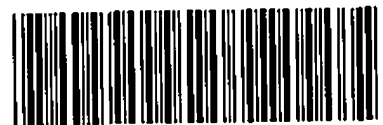


Company Registered Number: 06527296

NASDAQ OMX Europe Limited
Annual Report and Financial Statements

For the year ended 31 December 2021

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NASDAQ OMX Europe Limited

Contents

Company Information	1
Director's Report	2 to 4
Director's Responsibilities Statement	5
Independent Auditor's Report	6 to 8
Profit and Loss Account	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Notes to the financial statements	12 to 25

NASDAQ OMX Europe Limited

Company Information

Directors

R Woodford

C Wessels (resigned 1 July 2022)

Secretary

E Moore (appointed 1 January 2021)

Independent Auditors

Ernst & Young LLP

Bedford House

16 Bedford Street

Belfast

BT2 7DT

Registered Office

22 Bishopsgate

London

England

EC2N 4BQ

Registration Number

06527296

NASDAQ OMX Europe Limited
Registered Number: 06527296

Director's Report

The director presents his annual report and audited financial statements of NASDAQ OMX Europe Limited (the "Company") for the year ended 31 December 2021.

A strategic report has not been prepared by the director as the Company is considered a small company. Under the provisions of Companies Act 2006 it is exempt from preparing the strategic report.

Principal activities and Review of the Business

The principal activity of the Company is to provide services including sales and marketing related to market data, commodities and equity businesses; system development and adaptations; accounting, HR and facility management services to other affiliate entities.

Since February 2022, following the announcement of the end of all domestic Covid restrictions in England, the employees have started to return to the office to work.

Directors indemnity insurance

The Company has made qualifying third party indemnity provisions for the benefit of its directors of any parent, subsidiary or fellow subsidiary which were made during the year and remain in force at the date of this report.

Fair review of the business

A mark-up of 6% (2020: 6%) has been applied on administrative expenses relating to services provided to other entities owned by the Group. Nasdaq Group Inc. allocated expenses are not subject to mark-up.

The director is satisfied with the performance of the Company during the year ended 31 December 2021 and is confident that current performance will be sustained in the future.

COVID - 19

Following the outbreak of the COVID-19 pandemic in 2020, operations began to normalise again in the second half of 2021, with the easing of global restrictions and many offices reopening. The Company has implemented return to office (RTO) processes gradually, and travel for business has also started to resume.

The Company's underlying sales and margins remain stable while management continue to take mitigating actions to reduce costs, limit losses, optimise cash flows and preserve liquidity. The Company has considered the effects of COVID-19 in estimates used in the calculation of its assets and liabilities. No significant effects on the Company's operations have been identified both in the year and after the balance sheet date.

Results and Dividends

The Company's profit for the year after taxation amounted to £345,182 (2020: £293,664). The director does not recommend the payment of an interim dividend and a final dividend (2020: £nil).

NASDAQ OMX Europe Limited

Registered Number: 06527296

Director's Report (continued)

Directors

The directors who served the Company during the year and up to the date of approval of this report were as follows:

R Woodford

C Wessels (resigned 1 July 2022)

Going Concern

In accordance with his responsibility, the director of the Company has considered the appropriateness of the going concern basis, which has been used in the preparation of these financial statements.

The Company was profit making in 2021 and has sufficient capital and liquidity at the balance sheet date. The Company has a cashpooling arrangement in place with Nasdaq Treasury AB with a balance at 31 December 2021 of £9,530,024 (2020: £8,895,367), which is interest bearing and repayable on demand, with no maturity date.

A cost plus method is applied for the intra group pricing at a mark-up of 6%. This is expected to remain unchanged for the 2022 financial year. As such, the Company is expected to generate a profit for a period to 31 July 2023.

The director therefore has a reasonable expectation that the Company can continue as going concern for a period to 31 July 2023. Accordingly, these financial statements have been prepared on the going concern basis.

In the event that the Company is not able to meet its liabilities as they fall due, the director has obtained a letter of support from the ultimate parent company. The letter of support confirms that NASDAQ Inc. will support the Company to meet all liabilities for a period to 31 July 2023, which is consistent with the Company's going concern assessment period. The director has assessed the ability of the ultimate parent to provide this support and have no concerns to the contrary, therefore he continues to adopt the going concern basis in preparing the financial statements.

