Company Number 03879508

Harlow (London) Limited

Annual Report and Financial Statements - 31 December 2020

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The Directors present their Annual Report and the audited financial statements of Harlow (London) Limited (the "Company") for the year ended 31 December 2020.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Company is a private limited company, incorporated in England and Wales, and is a wholly owned subsidiary within the TP ICAP Group plc group (the "Group").

The Company principally operated in the spot foreign exchange market, offering products in a wide variety of currencies including Euro, Sterling and Yen.

The directors consider that the year end financial position was satisfactory. The operational activities were transferred to a fellow subsidiary of the Group ICAP Securities Limited (now known as TP ICAP Markets Limited) as at September 2019. The Company is no longer active in the inter-dealer broking market. It is expected that the Company will be wound down and therefore the financial statements have been prepared on a basis other than going concern.

RESULTS

The results of the Company are set out in the Statement of profit or loss on page 10.

The (Loss) / profit after income tax for the financial year of (£2,000) (2019: profit of £592,000) has been transferred to Retained profits.

The Net assets of the Company are £624,000 (2019: £626,000).

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks in the Company's day to day operations can be categorised as Market, Credit, Operational, Liquidity, Capital management, Strategic and business risk.

Market risk is the vulnerability of the Company to movements in foreign exchange and interest rates. These risks are further discussed in Note 3, Financial risk management.

Credit risk is the risk of financial loss to the Company in the event of non-performance by a client or counterparty with respect to its contractual obligations to the Company.

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, systems or external events. Operational risk covers a wide and diverse range of risk types. The overall objective of the Company's operational risk management is not to avoid all potential risks but to proactively identify and assess risks and risk situations and manage them in an efficient and informed manner.

Liquidity risk is the risk that the Company, in periods of corporate or market volatility, will not have access to an appropriate level of cash or funding to enable it to finance ongoing operations or any reasonable unanticipated events on cost effective terms. Cash and cash equivalent balances are held with the principal objective of capital security and availability and with a secondary objective of generating return. Funding requirements and Cash and cash equivalent exposures are monitored by Group Finance and Operations.

Capital management risk is the risk of failure to maintain adequate levels of capital. The Company closely monitors regulatory developments in the market and is actively involved in the consultation and rule-setting process so as to ensure an informed debate on all regulatory issues potentially affecting IDB markets, both on an individual firm basis and through trade associations. The board undertakes an informed assessment of whether the Company holds sufficient capital in the context of the business objectives taking into account the nature of its business model, its risk profile, its risk management framework and its current capital resources.

Strategic and business risk is the risk that the Company's ability to do business might be damaged through its failure to adapt to changing market dynamics and customer requirements .

Management have the day-to-day responsibility for ensuring that the Company operates in accordance with the Enterprise Risk Management Framework. The Group has approved policies and procedures to manage key risks. Further details of the Enterprise Risk Management Framework are outlined in the Group's Annual Report, which does not form part of this report.

During 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic. As at the date of this report, the outbreak of a novel COVID-19 virus continues to be a challenge for governments around the world, including the United Kingdom. Restrictions regarding the movement of people has generated widespread disruption, which has impacted the global financial markets. In response, the Group, including the Company, has activated its Business Continuity Planning strategies, which include the introduction of measures to allow a significant proportion of our employees to work remotely, to safeguard their wellbeing and to continue Company operations and support of our clients. The full extent of how these conditions will impact the Company is not yet known as there is uncertainty around the duration and severity. Therefore, while we expect this matter to impact our business, results of operations, and financial position, the related financial impact cannot be reasonably estimated at this time. The Company has a positive net asset value and cash reserves available to help preserve its financial flexibility.

Harlow (London) Limited
Strategic report
31 December 2020

SECTION 172(1) STATEMENT

The directors provide this statement describing how they have had regard to the matters set out in Section 172(1) of the Companies Act 2006, when performing their duty to promote the success of the Company. Further details on key actions in this regard are also contained in the Group Corporate Governance Report. This statement also provides details of how the directors have engaged with and had regard to the interests of our key stakeholders.

