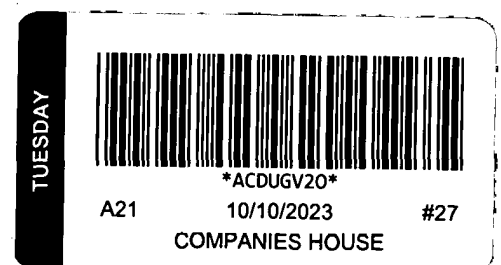


Company Number 09175331

ICAP Information Services Limited

Annual Report and Financial Statements - 31 December 2022



ICAP Information Services Limited
Strategic report
31 December 2022

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their Annual Report and the audited financial statements of ICAP Information Services Limited (the "Company") for the year ended 31 December 2022. The Company is incorporated in the United Kingdom and domiciled in England and Wales. The Company is a private company limited by shares. The registered office is 135 Bishopsgate, London, England, EC2M 3TP.

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

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 in the foreseeable future.

The Company's principal activities continue to be supplying data and analytics services. Revenue continues to grow, driven by the launch of new products, expanding relationship with existing clients, as well as seeing new regulatory requirements drive a growing demand for data offset by slight increase in costs. As a result, the Company was able to deliver a solid financial performance.

In 2022 the Company became an Financial Conduct Authority ("FCA") authorised benchmark administrator, making it the first inter-dealer broker to administer Over-the-Counter (OTC) benchmarks and indices. This is a growing area that will facilitate a provision of data-driven insight that is crucial for market participants.

The Company was transferred from TP ICAP EMEA Investments Limited to Tullett Prebon Information Limited in January 2023 as a part of business realignment.

RESULTS

The results of the Company are set out in the Statement of profit or loss on page 11.

The Profit after income tax for the financial year of \$34,217,000 (2021: \$29,635,000).

As at financial year ended 2022, the Net assets of the Company are \$79,989,000 (2021: \$45,772,000).

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks in the Company's day-to-day operations can be categorised under Financial Risks, Operational Risks and Strategic Business Risks

Financial Risks include the following:

- **Market Risk:** the vulnerability of the Company to movements in foreign exchange and interest rates;
- **Credit Risk:** 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;
- **Liquidity Risk:** the risk that the Company, in periods of corporate or market volatility, will not have access to an appropriate level of cash or funding to enable it to finance ongoing operations or any reasonable unanticipated events on cost effective terms;
- **Capital Management Risk:** the risk of failure to maintain adequate levels of prudential capital. The Company closely monitors regulatory developments in the market and is actively involved in the consultation and rule-setting process so as to ensure an informed debate on all regulatory issues potentially affecting inter-dealer broking ("IDB") markets, both on an individual firm basis and through trade associations. The Board undertakes an informed assessment of whether the Company holds sufficient capital in the context of the business objectives taking into account the nature of its business model, its risk profile, its risk management framework and its current capital resources;

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

Strategic Business Risk is the risk that the Company's ability to conduct business might be damaged through its failure to adapt to changing market dynamics, market dislocations and continuously evolving customer requirements. These include:

- Risk to technology expertise whereby the Company's ability to retain its position as a leading market infrastructure provider will be dependent on its ability to develop and implement its technology strategy;
- Risk to climate change when the Company fails to address any adverse impact on its business arising from the transactions to a net zero global economy. The Group is in the process of considering how material climate-related issues affect our business strategy. During 2022, this has been carried forward by engagement with senior management, exposures across key sites and business operations, understanding the exposure of our largest suppliers to climate change. During 2023, we will continue to understand the impact of climate change and assess any material impact on the Company's financial performance;

Management has the day-to-day responsibility for ensuring the Company operates in accordance with its Enterprise Risk Management Framework, which aligns to TP ICAP Group plc risk management framework. Approved policies and procedures to manage key risks are outlined in the Group's Annual Report.