Principal Risks and Uncertainties

The key business risks and uncertainties affecting the Company are considered to be risks associated with intercompany transactions and transfer pricing.

The transfer pricing policy and related documents are maintained by the Group. The documentation and cost recharge models are reviewed and updated periodically to ensure that the general guidelines set out in the transfer pricing policy are strictly followed.

NASDAQ OMX Europe Limited

Registered Number: 06527296

Director's Report (continued)

Policy and practice on payment of creditors

It is the Company's policy to settle all debts with its creditors on a timely basis, taking account of the credit period agreed with each supplier.

Disclosure of information to the Auditors

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 he / she is obliged to take as a director in order to make himself / herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Post balance sheet event

As the geopolitical situation in Eastern Europe intensified on 24 February 2022, the potential impact on the Company's business with Russian parties has been carefully considered. The director has carried out an assessment of the potential impact on the business, including mitigation measures and uncertainties, and have concluded that this is a non-adjusting post balance sheet event.

Reappointment of auditors

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board by:

DocuSigned by:
Richard Woodford
3FD7C31CEBFC465...

R Woodford, Director

Date: July 29, 2022 | 6:42 EDT

NASDAQ OMX Europe Limited

Registered Number: 06527296

Director's Responsibilities Statement

The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law he has elected to prepare the financial statements in accordance with FRS 102 The Financial Reporting Standards applicable in the UK and Republic of Ireland. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards 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 director is 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. He is 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 Nasdaq OMX Europe Limited

Opinion

We have audited the financial statements of Nasdaq OMX Europe Limited (the 'Company') for the year ended 31 December 2021 which comprise the Profit and Loss Account, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 17, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 31 July 2023.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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 director is 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 this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's Report (continued) **to the members of Nasdaq OMX Europe Limited**

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the director's report for the financial year for which the financial statements is prepared is consistent with the financial statements; and
- the director's report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemption in preparing the director's report and from the requirements to prepare a strategic report.

Responsibilities of the director

As explained more fully in the director's responsibilities statement set out on page 5, the director is 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 director determines 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 director is 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 director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Independent Auditor's Report (continued)

to the members of Nasdaq OMX Europe Limited

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud (continued)

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (the Companies Act 2006 and FRS 102 "The financial reporting standard applicable in the UK and Republic of Ireland") and the relevant tax compliance regulations in UK. In addition, we conclude that there are certain significant laws and regulations that may have an indirect effect on the determination of the amounts and disclosures in the financial statements. These are those laws and regulations relating to employee matters, health and safety, environmental and bribery and corruption practices.
- We understood how the Company is complying with those frameworks by performing enquiries of management and the director. We corroborated our enquiries by performing a review of the Company's board minutes as well as correspondence from regulatory bodies. We noted no contradictory evidence.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management across the business to understand where they considered there was a susceptibility to fraud. We also considered performance targets and their influence on efforts made by management to manage earnings and how they would achieve that.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. We considered the risk of fraud through management override of controls and designed testing over manual journals entries as part of our audit approach. We used data analysis to select manual journals with specific risk criteria and obtained supporting evidence for the journals selected. We also assessed that revenue was a judgemental area of the audit which is more susceptible to fraud. We obtained an understanding of the controls over the process for the recognition of revenue. We tested the occurrence of the revenue recorded in the financial statements and any manual adjustments to revenue that met specific risk criteria. These procedures included tracing transactions and manual adjustments back to source documentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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

Ernst & Young LLP

Neil Corry (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
Belfast
Date: 29 July 2022

NASDAQ OMX Europe Limited

Company Registered Number: 06527296

Profit and Loss Account**For the year ended 31 December 2021**

	Note	2021 £	2020 £
Turnover	4	6,365,604	4,983,340
Administrative expenses		(6,035,973)	(4,725,403)
Operating profit	5	329,631	257,937
Interest receivable and similar income	6	4,786	16,670
Interest payable and similar charges	7	(1,387)	-
Profit on ordinary activities before taxation		333,030	274,607
Tax credit	8	12,152	19,057
Profit for the financial year		345,182	293,664

All amounts are in respect of continuing operations.

