

OS AA01

Statement of details of parent law and other  
information for an overseas company

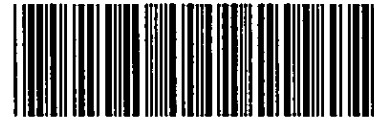


Companies House

00246380

☒ What this form is for  
You may use this form to  
accompany your accounts  
disclosed under parent law

☐ What this form is NOT for  
You cannot use this form for  
an alteration of manner  
with accounting requirements



A08 23/03/2016 #218  
COMPANIES HOUSE

**Part 1 Corporate company name**

Corporate name of  
overseas company <sup>1</sup>

ICAP Services No 1

UK establishment  
number

B R 0 1 3 3 6 4

→ Filling in this form  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

<sup>1</sup> This is the name of the company in  
its home state

**Part 2 Statement of details of parent law and other  
information for an overseas company**

**A1 Legislation**

Please give the legislation under which the accounts have been prepared and,  
if applicable, the legislation under which the accounts have been audited

Legislation <sup>2</sup>

Gibraltar Companies Act and Gibraltar Companies (Accounts) Act 99

<sup>2</sup> This means the relevant rules or  
legislation which regulates the  
preparation and, if applicable, the  
audit of accounts

**A2 Accounting principles**

Accounts

Have the accounts been prepared in accordance with a set of generally accepted  
accounting principles?

Please tick the appropriate box

☐ No Go to Section A3

☒ Yes Please enter the name of the organisation or other  
body which issued those principles below, and then go to Section A3

Name of organisation  
or body <sup>3</sup>

Gibraltar Accounting Standards

<sup>3</sup> Please insert the name of the  
appropriate accounting organisation  
or body

**A3 Accounts**

Accounts

Have the accounts been audited? Please tick the appropriate box

☒ No Go to Section A5

☐ Yes Go to Section A4

# OS AA01

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<b>A4 Audited accounts</b>		
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box <input type="checkbox"/> No Go to Part 3 'Signature' <input type="checkbox"/> Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'	❶ Please insert the name of the appropriate accounting organisation or body
Name of organisation or body ❶		
<b>A5 Unaudited accounts</b>		
Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
<b>Part 3 Signature</b>		
Signature	I am signing this form on behalf of the overseas company	
	Signature X <i>DA Horehan</i> X	
	This form may be signed by Director, Secretary, Permanent representative	

# OS AA01

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## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Company Secretarial									
Company name	ICAP plc									
Address	2 Broadgate									
Post town	London									
Country/Region										
Postcode	E	C	2	M		7	U	R		
Country	England									
DX										
Telephone	020 7000 5000									



## Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



## Important information

Please note that all this information will appear on the public record



## Where to send

You may return this form to any Companies House address.

### England and Wales.

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

### Scotland.

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

### Northern Ireland

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**Company Number: FC027421**

**Gibraltar Company Number: 98288**

**ICAP SERVICES NO.1**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED**  
**31 MARCH 2015**

# **ICAP SERVICES NO.1**

**Directors' Report for the year ended 31 March 2015**

**Company Number: FC027421**

The Company is incorporated in Gibraltar and has a registered branch in the UK

The Company is not required to have an audit in Gibraltar and is entitled to file abbreviated accounts in Gibraltar

These accounts and the supplementary notes cover the Company's activities in the UK. There is no activity in Gibraltar

The Company did not trade in the current or prior year and therefore has not presented a profit and loss account

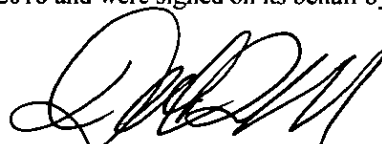
These accounts are presented for the year ended 31 March 2015 with comparatives for the year ended 31 March 2014

**ICAP SERVICES NO.1****Company Number: FC027421****Balance Sheet as at 31 March 2015**

	<u>Note</u>	<u>As at</u> <u>31/03/2015</u> US\$'000	<u>As at</u> <u>31/03/2014</u> US\$'000
<b>Non-current assets</b>			
Investments in subsidiaries	5	<u>10</u>	<u>10</u>
		10	10
<b>Current assets</b>			
Debtors	6	<u>297</u>	<u>297</u>
		297	297
<b>Creditors: amounts falling due within one year</b>	7	<u>(56)</u>	<u>(56)</u>
		(56)	(56)
<b>Net current assets</b>		<u>241</u>	<u>241</u>
		241	241
<b>Total assets less current liabilities</b>		<u>251</u>	<u>251</u>
		251	251
<b>Net assets</b>		<u>251</u>	<u>251</u>
		251	251
<b>Capital and reserves</b>			
Called up share capital	8	20	20
Profit and loss account	9	<u>231</u>	<u>231</u>
<b>Total Shareholder's funds</b>	9	<u>251</u>	<u>251</u>
		251	251

The notes on pages 3 to 6 are an integral part of these financial statements

The accounts have been prepared in accordance with provisions relating to small companies under the Gibraltar Companies (Accounts) Act 1999 and were approved by the board of directors on 2 March 2016 and were signed on its behalf by


**D Abrehart****Director**

**D Ireland****Director**

# **ICAP SERVICES NO.1**

## **Notes to the financial statements for the year ended 31 March 2015**

### **1. PRINCIPAL ACCOUNTING POLICIES**

#### **a) Basis of preparation**

The financial statements have been prepared under the historical cost convention, the accounting policies set out below and in accordance with Gibraltar Accounting Standards

Gibraltar legislation applied in preparation of these financial statements are the Gibraltar Companies Act and the Gibraltar Companies (Accounts) Act 1999

