integral part of these financial statements.

Called up share capital

The balance classified as called up share capital includes the nominal value of the proceeds on issue of the Company's called up share capital, comprising £1 ordinary shares.

Share premium account

The share premium account includes the value of the proceeds above nominal on issue of the Company's called up share capital, comprising £1 ordinary shares.

HARLOW (LONDON) LIMITED

Notes to the financial statements for the year ended 31 March 2014

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) and the Companies Act 2006 (the Act) as applicable to companies using FRS 101. 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 IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 12 gives details of the Company's parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The following disclosure exemptions have been adopted:

- financial risk management note;
- comparatives for tangible and intangible fixed asset reconciliations;
- cash flow statements;
- process for managing capital;
- key management compensation; and
- related party transactions between wholly owned group companies.

The financial statements have been prepared on a going concern basis.

b) Turnover

Turnover comprises commission and brokerage income derived from broking services supplied to third parties which is recognised at trade date.

c) Pension costs

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

HARLOW (LONDON) LIMITED

Notes to the financial statements for the year ended 31 March 2014

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

d) Tax

Tax on the profit for the 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 assets and liabilities for reporting purposes and the tax bases of the assets and liabilities. Deferred tax is calculated at the rate of tax expected to apply when the liability is settled or the asset is realised. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Calculations of current and deferred tax liability have been based on ongoing discussions with the relevant tax authorities, management's assessment of legal and professional advice, case law and other relevant guidance. Where the expected tax outcome of these matters is different from the amounts that were 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) Foreign currencies

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

f) Debtors

Debtors are recognised at cost less provision for impairment.

g) Intercompany netting

All UK Group companies are party to a netting agreement and balances have been netted within, and between, debtors and creditors.

h) Debt provisioning

Provisions are made for specific debts when it is considered that the creditworthiness of the debtor has deteriorated such that the recovery of all or part of a debt is in serious doubt.

A provision is made in respect of potential losses which are judged to be present in debtor balances at the balance sheet date, but which will not be identified as such until some time in the future. The level of provision is based upon the previous experience of such losses in the Company and is reviewed on a periodic basis. The appropriateness of the provision is periodically assessed against any actual losses that have arisen. All provisions are recorded within administrative expenses in the profit and loss account.

HARLOW (LONDON) LIMITED

Notes to the financial statements for the year ended 31 March 2014

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

i) Cash at bank and in hand

Cash at bank and in hand comprise cash on 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.

j) Share capital

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.

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.

As at 31 March 2014 there were no such judgements or assumptions that had a significant effect on the amounts recognised in the financial statements. None of these items give rise to a significant risk of causing material adjustment to the carrying amounts of assets and liabilities in the next financial year.

3. OPERATING PROFIT

| | <u>Year ended</u> <u>31/03/2014</u> £'000 | <u>Year ended</u> <u>31/03/2013</u> £'000 |
|---|---|---|
| Operating profit is stated after charging: | | |
| Wages & salaries and social security costs (note 4) | 5,094 | 5,523 |
| Other staff costs | 108 | 69 |
| Staff costs | <u>5,202</u> | <u>5,592</u> |
| Services provided by the company's auditor: | | |
| - Fees payable for the audit | 21 | 21 |

The Company's administrative expenses includes auditors' remuneration in respect of statutory audit in the UK of £ 21,000 (2013: £ 21,000) and costs paid in relation to a Save-As-You-Earn (SAYE) share option scheme of £ 24,000 (2013: £ 33,000) for options over ordinary shares in ICAP plc, the Company's ultimate parent company.

Fees paid to the Company's auditor, PricewaterhouseCoopers LLP, and its associates for services other than the statutory audit of the Company are not disclosed in the Company's financial statements since the consolidated financial statements of its parent, ICAP plc, include these fees on a consolidated basis.

The remainder of the administrative expenses primarily relate to intercompany recharges in relation to a service agreement.

HARLOW (LONDON) LIMITED

Notes to the financial statements for the year ended 31 March 2014

4. SALARY AND PAYROLL COSTS

Staff costs borne by the Company and included within the management recharge comprise:

| | <u>Year ended</u> <u>31/03/2014</u> | <u>Year ended</u> <u>31/03/2013</u> |
|-----------------------|--|--|
| | £'000 | £'000 |
| Employee costs: | | |
| Wages and salaries | 4,481 | 4,875 |
| Social security costs | 606 | 643 |
| Other pension costs | 7 | 5 |
| | <u>5,094</u> | <u>5,523</u> |

The monthly average number of persons employed by the Company during the year was 26 (2013: 26).

All staff costs were borne by a fellow subsidiary company of ICAP plc and were charged to the Company by way of Group management charges.