Our stakeholders

The Group believes that engagement with our shareholders and wider stakeholder groups plays a vital role throughout the business. During 2020 we maintained its focus on engagement with stakeholders as well as increasing our attention on Environment, social and governance ("ESG") matters. During the year the Company strengthened its risk and governance framework with the adoption of a UK Regulated Entity Governance Framework which forms part of the Group's Governance Framework. The structure and form of Company and Committee papers have been reviewed and, as a result, changes were implemented to ensure that Section 172(1) considerations are considered in Board discussion and decision making.

- Group Shareholders
  The Group Board believes that engagement with our shareholders is of key importance to the business. During the year, the Board considered whether to pay dividends to its shareholder, taking into account the impact of such distributions on the long-term prospects of the business. Further information on the tailored engagement approach which is adopted towards the Group's shareholders is carried out at Group level, details of which are included in the Group's Annual Report which does not form part of this report.

Environment and Community

The directors are aware of society's increasing focus on ESG and is committed to striving to operate in a sustainable and responsible way whilst delivering value for our stakeholders. Further details of the Group's key community initiatives and reporting on greenhouse gas emissions can be found in the Strategic report and Directors' report within the Group's Annual Report which does not form part of this report.

KEY PERFORMANCE INDICATORS

The Company's return on assets, calculated as net profit divided by net assets, is -0.4% (2019: 94.6%).

The directors of TP ICAP Group plc manage the Group's operations on a regional basis. For this reason, the Company's directors believe that further 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 the Group, which includes the Company, are discussed in the Annual Report of TP ICAP plc (now known as TP ICAP Limited), 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:

Alan Kelly

A Kelly
Director

17 August 2021

Harlow (London) Limited
Directors' report
31 December 2020

DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

PRINCIPAL ACTIVITIES
The Company's principal activity was voice broking on an agency basis in the spot foreign exchange markets. On transfer of this activity to a fellow Group subsidiary, the Company ceased operational activity as at September 2019.

The Company transferred its operational activities to a fellow subsidiary, ICAP Securities Limited and has since ceased its principal activity. On that basis, the financial statements have been prepared on a basis other than going concern.

The Company is incorporated in the United Kingdom and domiciled in England and Wales. The Company is a private company limited by shares. The registered office is 135 Bishopsgate, London, EC2M 3TP.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS
Details of business review and future developments can be found in the Strategic Report on page 1.

PRINCIPAL RISKS AND UNCERTAINTIES
Principal risks and uncertainties are explained on page 2 of the Strategic Report and are detailed in Note 3, Financial risk management.

GOING CONCERN
The directors transferred the Company's operational activities to a fellow subsidiary of TP ICAP Group plc, and the financial statements have therefore been prepared on a basis other than going concern. Preparation of the financial statements on an 'other than going concern' basis has had no material impact on the financial statements reported.

DIVIDENDS
During the year ended 31 December 2020 the directors declared and paid dividends on the ordinary shares of £Nil (2019: £3,498,000).

DIRECTORS
The following persons were Directors of the Company during the financial year and up to the date of this report, unless otherwise stated:

A Berry
A Kelly
M Planquart (resigned on 1 September 2020)
D McClumpha (appointed on 26 November 2020)

DIRECTOR'S INDEMNITIES
The Company's ultimate parent, TP ICAP Group plc, has made qualifying third party indemnity provisions for the benefit of its directors which remain in force at the date of this report.

SECTION 172(1) STATEMENT
The Company has prepared a statement in compliance with Section 172(1) of the Companies Act 2006. Details of this statement can be found in the Strategic Report on page 3.

ENVIRONMENTAL POLICY
TP ICAP recognises it has a responsibility to help protect the environment and respond to the global climate crisis. This means minimising the environmental impact of our operations.

Responsibility for environmental matters rests with the Board, and is included in its terms of reference. The Chief Executive Officer is the Board member responsible for corporate social responsibility across the Group. These policies and practices are outlined in TP ICAP plc's (now known as TP ICAP Limited) Annual Report, which does not form part of this report.

POLITICAL CONTRIBUTIONS
There were no political contributions made by the Company during the year (2019: £Nil).