There are no adjustments recognised in the Statement of Other Comprehensive Income other than the Profit for the financial year attributable to the shareholders of the Company and therefore no Statement of Comprehensive Income has been separately presented.

The notes on pages 12 to 25 form part of these financial statements.

NASDAQ OMX Europe Limited


Company Registered Number: 06527296

Statement of financial position

As at 31 December 2021

	Notes	2021 £	2020 £
Fixed assets			
Intangible fixed assets	10	-	4
Tangible fixed assets	11	-	-
		<u>-</u>	<u>4</u>
Current assets			
Debtors	12	9,621,005	9,169,643
Cash at bank and in hand		577,061	502,664
		<u>10,198,066</u>	<u>9,672,307</u>
Deferred tax asset	8	53,720	41,569
Creditors: amounts falling due within one year	13	<u>(1,876,915)</u>	<u>(1,684,191)</u>
Net current assets		<u>8,374,871</u>	<u>8,029,685</u>
Total assets less current liabilities/Net assets		<u>8,374,871</u>	<u>8,029,689</u>
Capital and reserves			
Called up share capital	14	24,500,100	24,500,100
Profit and loss account		(16,125,229)	(16,470,411)
Shareholders' funds		<u>8,374,871</u>	<u>8,029,689</u>

The financial statements were approved and authorised for issue by the Board of Directors on ~~July 29, 2022~~ and were signed on its behalf by:

DocuSigned by:

 3FD7C3ICEBFC485...
 R Woodford,
 Director

The notes on pages 12 to 25 form part of these financial statements

NASDAQ OMX Europe Limited

Statement of Changes in Equity
For the year ended 31 December 2021

	Called up share capital	Profit and loss account	Total equity
	£	£	£
Shareholder's funds at 1 January 2020	24,500,100	(16,764,075)	7,736,025
Profit for the financial year	-	293,664	293,664
Shareholder's funds at 1 January 2021	24,500,100	(16,470,411)	8,029,689
Profit for the financial year	-	345,182	345,182
Shareholder's funds at 31 December 2021	24,500,100	(16,125,229)	8,374,871

- Called up share capital represents the nominal value of shares that have been issued.
- Profit and loss account includes all current year and prior year accumulated profits and losses less dividends paid.

The notes on pages 12 to 25 form part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2021

1. General information

The Company is a private company limited by share capital, incorporated and domiciled in the United Kingdom, registered number 06527296.

The address of its registered office is:

22 Bishopsgate
London
England
EC2N 4BQ

2. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006. The presentation and functional currency is pound sterling. All amounts in the financial statements have been rounded to the nearest pound.

Going concern

In accordance with his responsibilities, the director of the Company has considered the appropriateness of the going concern basis, which has been used in the preparation of these financial statements.

The Company was profit making in 2021 and has sufficient capital and liquidity at the balance sheet date. The Company has a cashpooling arrangement in place with Nasdaq Treasury AB with a balance at 31 December 2021 of £9,530,024 (2020: £8,895,367), which is interest bearing and repayable on demand, with no maturity date.

A cost plus method is applied for the intra group pricing at a mark-up of 6%. This is expected to remain unchanged for 2021 financial year. As such, the Company is expected to generate a profit for the period to 31 July 2023.

The director therefore has a reasonable expectation that the Company can continue as going concern for the period to 31 July 2023. Accordingly, these financial statements have been prepared on the going concern basis.

In the event that the Company is not able to meet its liabilities as they fall due, the director has obtained a letter of support from the ultimate parent company. The letter of support confirms that NASDAQ Inc. will support the Company to meet all liabilities for a period to 31 July 2023, which is consistent with the Company's going concern assessment period. The director has assessed the ability of the ultimate parent entity to provide this support and has no concerns to the contrary, therefore he continues to adopt the going concern basis in preparing the financial statements.