SECTION 172(1) STATEMENT

The Directors provide this statement describing how they have had regard to the matters set out in Section 172(1) of the Companies Act 2006, when performing their duty to promote the success of the Company. Further details on the Company's engagement with our key and other stakeholders, as well as how we promote the success of the Company are also contained in the Group Corporate Governance Report as contained in the Annual Report and Accounts ("Group Annual Report") of TP ICAP Group plc (the "Group"). This statement also provides details of how the Directors have engaged with and had regard to the interests of our key stakeholders.

Our stakeholders

The Company believes that effective engagement with our shareholders and wider stakeholder groups is central to the Company's long-term success. During 2022, we maintained our engagement with all our stakeholders. As part of this work, we increased our focus on environmental, social and governance ("ESG") matters. During the year, the Company conducted an annual review of its risk and governance framework. The adopted framework has reinforced Section 172 oversight by further clarifying divisions of responsibilities within the Group. The structure and format of Board and Committee papers ensure that Section 172(1) considerations are considered in Director's discussion and decision making.

- **Shareholders**
The Directors believe that engagement with our shareholders is of key importance to the business. During the year, the Directors, having considered the impact of a distribution on the long-term prospects of the business, a dividend was declared in 2023. At Group level, a tailored engagement approach is undertaken with the Group's shareholders. Details of the approach taken with the Group's shareholders are included in the Group Annual Report which does not form part of this report.
- **Clients**
The Group manages our client relationships at multiple levels of seniority across the global organisational structure. This includes management level strategic relationship discussions as well as regular transactional dialogue. Further details of engagement with clients are provided in the Group Annual Report which does not form part of this report.
- **Suppliers**
The Directors recognise the importance of engagement with our key infrastructure suppliers to monitor performance, manage risk and receive updates on Payment Practices Reporting biannually. In 2023 the Directors will continue to receive regular updates on Payment Practices initiatives regarding suppliers which will further strengthen its oversight of and engagement with suppliers. Key supplier engagement is also carried out at Group level and is discussed in detail in the Group Annual Report which does not form part of this report.

Key Decisions

As a reflection of a maintained engagement with all the stakeholders, the Company, through its Board of Directors, took the following key decisions through the course of the year:

- The Company declared a dividend in specie on 4 January 2023
- To become regulated by the Financial Conduct Authority for Benchmark Administration
- To transfer the ownership of the Company from TP ICAP EMEA Investments Limited to Tullett Prebon Information Limited on 16 January 2023.

Our approach to sustainability

The Directors recognise that the Company's ESG performance is an increasingly important factor in delivering long-term value for our shareholders. To best meet the needs of our stakeholders, which include clients, colleagues, regulators, suppliers, and also the communities in which we operate and the environment. The Group has set a sustainability strategy that is formed of three priorities: 'ESG Reporting and Performance Management'; 'Supporting our Clients'; and 'Making a Positive Impact'. Throughout 2022, the Group Board monitored the execution of this strategy. Areas of particular focus included climate change-related matters and reviewing the Group's corporate purpose. Details of the Group's sustainability strategy and ESG performance can be found in the Group Annual Report, which does not form part of this report.

ICAP Information Services Limited
Strategic report
31 December 2022

KEY PERFORMANCE INDICATORS

The Company's return on assets, calculated as net profit divided by net assets, is 42.8% (2021: 64.7%). This is in line with management expectations.

The Directors of TP ICAP Group plc manage the Group's operations on a regional basis. For this reason, the Company's Directors believe that further analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The key performance indicators of the Group, which includes the Company, are discussed in the Annual Report of TP ICAP Group plc, which does not form part of this report.

This report has been approved by the Board of Directors and signed by order of the Board.



P Redman
Director

18 September 2023

DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

PRINCIPAL ACTIVITIES

The Company's principal activity continues to be that of delivering independent data solutions to financial market participants, generating subscription-based fees from a suite of products and services under Parameta Solutions. The Company is part of the Data and Analytics division of Parameta Solutions. It is anticipated that the Company will continue its present business activities for the foreseeable future.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

Details of the business review and future developments can be found in the Strategic Report on page 1.

PRINCIPAL RISKS AND UNCERTAINTIES

Principal risks and uncertainties are explained in the Strategic Report on page 2.