DISABLED EMPLOYEES
Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

EMPLOYEE CONSULTATION

The Company is committed to attracting, retaining, developing and advancing the most qualified persons without regard to their race, ethnicity, religion or belief, gender, age, sexual orientation or disability. This commitment is underpinned by policies on equal opportunities, harassment and discrimination, to which all employees are required to adhere.

The Company participates in the Group's policies and practices relating to current and prospective employees. These policies and practices are outlined in the Group's Annual Report which does not form part of this report.

POST BALANCE SHEET EVENTS

In February 2021, the shareholders of TP ICAP plc approved the re-domiciliation of the Group from the UK to Jersey by means of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 ("the Scheme").

The Scheme became effective on 26 February 2021 and, as a result, TP ICAP Group plc became the new ultimate parent and controlling party of the Group.

Shortly after the Scheme became effective, the former ultimate parent and controlling party of the Group, TP ICAP plc, changed its status to that of a private company and was renamed TP ICAP Limited.

On 7 May 2021, the Company's registered office changed to 135 Bishopsgate, London, EC2M 3TP.

There have been no other post balance sheet events from 31 December 2020 up to the date of signing which require separate disclosure.

INDEPENDENT AUDITOR

The Company's incumbent auditor, Deloitte LLP, have indicated their willingness to continue in office and, in the absence of an Annual General Meeting, are deemed reappointed in the next financial year.

PROVISION OF INFORMATION TO THE AUDITOR

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

This report is authorised for issue by the board of directors.

Approved by the board and signed on its behalf by:

Alan Kelly

A Kelly
Director

17 August 2021

Company number: 03879508

Harlow (London) Limited
Directors' responsibilities statement
31 December 2020

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 FRS 101 "Reduced Disclosure Framework". 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 year.

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 FRS 101 'Reduced Disclosure Framework' has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm they have complied with all the above requirements in preparing the financial statements.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Harlow (London) Limited
Independent auditor's report to the members of Harlow (London) Limited
31 December 2020

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Harlow (London) Limited (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of profit or loss;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 19.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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.

Emphasis of matter – Financial statements prepared other than on a going concern basis

We draw attention to note 1 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

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 contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Harlow (London) Limited
Independent auditor's report to the members of Harlow (London) Limited
31 December 2020

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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud
Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team, including relevant internal specialists such as tax, and IT, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.
In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Giles Lang

Giles Lang FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
17 August 2021

Harlow (London) Limited
Statement of profit or loss
For the year ended 31 December 2020

	Note	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Revenue		-	3,216
Other operating income / (expenses)	8	2	(33)
Expenses			
Administrative expenses	5	(20)	(2,500)
Operating (loss) / profit		(18)	683
Interest receivable and similar income	9	16	71
(Loss) / profit before income tax		(2)	754
Income tax	10	-	(162)
(Loss) / profit after income tax for the year		(2)	592

The loss after income tax for the current and prior year is derived solely from discontinued operations.

There were no items of other comprehensive income in the current or prior year other than the (loss) / profit for the current or prior year and, accordingly, no Statement of other comprehensive income is presented.

The above Statement of profit or loss should be read in conjunction with the accompanying notes

Harlow (London) Limited
Balance sheet
As at 31 December 2020

	Note	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Assets			
Current assets			
Debtors	11	723	927
Cash and cash equivalents	12	52	-
		775	927
Deferred tax asset	10	-	2
Total current assets		775	929
Total assets		775	929
Liabilities			
Current liabilities			
Creditors	13	-	10
Bank overdraft		-	6
Tax payable	10	151	287
Total current liabilities		151	303
Total liabilities		151	303
Net assets		624	626
Equity			
Issued capital	14	-	-
Retained profits		624	626
Total equity		624	626

The financial statements on page 10 to 25 were approved and authorised for issue by the board of directors on 17 August 2021 and were signed on its behalf by:

Alan Kelly

A Kelly
Director

17 August 2021
Company number 03879508

The above Balance sheet should be read in conjunction with the accompanying notes

Harlow (London) Limited
Statement of changes in equity
For the year ended 31 December 2020