Notes to the financial statements (continued)

for the year ended 31 December 2021

2. Accounting policies (continued)

Disclosure exemptions

In preparing these financial statements the Company has taken advantage of the following disclosure exemptions conferred by FRS 102:

- The financial statements do not include a statement of cash flows as the Company's results are included as a wholly owned subsidiary in the financial statements of Nasdaq Inc. which are publicly available.
- Certain disclosures required by FRS 102.26 Share based payments.
- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

Turnover

Turnover represents the net amount receivable for services provided in the normal course of business, net of discounts, VAT and other sales related taxes. Turnover is recognised in the period that the service has been provided.

Turnover represents intercompany income for services that are charged out to the other legal entities that are owned by Nasdaq Inc. the Company's ultimate parent, at a mark-up 6%.

Current and deferred taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes to the financial statements (continued)

for the year ended 31 December 2021

2. Accounting policies (continued)

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors / creditors are recognised initially at transaction price plus / less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Debtors

Debtors are amounts due from other group companies for services performed under the transfer pricing agreement.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Foreign currencies

Transactions in foreign currencies are recorded at the rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All translation differences are taken to the profit and loss account.

Interest receivable and payable

Interest income and expenses are recognised on an accrual basis.

Intangible fixed assets

An internally generated intangible fixed asset arising from the development of software is recognised only if all of the following conditions are met:

It is probable that the asset will create future economic benefits;

- The development costs can be measured reliably;
- Technical feasibility of completing the intangible fixed assets can be demonstrated;
- There is the intention to complete the asset and use or sell it;
- There is the ability to use or sell the asset; and
- Adequate technical, financial and other resources to complete the development and to use or sell the assets are available.

Notes to the financial statements (continued)

for the year ended 31 December 2021

2. Accounting policies (continued)

Intangible fixed assets (continued)

Internally generated intangible fixed assets are amortised over their estimated useful lives which is between three to five years. Where no internally generated intangible fixed asset can be recognised, development expenditure is charged to the Profit and Loss Account in the period in which it is incurred.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Computer software & equipment	25% reducing balance
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Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

Share based payments

Nasdaq Inc. has issued share options and restricted stock units to certain directors and employees of the Company. They are measured at the fair value and recognised as an expense in the profit and loss account, over the vesting period with the corresponding increase in equity. The fair value of the restricted stock units was estimated at the date of grant using an external stock market valuation method. The fair value of the options was estimated at that date using the Black-Scholes method.

Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Notes to the financial statements (continued)

for the year ended 31 December 2021

2. Accounting policies (continued)

Contingent Liabilities

From time to time the Company may become subject to various claims or litigations. Management have considered any current matters pending against the Company. Where a claim is considered to be more likely than not to result in a cost to the Company, a provision is recorded based on management's best estimate of the cost to the Company of settling such claims. Based on the current facts and circumstances, management are of the opinion that no such claims exist.

3. Critical accounting estimates and judgements

The preparation of the financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

During the year management used critical accounting estimates to calculate provisions related to staff bonuses.

4. Turnover

The Company continues to provide intercompany services at a mark-up of 6% (6% in 2020) to other entities, owned by NASDAQ Inc., the Company's ultimate parent. All revenue is intercompany revenue and is included in turnover.

Revenue by geography

	2021 £	2020 £
United Kingdom	387,534	596,558
Rest of Europe	4,498,169	3,321,627
United States of America	1,479,901	1,065,155
	<u>6,365,604</u>	<u>4,983,340</u>

NASDAQ OMX Europe Limited**Notes to the financial statements (continued)**
for the year ended 31 December 2021**4. Turnover (continued)****Revenue by category**

	<i>2021</i>	<i>2021</i>
	£	£
Services to group companies	6,365,604	4,983,340

5. Operating profit

Profit on ordinary activities before taxation is stated after charging:

	<i>2021</i>	<i>2020</i>
	£	£
Auditors' remuneration – audit services	17,855	20,930

6. Interest receivable and similar income

	<i>2021</i>	<i>2020</i>
	£	£
Amounts receivable from Group companies	4,786	16,169
Gain on foreign exchange	-	501
	<u>4,786</u>	<u>16,670</u>

7. Interest payable and similar charges

	<i>2021</i>	<i>2020</i>
	£	£
Foreign exchange loss	1,387	-
	<u>1,387</u>	<u>-</u>

Notes to the financial statements (continued)
for the year ended 31 December 2021

8. Tax credit

a) Taxation on profit on ordinary activities before tax comprising:

