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Company Registration No. 4050205 (England and Wales)









CREATIVITY ENTHUSIASM ENERGY VISION

SUPERDERIVATIVES UK LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015.



COMPANIES HOUSE

COMPANY INFORMATION

Directors

Y Levy

S Hill

L Martin

(Appointed 10 March 2016) (Appointed 10 March 2016)

Secretary

P Davis

Company number

4050205

Registered office

Milton Gate

60 Chiswell Street

London EC1Y 4SA United Kingdom

Auditor

H W Fisher & Company

Acre House

11-15 William Road

London NW1 3ER United Kingdom

Bankers

Barclays Bank Plc

London Corporate Banking

Clifford House 83-117 Euston Road

London NW1 2BB

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their annual report and financial statements for the year ended 31 December 2015.

Principal activities

The principal activity of the company continues to be the marketing in the UK and Europe of an internet based derivatives decision making software.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Y Levy

S Hill

(Appointed 10 March 2016)

L Martin

(Appointed 10 March 2016)

D Gershon

(Resigned 10 March 2016)

Results and dividends

The results for the year are set out on page 5.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Auditor

Following the submission of the financial statements, it is the intention of the Company to change Auditors.

Statement of disclosure to 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 of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

S Hill

Director

21.9.2016

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SUPERDERIVATIVES UK LIMITED

We have audited the financial statements of Superderivatives UK Limited for the year ended 31 December 2015 set out on pages 5 to 16. 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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 annual 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 financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 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.

Opinion on other matters prescribed by the Companies Act 2006

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF SUPERDERIVATIVES UK LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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; or .
- the company is entitled to claim exemption in preparing a strategic report due to it being a member of an ineligible group.

Michael Davis (Senior Statutory Auditor) for and on behalf of H W Fisher & Company

Chartered Accountants Statutory Auditor Acre House

11-15 William Road London NW1 3ER United Kingdom

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2015

		2015	2014
	Notes	£	£
Turnover	3	6,222,685	6,305,095
Administrative expenses		(6,095,031)	(6,165,420)
Other operating income		223,746	208,897
Operating profit	4	351,400	348,572
Interest receivable and similar income	7	255	1,807
Interest payable and similar charges	8	•	(590)
Profit before taxation		351,655	349,789
Taxation	9	(82,417)	(102,022)
Profit for the financial year		269,238	247,767
•		. =====	

The profit and loss account has been prepared on the basis that all operations are continuing operations.

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2015

	2015 £	2014 £
Profit for the year	269,238	247,767
Other comprehensive income		·
		
Total comprehensive income for the year	269,238	247,767
	====	_

BALANCE SHEET

AS AT 31 DECEMBER 2015

		201	1 5	201	∆
	Notes	£	£	£	£
Fixed assets				•	
Tangible assets	10	•	24,629	·	, 93,203
Current assets				i	
Debtors	11	3,834,638		3,270,418	•
Cash and cash equivalents		339,421	••	4,814,439	٠
•		4,174,059		8,084,857	
Creditors: amounts falling due within one year	. 12	(1,849,965)		(6,098,575)	. `
Net current assets			2,324,094		1,986,282
Total assets less current liabilities			2,348,723		2,079,485
		•			
Capital and reserves					
Called up share capital	14	•	1		. 1
Profit and loss reserves			2,348,722		2,079,484
Total equity			2,348,723		. 2,079,485
			<u></u>	,	====

The financial statements were approved by the board of directors and authorised for issue on 21. Sphere 2 and are signed on its behalf by:

S Hill

Director

Company Registration No. 4050205

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015

	-	Notes	Share capital	Profit and loss reserves	Total £
		Tiotes	~	•	. ~
Balance at 1 January 2014	. '		1	1,831,717	1,831,718
Year ended 31 December 2014:	•	•	•		
				247,767	. 247.767
Profit and total comprehensive income for the year	•	,		247,707	247,767
Balance at 31 December 2014	•		. 1	2,079,484	2,079,485
Year ended 31 December 2015:	٠.		·		
Profit and total comprehensive income for the year				269,238	269,238
Balance at 31 December 2015			• . 1	2,348,722	2,348,723
•					

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015

1 Accounting policies

Company information

Superderivatives UK Limited is a company limited by shares incorporated in England and Wales. The registered office is Milton Gate, 60 Chiswell Street, London, EC1Y 4SA, United Kingdom.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared on the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the year ended 31 December 2015 are the first financial statements of Superderivatives UK Limited prepared in accordance with FRS 102 reduced disclosures for subsidiaries, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 January 2014. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' Carrying
 amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of
 determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value
 changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' Share-based payment expense charged to profit or loss, reconciliation of
 opening and closing number and weighted average exercise price of share options, how the fair value of
 options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based
 payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Intercontinental Exchange Inc. These consolidated financial statements are available from its registered office, 5660 New Northside Drive, Atlanta, Gerorgia.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is derived from ordinary activities. It represents management charges receivable from the parent company, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

1 Accounting policies

(Continued)

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Land and buildings Leasehold

over period of lease

Plant and machinery

33% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.6 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts.

1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

1 Accounting policies

(Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.9 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.10 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.11 Leases

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.12 Foreign exchange

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

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2015 £	2014 £
Turnover	· &	
	6,222,685	6,305,095
Other significant revenue		•
Interest income	255	1,807
Rent receivable	223,746	208,897
		
Turnover analysed by geographical market		•
	2015	2014
	£	£
** * 1**		
United Kingdom	6,222,685	6,305,095
		<u> </u>
Operating profit		
Operating profit	2015	2014
Operating profit for the year is stated after charging/(crediting):	£	. £
operating profit to the year is stated after emarging (ereating).	~	_
Exchange (gains)/losses	(8,409)	.8,318
Fees payable to the company's auditor for the audit of the company's financial		
statements	5,333	5,196
Depreciation of owned tangible fixed assets	69,713	140,798
Operating lease charges	557,280	514,830
	=====	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

5 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

		2015	2014
		Number	Number
	Sales and Administrative	17	26
		=====	
	Their aggregate remuneration comprised:	2017	•••
		2015	2014
		£	£
	We are a declared	2 407 274	2 107 202
	Wages and salaries	3,487,374	3,126,322
	Social security costs	387,767	1,315,913
	Pension costs	98,621	-
		3,973,762	4 442 225
		3,973,762	4,442,235
			
6	Directors' remuneration		
٠.	Directors remuniciation	2015	2014
		£ .	£014
		•	
	Remuneration for qualifying services	858,281	380,740
	The state of the s	====	=====
		. •	
	Remuneration disclosed above include the following amounts paid to the highest paid dis	ector:	•
			•
	Remuneration for qualifying services	846,248	380,740
. •		_=	·====
7	Interest receivable and similar income		
		2015	2014
		£	£
	Interest income		
	Interest on bank deposits	255	1,807
		===::	
			•
8	Interest payable and similar charges	·	
		2015	2014
		£	£
	Other interest	-	. 590
		. -	590
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

2015 £ 82,799 (382) 82,417 mut as follows: 2015	2014 £ 103,217 (1,195 102,022 2014
(382) 82,417 mut as follows: 2015	(1,195
(382) 82,417 mut as follows: 2015	(1,195
(382) 82,417 mut as follows: 2015	(1,195
82,417 ====================================	102,022
nt as follows:	2014
nt as follows:	2014
2015	
2015	
2015	
	, £
£	
251 655	240.790
351,655	349,789
71,210	75,170
3,566	6,015
(382)	(1,195
7,850	21,635
	397
1/3	
	7,850

Deferred tax assets of £19,258 (2014: £13,461) have not been recognised in these accounts because there is insufficient certainty over their recoverability.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

10	Tangible fixed assets			
		Land and	Plant and	Total
		buildings Leasehold	machinery	
		£	£	£
	Cost	~ .	~	~
	At 1 January 2015	52,929	1,107,563	1,160,492
	Additions	52,727	1,107,303	1,100,432
	Additions		1,139	1,139
	At 31 December 2015	52,929	1,108,702	1,161,631
	At 31 December 2013	32,929	1,100,702	1,101,031
	Depreciation and impairment		 _	-,
٠		52.020	1.014.260	1.067.000
	At 1 January 2015	52,929	1,014,360	1,067,289
	Depreciation charged in the year	· -	69,713	69,713
	44.21 December 2015	52.020	1.004.072	1 127 002
	At 31 December 2015	52,929	1,084,073	1,137,002
				
	Carrying amount			
	At 31 December 2015	=	24,629	24,629
	At 31 December 2014	-	93,203	93,203
				====
11	Debtors		2017	2014
			2015	2014
	Amounts falling due within one year:		£	£
	A control of the control of the		2 502 511	2.024.000
-	Amounts due from fellow group undertakings		3,503,711	2,924,980
	Other debtors		70,849	90,381
	Prepayments and accrued income		260,078	255,057
			2.024.620	2.070.410
			3,834,638	3,270,418
10	C 14 A 11 A 141		= =====	==:
12	Creditors: amounts falling due within one year		****	
			2015	2014
	·		£	£
	Trade creditors		263,849	174,606
	Amounts due to group undertakings		762,009	196,028
	Corporation tax		184,459	97,983
	Other taxation and social security	•	52,636	3,056,284
	Other creditors		56,771	2,391,116
	Accruals and deferred income	1	530,241	182,558
				
			1,849,965	6,098,575

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

13 Retirement benefit schemes

Defined contribution schemes

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit and loss in respect of defined contribution schemes was £98,621 (2014 - £-).

14 Share capital

		•				2015	2014
•						£	£
Ordinary share capital			•				
Issued and fully paid	•	•			•		
1 Ordinary share of £1 each					•	1	1
- -							

15 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

÷	•		2015	2014
	•		£	£
Within one year			• -	436,000
		•	===	

Lessor

At the reporting end date the company had contracted with tenants for the following minimum lease payments:

•	2015	2014
	£	£
Within one year	49,442	287,204
Between two and five years	· -	49,442
	49,442	336,646
	· 	

16 Controlling party

The immediate parent company is Superderivatives Inc., a company incorporated in Delaware, USA.

The ultimate controlling party is Intercontinental Exchange Inc., a company incorporated in Delaware, USA, whose accounts are publicly available at www.theice.com.