	Issued capital £'000	Share premium £'000	Retained profits £'000	Total equity £'000
Balance at 1 January 2019	1,200	300	2,032	3,532
Profit after income tax for the year	-	-	592	592
Other Comprehensive income for the year, net of tax	-	-	-	-
Total Comprehensive income for the year	-	-	592	592
Reduction of issued capital (Note 14)	(1,200)	(300)	1,500	-
Dividends paid (Note 16)	-	-	(3,498)	(3,498)
Balance at 31 December 2019	-	-	626	626

	Issued capital £'000	Share premium £'000	Retained profits £'000	Total equity £'000
Balance at 1 January 2020	-	-	626	626
Loss after income tax for the year	-	-	(2)	(2)
Other Comprehensive income for the year, net of tax	-	-	-	-
Total Comprehensive loss for the year	-	-	(2)	(2)
Balance at 31 December 2020	-	-	624	624

The above Statement of changes in equity should be read in conjunction with the accompanying notes

Note 1. General information and principal accounting policies

General information
The Company is a private company limited by shares, incorporated in England and Wales. The registered office is 135 Bishopsgate, London, England, EC2M 3TP.

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to the year and period presented, unless otherwise stated.

Going concern
The directors transferred the Company's operational activities to a fellow subsidiary of TP ICAP Group plc, and the financial statements have therefore been prepared on a basis other than going concern. Preparation of the financial statements on an 'other than going concern' basis has had no material impact on the financial statements reported.

Basis of preparation
The financial statements of the Company have been prepared in accordance with FRS 101 "Reduced Disclosure Framework" and the Companies Act 2006. As permitted, the Company has taken advantage of disclosure exemptions, including: Statement of cash flow, disclosure of new accounting standards not yet mandatory, presentation of comparative information for tangible and intangible fixed assets, key management compensation, related party transactions between wholly owned Group companies, and share-based payments. Where relevant, equivalent disclosures have been given in the Group financial statements of TP ICAP plc. Items which are of a non-recurring nature and material, when considering both size and nature, are disclosed separately to give a clearer presentation of the Company's results.

The Company's ultimate parent and controlling party is TP ICAP Group plc (incorporated in Jersey). As at the year end, the Company's ultimate parent and controlling party was TP ICAP plc (now known as TP ICAP Limited) (incorporated in the United Kingdom) whose consolidated financial statements are available from Companies House.

The financial statements are prepared in Pound sterling, which is the functional currency of the Company.

Historic cost convention
The financial statements are prepared under the historical cost convention, as modified by financial instruments recognised at fair value.

Revenue
Revenue comprised of:

Agency brokerage, where the Company earns commission on transactions where it acts as agent. The Company acts in a non-advisory capacity to match buyers and sellers of financial instruments and raises invoices for the service provided. The Company does not act as principal and only receives and transmits orders between counterparties. Amounts receivable at the year end are reported as Agency trade debtors within Debtors.

The Company has applied IFRS 15, a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A contract-based revenue recognition model is used, with a measurement approach that is based on an allocation of the transaction price. Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the Company, which is normally trade date, or at the time of the simultaneous commitment by the counterparties to sell and purchase the financial instrument. Revenue is stated net of VAT, rebates and discounts. Amounts receivable at the year end are reported in Note 11, Current assets - Debtors.

Pension costs
Certain employees of the Company participate in a Group defined contribution pension scheme operated by TP ICAP plc (now known as TP ICAP Limited). The Company's contributions to the scheme are charged to the Statement of profit or loss on an accruals basis.

Interest receivable and similar income
Interest revenue is recognised as interest and accrues using the applicable effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Note 1. General information and principal accounting policies (continued)

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

Calculations of current and deferred tax liability are 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 initially recorded, such differences will impact the current and deferred tax amounts in the year in which a reassessment of the liability is made.

Deferred tax
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.

Dividends paid
Dividends are recognised as deductions from Retained profits in the year in which they are paid.

Foreign currencies
Transactions denominated in foreign currencies are translated into functional currency at the rates of exchange prevailing on the date of each transaction. At each balance sheet date, monetary assets and liabilities denominated in foreign currency are retranslated at rates prevailing on the balance sheet date. Exchange differences are taken to the Statement of profit or loss. Non-monetary assets and liabilities carried at fair value denominated in foreign currency are translated at the rates prevailing at the date when the fair value was determined.

Cash and cash equivalents
Cash and cash equivalents comprises of cash in hand, 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 within less than three months.

Debtors
Debtors are recognised at amortised cost less expected credit loss provision. All provisions are recorded within Administrative expenses in the Statement of profit or loss.

Creditors
These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year where the invoice is unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and usually paid within 30 days of recognition.

Note 1. General information and principal accounting policies (continued)

Financial instruments
The Company has applied IFRS 9 in valuing its financial instruments. The Company had no hedging relationships as at this date or during the current reporting year. Classification of financial assets is based both on the business model within which the asset is held and the contractual cash flow characteristics of the asset. There exist three principal classification categories for financial assets that are debt instruments:

(i) fair value through other comprehensive income 'FVOCI';
(ii) fair value through profit or loss 'FVTPL'; and
(iii) amortised cost.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in Other Comprehensive Income ("OCI"). This election is made on an investment-by-investment basis.

Equity investments in scope of IFRS 9 are measured at fair value with gains and losses recognised in the Statement of profit or loss unless an irrevocable election has been made to recognise gains or losses in OCI. Under IFRS 9, derivatives embedded in financial assets are not bifurcated but instead the whole hybrid contract is assessed for classification.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as an asset measured at FVTPL, if in doing so, it eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset is measured at amortised cost only if the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets
IFRS 9 applies the Expected Credit Loss ("ECL") model to financial assets measured at amortised cost and debt investments at FVOCI, but not to investments in equity instruments.

The financial assets at amortised cost consist of Trade and other debtors, Cash and cash equivalents and other Intercompany debtors. ECL of Trade and other debtors and Cash and cash equivalents is calculated using simplified method (lifetime ECL) while Intercompany debtors adopt the general approach (12 month ECL).

Under IFRS 9, loss allowances are measured on either of the following bases:
- 12-month ECLs: that result from expected default events within 12 months of the reporting date; and
- lifetime ECLs: that result from all default events anticipated during the expected life of a financial instrument.

The Company measures loss allowances at an amount equal to lifetime ECLs. The only exception is Cash and cash equivalents and Intercompany positions for which credit risk has not increased significantly since initial recognition, which is measured as 12-month ECLs. The Company has elected to measure loss allowances for Debtors at an amount equal to lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information, The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

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 by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Measurement of Expected Credit Loss ("ECL")
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 are discounted at the effective interest rate of the financial asset.

Note 1. General information and principal accounting policies (continued)

Credit-impaired financial assets
At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is credit impaired when one or more events have occurred that have a detrimental impact on estimated future cash flows of the financial asset.

Intercompany current accounts
Intercompany current accounts are shown in accordance with the netting agreement, which allows netting of bilateral intercompany balances within entities that are party to the netting agreement.

Intercompany loan
Intercompany loans are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method. Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Bank overdrafts
Bank overdrafts are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Issued capital
Ordinary shares are classified as equity.

New and revised IFRS in issue and mandatorily effective during the year
Management have reviewed the new and revised IFRS in issue and mandatorily effective during the year. These standards have not had a material impact on the financial statements of the Company in the period of initial application

New and revised IFRS in issue but not yet effective
Management have reviewed the new and revised IFRS in issue but not yet effective and anticipates these standards will have no material impact on the financial statements of the Company in the period of initial application.

Note 2. Key accounting judgements and sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements, estimates and assumptions in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events that management believes to be reasonable under the circumstances. There are no critical accounting judgements, estimates, and assumptions and there are no sources of estimation uncertainty that are likely to affect the current or future financial years.

Harlow (London) Limited
Notes to the financial statements
31 December 2020

Note 3. Financial risk management

Financial risk factors
The Company's activities expose it to a variety of financial risks, including market, credit, liquidity and capital management risk. The overall financial risk management framework, strategy and policies of the Company are determined by the board of its ultimate parent company, TP ICAP plc. It does this through the Board Risk Committee, Group Executive Risk Committee and regional risk committees. The Company does not manage its own financial risk framework.

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Financial assets		
Debtors less prepayments (Note 11)	723	927
Cash and cash equivalents (Note 12)	52	-
Total financial assets	775	927

Market risk

Market Risk includes risks arising from movements in foreign exchange, interest rates, market prices and fair value.

Foreign exchange risk

The Company is exposed to both transactional and translational fluctuations in the value of financial instruments due to exchange rate movements. Transactional exposure arises from expenses incurred and revenue earned in currencies other than the Company's functional currency (sterling). Translational exposure arises on the conversion of the foreign currency denominated assets and liabilities into sterling.

It is estimated that a 10 cent increase in the exchange rates of United States Dollar and Euro against sterling as at 31 December 2020 would negatively impact the Company's Statement of profit or loss and Retained profits by £Nil and £Nil respectively (2019: £3,000 and £2,000). Any movement in the remainder currencies against sterling is not expected to have a significant input on the financial statements (2019: £Nil).

The table below summarises the Company's exposure to foreign and domestic currencies as at 31 December 2020:

	GBP £'000	EUR £'000	Other £'000	USD £'000	Total £'000
Financial assets					
Debtors less prepayments	723	-	-	-	723
Cash and cash equivalents	52	-	-	-	52
Total financial assets	775	-	-	-	775
Financial liabilities					
Creditors	-	-	-	-	-
Total financial liabilities	-	-	-	-	-
Net financial assets	775	-	-	-	775

The table below summarises the Company's exposure to foreign and domestic currencies as at 31 December 2019:

	GBP £'000	EUR £'000	Other £'000	USD £'000	Total £'000
Assets					
Debtors less prepayments and accrued income	854	25	2	46	927

Note 3. Financial risk management (continued)

Liabilities					
Creditors	(10)	-	-	-	(10)
Bank overdraft	(6)	-	-	-	(6)
Total financial liabilities	(16)	-	-	-	(16)
Net financial assets	838	25	2	46	911

Interest rate risk

The Company's interest rate risk arises from Cash and cash equivalents and intercompany balances where changes in market interest rates can have an adverse impact on cash flows and income streams. Interest rate risk is monitored at a Group level by the Board Risk Committee. In terms of cash and other interest bearing investments, the Company must comply with the Enterprise Risk Management Framework, which includes policies and procedures for these key risks. Limits are in place to restrict the amount that can be invested at one institution and all investments must be credit rated AA or above and be for less than 18 months, unless approved by the Board Risk Committee.

As at 31 December 2020, there were no instruments with a contracted maturity or re-pricing date in excess of 18 months.

The Company estimates that an increase of 1% in interest rates would positively impact the Company's Statement of profit or loss and Retained profits by £Nil (2019: £18,000).

The Company's interest rate profile as at 31 December 2020 was as follows:

	None £'000	Fixed £'000	Variable £'000	Total £'000
Financial assets				
Debtors less prepayments	339	-	384	723
Cash and cash equivalents	-	-	52	52
Total financial assets	339	-	436	775
Financial liabilities				
Creditors	-	-	-	-
Total financial liabilities	-	-	-	-

The Company's interest rate profile as at 31 December 2019 was as follows:

	None £'000	Fixed £'000	Variable £'000	Total £'000
Assets				
Debtors less prepayments	543	-	384	927
Liabilities				
Creditors	(10)	-	-	(10)
Bank overdraft	-	-	(6)	(6)
Total financial liabilities	(10)	-	(6)	(16)

Note 3. Financial risk management (continued)

Price risk
The Company's activities do not expose it to price risk.

Fair value
Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The fair values of financial instruments are determined as per the Company's accounting policies.

As at 31 December 2020 there are no financial assets or liabilities whose carrying value was not a reasonable approximation of its fair value (2019: £Nil).

Credit risk

Credit risk arises from the potential that a counterparty is unable or unlikely to perform an obligation resulting in a loss for the Company. When the Company enters into transactions only when executing on behalf of customers, providing customer access to clearing, or provides additional fee-based services to customers, there does exist short-term credit exposure, prior to clearing and settlement, and outstanding receivables that the Company manages. All counterparties are subject to regular review and assessment by regional credit officers and credit limits are set and approved by the appropriate credit committee. Limits are set based on Group parameters determining the maximum loss any one company (within the Group) can suffer as a result of counterparty default.

The Company has no significant concentrations of credit risk and the maximum exposure is limited to Debtors (Note 11) and Cash and cash equivalents (Note 12).

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and ensuring the availability of funding through an adequate amount of committed credit. This ensures that the Company can meet present and future financial obligations as they fall due and comply with regulatory requirements. The Board Risk Committee monitors free cash resources ensuring that all companies within the Group maintain sufficient resources to finance their operations and that all investments comply with the Enterprise Risk Management Framework. This dictates borrowing and investing limits based on an institution's credit rating and the nature of financial instruments that can be held. The Company's exposure to liquidity risk is considered insignificant.

The following tables show the maturity of the Company's liabilities:

	On demand £'000	Less than 3 months £'000	3 months to 1 year £'000	More than 1 year £'000	Total £'000
31 December 2020					
Creditors	-	-	-	-	-
Total financial liabilities	-	-	-	-	-
31 December 2019					
Creditors	(2)	(8)	-	-	(10)
Bank overdraft	(6)	-	-	-	(6)
	(8)	(8)	-	-	(16)

Note 4. Revenue

Revenue by type:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Brokerage income	-	3,216

Revenue by geographical market:

	Year ended 31 Dec 2020	Year ended 31 Dec 2019
EMEA	-	3,216

Note 5. Administrative expenses

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Employment costs (Note 6)	-	1,352
Other staff costs	-	21
Travel and entertainment	-	70
Market data and telecommunications	-	186
Professional fees	-	3
Service fees	21	867
Other administrative costs	(1)	1
	20	2,500

Fees paid to the Company's auditor, Deloitte 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, TP ICAP plc (now known as TP ICAP Limited), include these fees on a consolidated basis.

Fees payable for the audit of the financial statements were £34,592 (2019: £32,945).

Note 6. Employment costs

Employment costs borne by the Company comprise:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Wages, salaries, bonuses and incentive payments	-	1,177
Social security	-	168
Other pension	-	7
Total employment costs	-	1,352

For the year ended 31 December 2020, the average number of employees identified as being directly involved in the operation of the Company was Nil (2019: 6 comprising of 6 brokers and Nil support staff).

Employment costs were borne by a fellow subsidiary company of the Group and were charged to the Company by way of management charges.

Note 7. Directors Remuneration

Remuneration payable to the directors in respect of their services to the Company comprises the following:

	Year ended 31 Dec 2020 Total £'000	Year ended 31 Dec 2020 Highest Paid Director £'000	Year ended 31 Dec 2019 Total £'000	Year ended 31 Dec 2019 Highest Paid Director £'000
Aggregate emoluments	-	-	18	14

As at 31 December 2020, no retirement benefits are accruing to directors (2019: Nil) under defined contribution schemes sponsored by TP ICAP plc (now known as TP ICAP Limited).

Note 8. Other operating income / (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.

Note 9. Interest receivable and similar income

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Group related company loan	16	71

Note 10. Income tax

Analysis of charge for the year:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Current tax		
UK Corporation tax - current year	(1)	154
Adjustment recognised for prior years - deferred tax	2	3
Adjustment in respect of prior years - current tax	(2)	1
Overseas tax	1	4
Aggregate income tax	-	162
Deferred tax included in income tax comprises:		
Decrease in deferred tax assets	2	3
Numerical reconciliation of income tax and tax at the statutory rate		
(Loss) / profit before income tax	(2)	754
Tax at the statutory tax rate of 19%	-	143
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Expenses not deductible for tax purposes	(1)	11
	(1)	154
Adjustment in respect of prior years - current tax	(2)	1
Adjustment in respect of prior years - deferred tax	2	3
Overseas tax	1	4
Income tax	-	162
Effective tax rate	14.1%	21.5%

In the UK, legislation to reduce the corporation tax rate from 20% to 19% from 1 April 2017 and from 19% to 17% from 1 April 2020 was previously enacted. The government subsequently announced that the reduction to 17% would not go ahead, which was enacted accordingly. As at 31 December 2020, UK deferred tax was therefore expected to unwind at a rate of 19%. On 3 March 2021, the UK Government announced a proposed increase in the rate of corporation tax from 19% to 25%, effective from 1 April 2023. The effect of the proposed increase to 25% is not expected to have a material impact on the deferred tax position of the company.

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Deferred tax asset		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
Capital allowances	-	1
IFRS 9 adjustment	-	1
Deferred tax asset	-	2
Movements:		
Opening balance	2	5
Charged to profit or loss	(2)	(3)
Closing balance	-	2

Note 10. Income tax (continued)

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Provision for income tax	151	287

Note 11. Current assets - Debtors

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Agency trade debtors	6	174
Expected credit loss	(6)	(8)
	-	166
Loan owed by Immediate parent company	386	386
Amounts owed by Group related companies	341	379
Expected credit loss	(4)	(4)
	723	761
	723	927

The majority of net trade debtors which aren't impaired are held with high quality credit institutions.

Maximum exposure to credit risk is limited to Debtors (Note 11) and Cash and cash equivalents (Note12).

Loan owed by Group related company is repayable on demand and interest is charged at 3.5% above GBP LIBOR. Amounts owed by Group related companies are unsecured, non-interest bearing and repayable on demand.

The following trade debtors were unsettled:

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Less than 30 days	-	26
Over 30 days but less than 90 days	-	7
Over 90 days	-	133
	-	166

Note 12. Current assets - Cash and cash equivalents

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Cash at bank and in hand	52	-

Note 13. Current liabilities - Creditors

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Other creditors	-	8
Amounts owed to Group related companies	-	2
	-	10

Note 14. Equity - Issued capital

	As at 31 Dec 2020 Shares	As at 31 Dec 2019 Shares	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Authorised, issued and fully-paid ordinary shares of £1 each	1	1	-	-

During the year ended 31 December 2019, the Company reduced its issued capital by cancelling 1,199,999 ordinary shares.

Note 15. Equity - Share premium

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

During the year ended 31 December 2019, the Company cancelled the Share premium as a result of the reduction of issued capital.

Note 16. Equity - Dividends

Dividends paid during the financial year were as follows:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Dividend paid of £Nil per ordinary share (2019: £3,497,570 per ordinary share)	-	3,498

Note 17. Guarantees and contingent liabilities

There are no individual matters, which are considered to pose a significant risk of material adverse financial impact on the Company's results or net assets.

Note 18. Events after the reporting period

In February 2021, the shareholders of TP ICAP plc approved the re-domiciliation of the Group from the UK to Jersey by means of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 ("the Scheme").

The Scheme became effective on 26 February 2021 and, as a result, TP ICAP Group plc became the new ultimate parent and controlling party of the Group.

Shortly after the Scheme became effective, the former ultimate parent and controlling party of the Group, TP ICAP plc, changed its status to that of a private company and was renamed TP ICAP Limited.

On 7 May 2021, the Company's registered office changed to 135 Bishopsgate, London, EC2M 3TP.

There have been no other post balance sheet events from 31 December 2020 up to the date of signing which require separate disclosure.

Note 19. Immediate and ultimate parent company

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

At the year end, the Company's ultimate parent and controlling party was TP ICAP plc (now known as TP ICAP Limited), which is incorporated in the United Kingdom, and headed the largest and smallest group of companies of which the Company is a member. TP ICAP plc prepared consolidated financial statements in accordance with IFRS. Copies of TP ICAP plc financial statements are available from the registered office: 135 Bishopsgate, London, EC2M 3TP.

After the year end and as a result of the Scheme, the Company's ultimate parent and controlling party became TP ICAP Group plc, which is incorporated in Jersey, and now heads the largest and smallest group of companies of which the Company is a member. TP ICAP Group plc will prepare consolidated financial statements in accordance with IFRS. Copies of TP ICAP Group plc financial statements will be available from the registered office: 22 Grenville Street, St Helier, Jersey JE4 8PX.