Deferred tax:

	2021 £	2020 £
Origination and reversal of timing differences	(2,570)	(4,854)
Effect of differences in tax rate	(9,582)	(3,864)
Adjustment in respect of prior periods	-	(10,339)
Total deferred tax credit	(12,152)	(19,057)
Total tax credit for the year	(12,152)	(19,057)

b) Reconciliation of total tax credit

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19%. The standard rate of corporation tax in the UK has been arrived at by reference to the corporation tax rates in effect during the year. The differences are explained below:

	2021 £	2020 £
Profit on ordinary activities before tax	333,030	274,607
Profit on ordinary activities multiplied by standard rate of Corporation Tax in the UK of 19% (2020: 19%)	63,276	52,175
Effects of:		
Group relief received for nil payment	(42,740)	(47,175)
Expenses not deductible for tax purposes	4,726	2,597
Adjustment in respect of prior periods	-	(10,339)
Share based payments permanent difference	(27,832)	(12,451)
Effect of differences in tax rate	(9,582)	(3,864)
Total tax credit for the year	(12,152)	(19,057)

NASDAQ OMX Europe Limited

Notes to the financial statements (continued)
for the year ended 31 December 2021
8. Tax credit (continued)

c) Analysis of deferred tax:

	2021 £	2020 £
Share based payments	53,720	41,569
Deferred tax asset	53,720	41,569

Deferred tax balances are calculated at the rate at which the balances are expected to unwind, based on tax rates that have been substantively enacted or enacted at the balance sheet date. In the Finance Bill 2021, the Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). The new bill gained Royal Assent on 10 June 2021, therefore the deferred tax balances at balance date measured at 25%.

The Company recognised a deferred tax asset of £53,720 in respect of other timing differences at 31 December 2021. The deferred tax asset is expected to decrease by £13,430 in 2022. This mainly relates to the timing difference on share based payments and the share options expected to vest in the coming period.

9. Staff costs

The average payroll costs (including Directors' remuneration) were as follows:

	2021 £	2020 £
Wages and salaries	4,150,746	3,143,342
Social security costs	541,355	459,922
Other pension costs	167,899	140,135
Share based payments charge	161,473	177,597
	5,021,473	3,920,996

The average number of persons employed by the Company (including two directors) during the year, analysed by category was as follows:

	2021 No.	2020 No.
Administration and support	22	17
Director	2	2

Directors are paid out of other group entities and an apportionment of salary is not deemed practical.

NASDAQ OMX Europe Limited

Notes to the financial statements (continued)
for the year ended 31 December 2021

10. Intangible fixed assets

	Technology £	Total £
Cost		
At 1 January 2021	4	4
Disposal	(4)	(4)
	<hr/>	<hr/>
At 31 December 2021	-	-
	<hr/>	<hr/>
Accumulated amortisation		
At 1 January 2021	-	-
Charge for the year	-	-
	<hr/>	<hr/>
At 31 December 2021	-	-
	<hr/>	<hr/>
Net book value		
	<hr/>	<hr/>
At 31 December 2021	-	-
	<hr/>	<hr/>
At 31 December 2020	4	4
	<hr/>	<hr/>

NASDAQ OMX Europe Limited

Notes to the financial statements (continued)
for the year ended 31 December 2021
11. Tangible fixed assets

	Computer equipment & software £	Total £
Cost		
At 1 January 2021	58,066	58,066
At 31 December 2021	<u>58,066</u>	<u>58,066</u>
Accumulated depreciation		
At 1 January 2021	(58,066)	(58,066)
Charge for the year	-	-
At 31 December 2021	<u>(58,066)</u>	<u>(58,066)</u>
Net book value		
At 31 December 2021	<u>-</u>	<u>-</u>
At 31 December 2020	<u>-</u>	<u>-</u>

12. Debtors

	2021 £	2020 £
Amount owed by group undertakings	9,612,143	9,163,707
VAT receivable	8,633	3,029
Other debtors	229	2,907
	<u>9,621,005</u>	<u>9,169,643</u>

The amounts owed by group undertakings includes an unsecured, interest earning loan at 4% with NASDAQ Treasury AB of £9,530,024 (2020: £8,895,367) which has no maturity date and is fully repayable on demand. All other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

NASDAQ OMX Europe Limited

Notes to the financial statements (continued) for the year ended 31 December 2021

13. Creditors: amounts falling due within one year

	2021 £	2020 £
Trade creditors	14,077	16,225
Amounts owed to group undertakings	522,324	582,192
Accrued compensation	1,111,476	1,001,340
Accrued liabilities	229,038	84,434
	<u>1,876,915</u>	<u>1,684,191</u>

The amounts owed to group undertakings are unsecured, interest free and repayable on demand.

14. Called up share capital

		2021 £	2020 £
Called up, allotted and fully paid:	No.		
Ordinary shares of £1 each	24,500,100	<u>24,500,100</u>	<u>24,500,100</u>

15. Retirement benefits

The Company has established a group stakeholder pension scheme and made defined contributions on behalf of eligible employees to their own stakeholder funds within the scheme. There were no outstanding contributions payable to the pension scheme as at 31 December 2021 (2020: £nil).

16. Related party relationships and transactions

Identity of related parties

Related party is a person or entity that is related to the entity that is preparing its financial statements. Related parties comprise shareholder, Board of Directors and key management personnel of the Company and their related concerns. The Company, in the ordinary course of business, enters into transactions with other business enterprises or individuals that fall within the definition of related party contained in UK GAAP FRS 102 – Section 33.

Notes to the financial statements (continued)

for the year ended 31 December 2021

16. Related party relationships and transactions (continued)

The Company has a related party relationship with its ultimate and immediate parent, other group companies and Board of Directors.

Ultimate parent company

NASDAQ Inc. (see note 17).

Key management personnel

Key management personnel are those having authority and responsibilities directly and indirectly, to control the activities of the entity and for the Company these are considered to be the Board of Directors. In addition to their salaries, the Company also provides non-cash benefits to key management personnel and contributions to a post-employment defined contribution plan on their behalf. For details of remuneration of key management personnel see note 9.

Related parties balances:

At the year end, the Company had the following balances with its related parties:

Due from related parties:

	2021 £	2020 £
Amounts receivable from ultimate parent company	17,808	8,644
Amounts receivable from other group companies	9,594,335	9,155,063
	<u>9,612,143</u>	<u>9,163,707</u>

The amounts due from other group companies includes unsecured, interest earning loan, interest 4% p.a., with Nasdaq Treasury AB of £9,530,024 (2020: £8,895,367) which has no maturity date and is fully repayable on demand. All other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

Due to related parties:

	2021 £	2020 £
Amounts payable to ultimate parent Company	522,324	511,675
Amounts payable to other group Companies	-	70,517
	<u>522,324</u>	<u>582,192</u>

The amounts owed to group undertakings are unsecured, interest free and repayable on demand.

NASDAQ OMX Europe Limited

Notes to the financial statements (continued)
 for the year ended 31 December 2021

16. Related party relationships and transactions (continued)
Transactions with related parties

During the year, the Company had the following transactions with related parties:

Revenue from

	2021 £	2020 £
Sales to ultimate parent company	793,935	-
Sales to other group companies	5,571,669	4,983,340
	<u>6,365,604</u>	<u>4,983,340</u>

Interest Received

	2021 £	2020 £
Interest received from other group companies	4,786	16,169
	<u>4,786</u>	<u>16,169</u>

Allocation costs from related parties - overhead charges

	2021 £	2020 £
Allocation costs from ultimate parent company	31,402	39,204
Allocation costs from other group companies	535,191	378,392
	<u>566,593</u>	<u>417,596</u>

NASDAQ OMX Europe Limited

Notes to the financial statements (continued)

For the year ended 31 December 2021

17. Parent undertaking and controlling party

The Company's immediate parent undertaking is NASDAQ Inc., a Company incorporated in the United States of America with the address of principal executive offices located at 151 West, 42nd Street, NY, 10036.

The director considers the ultimate parent undertaking and controlling party to be NASDAQ Inc. The parent undertaking of the group for which group financial statements are drawn up and which represents the smallest and largest group is NASDAQ Inc. Copies of the group financial statements can be obtained from the Group's website www.nasdaqomx.com.