5. DIRECTORS' REMUNERATION

Remuneration payable to the directors in respect of their services to the Company was as follows:

| | <u>Year ended</u> <u>31/03/2014</u> | | <u>Year ended</u> <u>31/03/2013</u> | |
|----------------------|--|-----------------------|--|-----------------------|
| | Total | Highest paid director | Total | Highest paid director |
| | £'000 | £'000 | £'000 | £'000 |
| Aggregate emoluments | 50 | 28 | 46 | 38 |
| | <u>50</u> | <u>28</u> | <u>46</u> | <u>38</u> |

As at 31 March 2014, retirement benefits are accruing to no directors (2013: no directors) under defined contribution schemes sponsored by ICAP plc.

6. OTHER OPERATING EXPENSES

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

HARLOW (LONDON) LIMITED

Notes to the financial statements for the year ended 31 March 2014

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

| | <u>Year ended</u> <u>31/03/2014</u> £'000 | <u>Year ended</u> <u>31/03/2013</u> £'000 |
|---|---|---|
| a) Analysis of charge for the year | | |
| Current tax: | | |
| UK corporation tax | 129 | 447 |
| Adjustments in respect of prior years | - | (5) |
| | <u>129</u> | <u>442</u> |
| b) Factors affecting the tax charge for the year | | |
| Profit on ordinary activities before tax | <u>251</u> | <u>1,485</u> |
| Profit before tax multiplied by standard rate of corporation tax in the UK of 23% (2013: 24%) | 58 | 356 |
| Effects of: | | |
| Expenses not deductible for tax purposes | 74 | 91 |
| Adjustments in respect of prior years – current tax | - | (5) |
| Double tax relief | (3) | - |
| | <u>71</u> | <u>86</u> |
| Tax charge for the year | <u>129</u> | <u>442</u> |
| Effective tax rate | 51% | 30% |

Legislation to reduce the main rate of Corporation Tax from 23% to 21% from 1 April 2014 was included in the Finance Act 2013. Further reductions to the main rate have been enacted reducing it to 20% by 1 April 2015. As these latter changes have been substantially enacted at the balance sheet date they are therefore included in the tax charge. Deferred tax will unwind at a rate of 21% in the period to 31 March 2015 but this is not expected to have a material impact on the deferred tax balances.

HARLOW (LONDON) LIMITED

Notes to the financial statements for the year ended 31 March 2014

8. DEBTORS

| | <u>As at</u> <u>31/03/2014</u> £'000 | <u>As at</u> <u>31/03/2013</u> £'000 |
|---------------------------------|--|--|
| Current | | |
| Agency trade debtors | 948 | 1,080 |
| Provision for impairment | - | (1) |
| Net trade debtors | <u>948</u> | <u>1,079</u> |
| Amounts owed by Group companies | 4,650 | 4,485 |
| Other debtors | - | 132 |
| Prepayments and accrued income | 104 | 7 |
| | <u>5,702</u> | <u>5,703</u> |

The majority of net trade debtors which are neither impaired nor past their normal settlement dates are held with high quality credit institutions.

As at 31 March the following trade debtors were past their normal settlement date, but had not been impaired:

| | <u>As at</u> <u>31/03/2014</u> £'000 | <u>As at</u> <u>31/03/2013</u> £'000 |
|--------------------------------------|--|--|
| Less than 30 days | 569 | 763 |
| Over 30 days, but less than 90 days | 320 | 274 |
| Over 90 days, but less than 180 days | 58 | 41 |
| Over 180 days | <u>1</u> | <u>1</u> |
| | <u>948</u> | <u>1,079</u> |

9. CASH AT BANK AND IN HAND

| | <u>As at</u> <u>31/03/2014</u> £'000 | <u>As at</u> <u>31/03/2013</u> £'000 |
|--------------------------|--|--|
| Cash at bank and in hand | 71 | 26 |
| | <u>71</u> | <u>26</u> |

HARLOW (LONDON) LIMITED

Notes to the financial statements for the year ended 31 March 2014

10. CREDITORS

| | <u>As at</u> <u>31/03/2014</u> £'000 | <u>As at</u> <u>31/03/2013</u> £'000 |
|--|--|--|
| Amounts falling due within one year | | |
| Accruals | 240 | - |
| | <u>240</u> | <u>-</u> |

11. CALLED UP SHARE CAPITAL

| | <u>As at</u> <u>31/03/2014</u> £'000 | <u>As at</u> <u>31/03/2013</u> £'000 |
|--|--|--|
| Allotted and fully paid: | | |
| 1,200,000 Ordinary share(s) of £1 each (2013: 1,200,000) | 1,200 | 1,200 |
| | <u>1,200</u> | <u>1,200</u> |

12. ULTIMATE PARENT COMPANY

Parent company

The Company's immediate parent is ICAP Holdings Limited, which does not prepare consolidated financial statements.

The Company's ultimate parent is ICAP plc, which is incorporated in England and Wales, and heads the largest group of companies of which the Company is a member. ICAP plc prepares consolidated financial statements in accordance with IFRS and copies may be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR.