Company Number: 06505346

# ICAP HOLDINGS (UK) LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

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#### Strategic Report for the year ended 31 March 2017

The directors present their Annual Report and the audited financial statements of ICAP Holdings (UK) Limited (the 'Company') for the year ended 31 March 2017.

#### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

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

On 30 December 2016 Tullett Prebon plc acquired ICAP plc's Global Broking Business to create the largest interdealer broker in the world. The deal combines the complementary strengths of two leading global hybrid voice broking franchises with a leading market position, and revenue diversity by region and product mix. The resulting transaction has changed the ultimate parent company of the entity from ICAP plc to TP ICAP plc. The Directors do not expect the transaction to have a material impact on the financial position and performance of the Company.

The announcement of the result of the Brexit referendum that took place on 23 June 2016 caused a period of heightened activity and instils market uncertainty between the triggering of Article 50 and the final state of the UK negotiation with the EU. There are material implications for financial markets between the so called 'soft' or 'hard' Brexit outcomes. In the future, the Company will likely manage more client relationships from within the Eurozone, where the ultimate parent company TP ICAP plc already have a network of offices in Paris, Frankfurt, Madrid and in other locations. TP ICAP plc have a strategic planning workstream which examines the various Brexit scenarios and how they might want to adapt the business accordingly.

#### 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 £18,256,000 (2016: £19,025,000) has been transferred to reserves.

The net assets of the Company are £221,296,000 (2016: £203,040,000).

#### PRINCIPAL RISKS AND UNCERTAINTIES

The key risks which the Company faces in its day to day operations can broadly be categorised as credit, market, operational, liquidity, strategic and business risk.

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.

Market risk is the vulnerability of the Company to movements in the value of financial instruments.

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people activities, systems or external events. Operational risk covers a wide and diverse range of risk types and the overall objective of the Company's approach to operational risk management is not to attempt to avoid all potential risks but to proactively identify and assess risk and risk situations in order to 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 its ongoing operations and any other reasonable unanticipated events on cost effective terms. Cash and cash equivalent balances are held with the primary objective of capital security and availability, with a secondary objective of generating returns. Funding requirements and cash and equivalent exposures are monitored by the Group Finance and Operations departments.

Strategic and business risk is the risk that the Company's ability to do business might be damaged as a result of its failure to adapt to changing market dynamics, customer requirements or the way OTC markets and their participants are regulated.

Management in front office and support functions have the day-to-day responsibility for ensuring that the Company operates in accordance with the Enterprise Risk Management Framework which includes policies and procedures for these key risks. Further details of the Enterprise Risk Management Framework are outlined in the TP ICAP plc group (the "Group") Annual Report, which does not form part of this report.

#### Strategic Report for the year ended 31 March 2017

#### KEY PERFORMANCE INDICATORS

The directors of TP ICAP 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 TP ICAP plc, which includes the Company, are discussed on page 10 and 11 of the Group's Annual Report, which does not form part of this report.

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

D McClumpha

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Director

22 September 2017

Directors' Report for the year ended 31 March 2017

Company Number: 06505346

#### PRINCIPAL ACTIVITIES

The Company is an investment holding company. It is anticipated that the Company will continue its present business activities next year.

The Company is incorporated in the United Kingdom and domiciled in England and Wales. The registered office is Tower 42, Level 37, 25 Old Broad Street, London EC2N 1HQ.

#### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The business review and future developments of the Company are detailed in the Strategic Report on page 1.

#### **GOING CONCERN**

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in note 1, accounting policies, in the financial statements on page 10.

#### **DIVIDENDS**

No dividends were paid during the year (2016: £18,320,000).

#### **DIRECTORS**

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

J Scard-Morgan

N Dargan (resigned 30 December 2016)
D Abrehart (resigned 1 September 2016)
D McClumpha (appointed 30 December 2016)

#### **DIRECTOR'S INDEMNITIES**

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

#### **POLITICAL CONTRIBUTIONS**

There were no political donations made by the Company during the year (2016: £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.

In the event that an employee becomes disabled, the Group's policy is to make reasonable adjustments, including arranging training, to enable the employee to continue working for the Group.

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.

Directors' Report for the year ended 31 March 2017

#### Company Number: 06505346

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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), 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 UK Accounting Standards, including FRS 101 have 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on 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.

#### INDEPENDENT AUDITOR

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

#### PROVISION OF INFORMATION TO THE AUDITOR

So far as the directors are aware, there is no relevant audit information of which the Company's auditor is 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 auditor is aware of that information.

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

D McClumpha Director

De McChinghy

22 September 2017

#### Independent Auditor's Report to the members of ICAP Holdings (UK) Limited

We have audited the financial statements of ICAP Holdings (UK) Limited for the year ended 31 March 2017 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 13. 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".

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, 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 March 2017 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, 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 and the Directors' Report.

#### 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.

Adam Cichocki FCA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP Statutory Auditor London, United Kingdom

22 September 2017

## ICAP HOLDINGS (UK) LIMITED Profit and Loss Account for the year ended 31 March 2017

	<u>Note</u>	Year ended 31/03/2017 £'000	Year ended 31/03/2016 £'000
Income from investments in subsidiaries	5	16,791	18,320
Impairment of investments	8	(1,161)	(792)
Administrative expenses		(25)	-
Interest receivable and similar income	6	3,307	1,871
Operating profit	3	18,912	19,399
Tax expense	7	(656)	(374)
Profit for the financial year		18,256	19,025

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

The notes on pages 10 to 15 are an integral part of these financial statements.

# ICAP HOLDINGS (UK) LIMITED Statement of Comprehensive Income for the year ended 31 March 2017

	<u>Year ended</u> 31/03/2017 £'000	Year ended 31/03/2016 £'000
Profit for the financial year	18,256	19,025
Total comprehensive income for the financial year	18,256	19,025

The notes on pages 10 to 15 are an integral part of these financial statements.

Balance Sheet as at 31 March 2017

Company Number: 06505346

	<u>Note</u>	As at 31/03/2017 £'000	As at 31/03/2016 £'000
Non-current assets			
Investments in subsidiaries	8	94,978	94,139
		94,978	94,139
Current assets			
Debtors	9	150,374	129,675
Cash and cash equivalents		<u> </u>	
		150,374	129,675
Total assets		245,352	223,814
Current liabilities			
Creditors: amounts falling due within one year	10	(23,400)	(20,400)
Tax payable		(656)	(374)
		(24,056)	(20,774)
Total liabilities		(24,056)	(20,774)
Net assets		221,296	203,040
Equity			
Share capital	11	331	331
Retained earnings		220,965	. 202,709
Total equity		221,296	203,040

The notes on pages 10 to 15 are an integral part of these financial statements.

The financial statements on pages 6 to 15 were approved by the Board of directors on 22 September 2017 and were signed on its behalf by:

D McClumpha

DS McClumh

Director

### Statement of Changes in Equity for the year ended 31 March 2017

	Share capital £'000 (note 11)	Retained earnings £'000	Total equity £'000
As at 1 April 2015 (unaudited)	331	202,004	202,335
Profit for the financial year and total comprehensive		19,025	19,025
income Dividends paid in the year (note 12)	-	(18,320)	(18,320)
As at 31 March 2016	331	202,709	203,040
Profit for the financial year and total comprehensive income	-	18,256	18,256
As at 31 March 2017	331	220,965	221,296

The notes on pages 10 to 15 are an integral part of these financial statements.

#### Share capital

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

Notes to the financial statements for the year ended 31 March 2017

#### 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 and under the historic cost convention. FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted International Financial Reporting Standards ('IFRS'). The accounting policies have been applied consistently, other than where new policies have been adopted. The financial statements are prepared in pound sterling which is the functional currency of the Company.

The Company is a qualifying entity for the purposes of FRS 101. Note 13 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;
- 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. The Company has exercised its entitlement not to produce consolidated financial statements since consolidated financial statements have been prepared by its ultimate parent company, TP ICAP plc.

#### b) Interest receivable and similar income

Interest income is recognised using the effective interest method.

#### c) Tax

Tax on the profit for the year comprises current 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.

Calculations of current 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 tax amounts in the period in which a reassessment of the liability is made.

#### d) Investments in subsidiaries

Investments in subsidiaries comprise equity shareholdings. These investments are recorded at historical cost less provision for any impairment in their values. Dividend income is recognised when the right to receive payment is established and interest income is recognised using the effective interest rate method.

A subsidiary is an entity over which the Company has control. Control exists where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Notes to the financial statements for the year ended 31 March 2017

#### 1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### e) Debtors

Debtors are recognised at cost less provision for impairment.

#### f) Intercompany balances

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

#### g) Cash and cash equivalents

Cash and cash equivalents are deposits held on call with banks.

#### h) Impairment of assets

An impairment review of the recoverable amounts of assets is undertaken at each balance sheet date or when such events or changes in circumstances indicate that an impairment loss may have occurred.

#### i) Income from investments in subsidiaries

Income from investments in subsidiaries is dividend income and is recognised as revenue when the right to receive payment is established.

#### j) Share capital

Ordinary shares are classified as equity. Dividends are recognised as deductions from the retained earnings in the period in which they are declared.

#### k) New standards, amendments and interpretations

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 April 2016 have had a material impact on the Company.

#### 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 2017 the only key estimate related to the impairment review of investments (note 8). When considering the investments value in use, cashflow projections have been used which extend forward to a terminal value and which take account of the approved budget for the coming year. The Company applies a suitable discount factor to the future cash flows based on its weighted average costs of capital at 10.1% (2016: 8.6%). Growth rates are conservatively applied and do not exceed the expected growth in the local economy after the fifth year.