GOING CONCERN

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future being at least the twelve months from the date of approval of the financial statements. Thus, they continue to adopt the going concern basis in preparing the financial statements.

DIVIDENDS

During the year ended 31 December 2022 the Directors did not declare or paid dividends on the ordinary shares (2021: Nil).

The Company declared a dividend in specie of \$45,772,000 on 4 January 2023.

No further dividends have been proposed up to the date of signing.

DIRECTORS

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

C Dearie
E Sinclair
P Redman

DIRECTOR'S INDEMNITIES

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

SECTION 172(1) STATEMENT

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

OUR PURPOSE AND CORPORATE GOVERNANCE

The Company's purpose is aligned with that of our ultimate parent company, which states that "we provide access to global financial and commodities markets, improving price discovery, flow of liquidity and distribution of data, working with and supporting the communities in which we operate and facilitating economic growth".

Like other companies in the TP ICAP Group plc, the Company adopted a governance framework in November 2019 which is set out within the Group's Governance Manual. This document sets out the specific corporate governance requirements for the Company, including:

- the composition of the Board and the individual accountability of senior management;
- clarification on ultimate decision making and delegations;
- the embedding of s172 and stakeholder considerations in decision making;
- the responsibility of the Board in setting the right culture;
- how matters are to be escalated and the interactions with other Group committees;
- the division of responsibilities and director roles;
- the conduct of meetings;
- the management of conflicts of interest;
- the implications of the Senior Managers and Certification Regime on the Company; and
- expectations on the structure and format of papers and management information made available to the Board in order to drive better decision making.

ENVIRONMENTAL POLICY

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

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

POLITICAL AND CHARITABLE CONTRIBUTIONS

There were no political and charitable contributions made by the Company during the financial year (2021: \$Nil).

POST BALANCE SHEET EVENTS

The Company declared a dividend in specie of \$45,772,000 on 4 January 2023.

On 16 January 2023, the Company's immediate parent TP ICAP EMEA Investments Limited has sold all the shares of the Company in its possession to Tullett Prebon Information Limited for consideration of £1.

No further matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

INDEPENDENT AUDITOR

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

PROVISION OF INFORMATION TO THE AUDITOR

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

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

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with FRS 101 "Reduced Disclosure Framework". Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 "Reduced Disclosure Framework" has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

This report is authorised for issue by the Board of Directors.

Approved by the Board and signed on its behalf by:



P Redman
Director

18 September 2023

Company number: 09175331

ICAP Information Services Limited
Independent auditor's report to the members of ICAP Information Services Limited
31 December 2022

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of ICAP Information Services Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of profit and loss;
- the statement of other comprehensive income
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 18.

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

Basis for opinion

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

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' 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 of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

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

ICAP Information Services Limited**Independent auditor's report to the members of ICAP Information Services Limited****31 December 2022**

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

Auditor's responsibilities for the audit of the financial statements

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

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

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

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's business sector.

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

- Had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act 2006 and UK tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

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

As a result of performing the above, we identified the greatest potential for fraud, or non-compliance with laws and regulations, in the following area, and our procedures performed to address it are described below:

- We identified a risk of fraud in relation to Data Sales spreadsheet revenue (revenue transfers between group entities) only therefore relevant for the statutory audits. We obtained an understanding of relevant controls relating to Data Sales invoicing and cash collection; agreed a sample of Data Sales transactions to contracts to corroborate the accuracy of the revenue booked; and additional confirmation of cash received was obtained for transactions that were subsequently settled.

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

In addition to the above, our procedures to respond to the risks identified included the following:

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

ICAP Information Services Limited

Independent auditor's report to the members of ICAP Information Services Limited

31 December 2022

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

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

We have nothing to report in respect of these matters.