Notes to the financial statements for the year ended 31 March 2017

#### 3. OPERATING PROFIT

During the year, the Company had no employees (2016: nil). The Company's auditor's remuneration in respect of statutory audit in the UK of £4,950 (2016: £4,500) has been borne by other related companies.

#### 4. DIRECTORS' REMUNERATION

No fees were paid to the directors in respect of services to the Company during the year (2016: £nil).

#### 5. INCOME FROM INVESTMENTS IN SUBSIDIARIES

	Year ended	Year ended
	<u>31/03/2017</u>	<u>31/03/2016</u>
	£'000	£'000
Dividend income	16,791	18,320
	16,791	18,320

#### 6. INTEREST RECEIVABLE AND SIMILAR INCOME

INTEREST RECEIVABLE AND SIMILAR INCOME		
	<u>Year ended</u> 31/03/2017 £'000	Year ended 31/03/2016 £'000
Interest receivable from intermediate parent company	3,307	1,871
	3,307	1,871

#### Notes to the financial statements for the year ended 31 March 2017

#### 7. TAX EXPENSE

	<u>Year ended</u> 31/03/2017 £'000	Year ended 31/03/2016 £'000
a) Analysis of tax charge for the year		
Current taxation:		
UK corporation tax	656	374
	656	374
b) Factors affecting the taxation charge for the year		
Operating profit	18,912	19,399
Tax calculated at tax rate of 20% (2016: 20%):		
Effects of:	3,782	3,880
Impairment of investment	232	158
Dividend income	(3,358)	(3,664)
	(3,126)	(3,506)
Tax charge for the year	656	374
Effective tax rate	3%	2%

In the UK, legislation to reduce the corporation tax rate to 19% from 1 April 2017 and to 17% from 1 April 2020 has been enacted. UK deferred tax will therefore unwind at a rate of 19% for periods from 1 April 2017 to 31 March 2020 and at a rate of 17% thereafter.

Notes to the financial statements for the year ended 31 March 2017

#### 8. INVESTMENTS IN SUBSIDIARIES

	As at	As at
	31/03/2017	31/03/2016
·	£'000	£'000
As at beginning of the year	94,139	89,432
Additions	2,000	5,499
Impairment	(1,161)	(792)
As at end of year	94,978	94,139

The directors believe that the carrying value of the investments is supported by their underlying net assets.

During the year, the Company increased its investments in ICAP Global Derivatives Limited by £2,000,000 and impaired its investment in The Link Asset and Securities Company Limited by £1,161,000.

During the prior year, the Company increased its investments in ICAP Energy Limited by £5,499,000 and impaired its investment The Link Asset and Securities Company Limited by £792,000.

At 31 March 2017, the Company's subsidiary companies were as follows:

Name	Country of incorporation and operation	% held
ICAP WCLK Limited	England and Wales	100%
ICAP Energy Limited The Link Asset and Securities Company	England and Wales & Singapore Branch	100%
Limited	England and Wales	100%
ICAP Global Derivatives Limited	England and Wales	100%

#### 9. DEBTORS

	As at 31/03/2017 £'000	As at 31/03/2016 £'000
Current		
Loans to intermediate parent company	142,461	126,071
Amounts due from a related company	2,769	2,794
Amounts due from intermediate parent company	5,144	810
	150,374	129,675

Loans to intermediate parent company consist of a revolving credit facility loan of £142.5m (2016: £126.1m) to ICAP Global Broking Holdings Limited.

Notes to the financial statements for the year ended 31 March 2017

#### 10. CREDITORS

	As at 31/03/2017 £'000	As at 31/03/2016 £'000
Amounts falling due within one year Loans from subsidiaries	23,400	20,400
	23,400	20,400

Loans from subsidiaries consist of revolving credit facility loans of £8.6m (2016: £6.6m) from ICAP Energy Limited, £1.5m (2016: £1.5m) from ICAP WCLK Limited, £9.3m (2016: £9.8m) from The Link Asset and Securities Company Limited and £4.0m (2016: £2.5m) from ICAP Global Derivatives Limited.

#### 11. SHARE CAPITAL

As at	<u>As at</u>
<u>31/03/2017</u> <u>31</u>	1/03/2016
£'000	£'000
Allotted and fully paid:	
331,104 Ordinary shares of £1 each (2016: 331,104)	331
331	331

#### 12. DIVIDENDS

		Year ended 31/03/2016 £'000
Dividends paid of £nil (2016: £55 per share) per share	-	18,320

#### 13. IMMEDIATE, INTERMEDIATE AND ULTIMATE PARENT COMPANY

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

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

The Company's ultimate parent is TP ICAP plc, formerly Tullett Prebon plc., which is incorporated in England and Wales, and heads the largest group of companies of which the Company is a member. TP ICAP plc prepares consolidated financial statements in accordance with IFRS. Copies of TP ICAP plc financial statements are available from the registered office: Tower 42, Level 37, 25 Old Broad Street, London EC2N 1HQ.