Use of our report

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



Alexander Morton FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

18 September 2023

ICAP Information Services Limited
Statement of profit or loss
For the year ended 31 December 2022

	Note	Year ended 31 Dec 2022 \$'000	Year ended 31 Dec 2021 \$'000
Revenue	3	64,424	57,955
Other operating income / (expenses)	7	921	(116)
Expenses			
Administrative expenses	4	<u>(23,896)</u>	<u>(21,176)</u>
Operating Profit		41,449	36,663
Interest receivable and similar income	8	<u>861</u>	<u>11</u>
Profit before income tax		42,310	36,674
Income tax	9	<u>(8,093)</u>	<u>(7,039)</u>
Profit after income tax for the year		<u><u>34,217</u></u>	<u><u>29,635</u></u>

Profit after income tax for the current and prior year is derived solely from continuing operations.

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

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

ICAP Information Services Limited
Balance sheet
As at 31 December 2022

	Note	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Assets			
Non-current assets			
Deferred tax asset	10	52	59
Total non-current assets		<u>52</u>	<u>59</u>
Current assets			
Debtors	11	92,456	54,981
Cash and cash equivalents	12	779	2,478
Total current assets		<u>93,235</u>	<u>57,459</u>
Total assets		<u>93,287</u>	<u>57,518</u>
Liabilities			
Current liabilities			
Creditors	13	7,439	6,813
Tax payable	9	5,859	4,933
Total current liabilities		<u>13,298</u>	<u>11,746</u>
Total liabilities		<u>13,298</u>	<u>11,746</u>
Net assets		<u>79,989</u>	<u>45,772</u>
Equity			
Issued capital	14	-	-
Retained profits		<u>79,989</u>	<u>45,772</u>
Total equity		<u>79,989</u>	<u>45,772</u>

The financial statements on pages 11 to 22 were approved and authorised for issue by the Board of Directors on 18 September 2023 and were signed on its behalf by:



P Redman
Director

18 September 2023

Company number: 09175331

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

ICAP Information Services Limited
Statement of changes in equity
For the year ended 31 December 2022

	Issued capital \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 January 2021	-	16,137	16,137
Profit after income tax for the year	-	29,635	29,635
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	29,635	29,635
Balance at 31 December 2021	-	45,772	45,772
	Issued capital \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 January 2022	-	45,772	45,772
Profit after income tax for the year	-	34,217	34,217
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	34,217	34,217
Balance at 31 December 2022	-	79,989	79,989

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

ICAP Information Services Limited
Notes to the financial statements
31 December 2022

Note 1. General information and principal accounting policies

General information

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

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

Going concern

After consideration of the Company's business review and the risks and uncertainties and having considered the Company's forecasts including liquidity and capital, the Directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future, being at least the twelve months from the date of approval of the financial statements. Accordingly, the going concern basis continues to be used in preparing these financial statements.

Basis of preparation

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

The Company's ultimate parent and controlling party is TP ICAP Group plc (incorporated in Jersey).

The financial statements are prepared in United States Dollars, which is the functional currency of the Company.

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Revenue

Revenue comprises of:

Data sales fees, charged as a subscription for the provision of data products and services. This revenue is recognised upon rendering of the services.

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

Interest receivable and similar income

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

Interest payable and similar expenses

Interest expenditure is recognised as interest and accrues using the applicable effective interest method. Finance costs directly attributable to Tangible assets are capitalised as part of the asset. This is a method of calculating the amortised cost of a financial liability and allocating the interest expense over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial liability to the net carrying amount of the financial liability. All other finance costs are expensed in the period in which they are incurred.

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

Tax

Tax on the profit for the financial year comprises both current and deferred tax as well as any adjustment in respect of prior years. Tax is charged or credited to the Statement of profit or loss, except when it relates to items charged or credited directly to equity, in which case the current and deferred tax is also recorded within equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantially enacted by the balance sheet date.

Calculations of current and deferred tax liability are based on ongoing discussions with the relevant tax authorities, management's assessment of legal and professional advice, case law and other relevant guidance. Where the expected tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax amounts in the year in which a reassessment of the liability is made.

Deferred tax

Deferred tax is recognised using the liability method, in respect of all temporary differences between the carrying value of assets and liabilities for reporting purposes and the tax bases of the assets and liabilities. Deferred tax is calculated at the rate of tax expected to apply when the liability is settled or the asset is realised. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Dividends paid

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

Foreign currencies

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

Cash and cash equivalents

Cash and cash equivalents comprises of cash in hand, demand deposits and other short-term highly liquid investments which are subject to insignificant risk of change in value and are readily convertible into a known amount of cash within less than three months.

Debtors

Debtors comprises of both financial and non-financial assets. Financial assets include trade debtors and amounts owed by Group related companies are recognised at amortised cost less expected credit loss provision. All provisions are recorded within administrative expenses in the Statement of profit or loss.

Creditors

Creditors are measured at amortised cost and comprise of amounts owed to Group related companies and others relating to goods and services provided to the Company prior to the end of the financial year and where the invoice is unpaid.

Intercompany current accounts

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

Issued capital

Ordinary shares are classified as equity.

Credit impaired financial assets

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

Financial Instruments

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

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

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

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

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

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

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

Impairment of financial assets

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

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

Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: that result from expected default events within 12 months of the reporting date; and
- lifetime ECLs: that result from all default events anticipated during the expected life of a financial instrument.

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

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due

Measurement of Expected Credit Loss ("ECL")

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls, representing the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive. ECLs are discounted at the effective interest rate of the financial asset.

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Note 2. Key accounting judgements and sources of estimation uncertainty

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

Note 3. Revenue

Revenue by type:

	Year ended 31 Dec 2022 \$'000	Year ended 31 Dec 2021 \$'000
Data sales fee income (excl. benchmark revenue)	64,252	57,955
Benchmark revenue	172	-
Revenue	<u>64,424</u>	<u>57,955</u>

Revenue by geographical market:

	Year ended 31 Dec 2022 \$'000	Year ended 31 Dec 2021 \$'000
EMEA	<u>64,424</u>	<u>57,955</u>

Benchmark revenue by geographical market and customer type:

	Year ended 31 Dec 2022 \$'000	Year ended 31 Dec 2021 \$'000
Supervised entities	172	-
of which in the EU	147	-
Unsupervised entities	-	-
of which in the EU	-	-

Supervised entities are defined in the Article 3 of Regulation (EU) 2016/1011 of the European Parliament and of the Council and includes credit institutions, investment firms and other financial institution.

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Note 4. Administrative expenses

	Year ended 31 Dec 2022 \$'000	Year ended 31 Dec 2021 \$'000
Data sales royalty costs	17,552	15,647
Information services fee	360	162
Other operating expenses	58	-
Service fees	5,675	5,091
Expected credit loss	251	276
	<u>23,896</u>	<u>21,176</u>

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

Fees payable for the audit of the financial statements were \$88,018 (2021: \$21,670).

Note 5. Employment costs

The Company had no employees for the year ended 31 December 2022 (2021: Nil).

Note 6. Directors remuneration

Remuneration payable to the Directors in respect of their services to the Company comprise the following:

	Year ended 31 Dec 2022 Total \$'000	Year ended 31 Dec 2022 Highest Paid Director \$'000	Year ended 31 Dec 2021 Total \$'000	Year ended 31 Dec 2021 Highest Paid Director \$'000
Aggregate emoluments	1,053	690	598	369
Defined contribution pension schemes	2	1	2	1
	<u>1,055</u>	<u>691</u>	<u>600</u>	<u>370</u>

As at 31 December 2022, retirement benefits are accruing to 3 Directors (2021: 3) under defined contribution schemes sponsored by TP ICAP Group plc.

Note 7. Other operating (expense) / income

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

Note 8. Interest receivable and similar income

	Year ended 31 Dec 2022 \$'000	Year ended 31 Dec 2021 \$'000
Bank and Group companies deposits	<u>861</u>	<u>11</u>

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Note 9. Income tax

Analysis of charge for the year:

	Year ended 31 Dec 2022 \$'000	Year ended 31 Dec 2021 \$'000
Current tax		
UK Corporation tax - current year	8,050	6,966
Deferred tax - current year	7	(3)
Adjustment recognised for prior years - current tax	36	-
Overseas tax	-	76
Aggregate income tax	8,093	7,039
Deferred tax included in income tax comprises:		
Decrease/(increase) in deferred tax assets	7	(3)
Numerical reconciliation of Income tax at the statutory rate		
Profit before income tax	42,310	36,674
Tax at the statutory tax rate of 19%	8,039	6,968
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Overseas tax not recoverable	-	76
Expenses not deductible for tax purposes	19	6
	8,058	7,050
Adjustment recognised for prior years - current tax	36	-
Deferred tax at different rates	(1)	(11)
Income tax	8,093	7,039
Effective tax rate	19.1%	19.2%

In the UK, legislation to increase the corporation tax rate from 19% to 25% is enacted, effective from 1 April 2023. The effect of the increase to 25% is not expected to have a material impact on the deferred tax position of the company.

	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Deferred tax		
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss:		
IFRS 9 adjustment	52	59
Deferred tax asset	52	59
Movements:		
Opening balance	59	56
(Charged)/credited to profit or loss	(7)	3
Closing balance	52	59

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Note 9. Income tax (continued)

	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Provision for income tax	<u>5,859</u>	<u>4,933</u>

Note 10. Non-current assets - Deferred tax asset

	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Deferred tax asset	<u>52</u>	<u>59</u>
Movements:		
Opening balance	59	56
(Charged)/credited to profit or loss:	<u>(7)</u>	<u>3</u>
Closing balance	<u>52</u>	<u>59</u>

Note 11. Current assets - Debtors

	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Agency trade debtors	12,082	10,117
Expected credit loss	<u>(303)</u>	<u>(96)</u>
	<u>11,779</u>	<u>10,021</u>
Prepayments and accrued income	<u>4,222</u>	<u>6,744</u>
Loan owed by Group companies	50,000	-
Amounts owed by Group companies	26,716	38,403
Expected credit loss	<u>(261)</u>	<u>(187)</u>
	<u>76,455</u>	<u>38,216</u>
	<u>92,456</u>	<u>54,981</u>

Amounts and Loans owed by Group companies are unsecured, non-interest bearing and repayable on demand.

The following trade debtors were unsettled:

	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Less than 30 days	2,582	5,232
Over 30 days but less than 90 days	3,755	1,748
Over 90 days	<u>5,442</u>	<u>2,950</u>
	<u>11,779</u>	<u>10,021</u>

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Note 12. Current assets - Cash and cash equivalents

	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Cash at bank and on hand	781	2,481
Expected credit loss	(2)	(3)
	<u>779</u>	<u>2,478</u>

The short-term bank deposits have a maturity of 30 days or less.

Note 13. Current liabilities - Creditors

	As at 31 Dec 2022 \$'000	As at 31 Dec 2021 \$'000
Trade creditors	268	283
VAT payable	-	918
Amounts owed to Group companies	3,518	3,300
Accruals and deferred income	3,100	1,621
Other creditors	553	691
	<u>7,439</u>	<u>6,813</u>

Amounts owed to Group companies are unsecured, non-interest bearing and repayable on demand.

Note 14. Equity - Issued capital

	As at 31 Dec 2022 Shares	As at 31 Dec 2021 Shares	As at 31 Dec 2022 \$	As at 31 Dec 2021 \$
Authorised, issued and fully-paid ordinary shares of \$1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

Note 15. Equity - Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 16. Guarantees and contingent liabilities

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

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Note 17. Events after the reporting period

The Company declared a dividend in specie of \$45,772,000 on 4 January 2023.

On 16 January 2023, the Company's immediate partner TP ICAP EMEA Investments Limited has sold all shares of the Company in its possession to Tullett Prebon Information Limited for a consideration of £1.

No further matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Note 18. Immediate and ultimate parent company

At the end of the year, the Company's immediate parent was TP ICAP EMEA Investments Limited, which does not prepare consolidated financial statements.

At the year end, the Company's ultimate parent and controlling party is TP ICAP Group plc, which is incorporated in Jersey, and now heads the largest and smallest group of companies of which the Company is a member. TP ICAP Group plc will prepare consolidated financial statements in accordance with IFRS. Copies of TP ICAP Group plc financial statements are available from www.tpicap.com.