#### **Consolidation**

The Company owns 100% of the share capital of ICAP Services No 2, however the Company has taken advantage of the exemption allowed by Section 8 of the Gibraltar Companies (Consolidated Accounts) Act 1999, not to prepare group accounts as it is included within the consolidated financial statements of ICAP plc, the ultimate parent company. Consolidated financial statements for ICAP plc can be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR

#### **b) Tax**

Where necessary, provision at the applicable rate is made for corporation tax payable on profits for the period, taking into account any available tax losses

#### **c) Foreign currencies**

##### **(i) Functional and presentation currency**

The financial statements are expressed in United States Dollars (denominated US\$) since this is the main operating currency of the Company and presented in thousands

##### **(ii) Transactions and balances**

Assets and liabilities denominated in foreign currencies other than United States Dollars are translated at the exchange rates ruling at the balance sheet date. Transactions in foreign currencies are translated at the rate ruling at the date of the transactions. Profits and losses arising on translation of foreign currencies are dealt with in the profit and loss account, in the year in which they arise

#### **d) Investments**

Investments comprise equity shareholdings and other interests. These investments are initially recognised at fair value. Any subsequent changes in value as a result of impairment are recognised in the profit and loss account.

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

#### **e) Debtors**

Debtors are recognised at cost less provision for impairment

#### **f) Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, overdrafts and short-term bank 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 with less than three months maturity

# ICAP SERVICES NO.1

## Notes to the financial statements for the year ended 31 March 2015

### 1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### g) Impairment of assets

An impairment review of the recoverable amounts of assets is undertaken at each balance sheet date or when such events or changes in circumstances indicate that an impairment loss may have occurred. The impairment loss is recognised in the profit and loss account unless it arises on a previously revalued asset, in which case it is recognised in the statement of total recognised gains and losses.

#### h) Share capital

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

### 2. CASH FLOW STATEMENT

As more than 90% of the voting rights of the Company are controlled by ICAP plc which publishes a consolidated cash flow statement, the Company is not required under Gibraltar Financial Reporting Standard (GFRS) 1 "Cash flow statements" to present a cash flow statement in its own financial statements.

### 3. STAFF COSTS

The Company had no employees during the year (2014: none).

### 4. DIRECTORS' REMUNERATION

The directors received no remuneration in respect of their services as directors of the Company or any of its subsidiary companies (2014: nil).

### 5. INVESTMENT IN SUBSIDIARIES

	<u>As at</u> <u>31/03/2015</u> US\$'000	<u>As at</u> <u>31/03/2014</u> US\$'000
As at 1 April	10	10
As at 31 March	<u>10</u>	<u>10</u>

At 31 March 2015, the Company's subsidiary was as follows:

<u>Name</u>	<u>Country of</u> <u>incorporation</u> <u>and operation</u>	<u>Cost</u> <u>US\$'000</u>	<u>No of</u> <u>shares held</u> <u>directly</u>	<u>Percentage</u> <u>held (%)</u>
ICAP Services No. 2	Gibraltar	10	100	100%

The percentage held represents the percentage of issued share capital held (ordinary shares).



# ICAP SERVICES NO.1

## Notes to the financial statements for the year ended 31 March 2015

### 6. DEBTORS

	<u>As at</u> <u>31/03/2015</u> US\$'000	<u>As at</u> <u>31/03/2014</u> US\$'000
Amounts owed by Group companies	297	297
	<u>297</u>	<u>297</u>

All amounts are non interest bearing, unsecured and repayable on demand

### 7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>As at</u> <u>31/03/2015</u> US\$'000	<u>As at</u> <u>31/03/2014</u> US\$'000
Amounts owed to Group companies	56	56
	<u>56</u>	<u>56</u>

All amounts are non interest bearing, unsecured and repayable on demand

### 8. CALLED UP SHARE CAPITAL

	<u>As at</u> <u>31/03/2015</u> US\$'000	<u>As at</u> <u>31/03/2014</u> US\$'000
Authorised, allotted and fully paid 1,000,000 Ordinary share(s) of US\$100 each	<u>100,000</u>	<u>100,000</u>
Allotted and fully paid 200 Ordinary share(s) of US\$100 each	<u>20</u>	<u>20</u>

### 9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>Share</u> <u>capital</u> <u>(note 8)</u> US\$'000	<u>Profit</u> <u>and loss</u> <u>account</u> US\$'000	<u>Total</u> US\$'000
As at 1 April 2013	20	231	251
As at 31 March 2014	<u>20</u>	<u>231</u>	<u>251</u>
As at 31 March 2015	<u>20</u>	<u>231</u>	<u>251</u>

# **ICAP SERVICES NO.1**

## **Notes to the financial statements for the year ended 31 March 2015**

### **10. POST BALANCE SHEET EVENTS**

On 11 November 2015, ICAP Service No. 1's ultimate parent ICAP plc signed a Sale and Purchase Agreement with Tullett Prebon for the disposal of its Global Broking business together with related information services and iSwap. The disposal is subject to approvals from regulatory authorities across jurisdictions as well as finalisation of certain commercial terms.

### **11. RELATED PARTY TRANSACTIONS**

As 100% of the voting rights of the Company are controlled by ICAP plc which publishes consolidated financial statements, no disclosure is required under GFRS 8 "Related party disclosures" of any transactions between the Company and the other members, associates or joint ventures of the group of companies headed by ICAP plc.

### **12. ULTIMATE PARENT COMPANY**

The Company's immediate parent company is BrokerTec Holdings Inc, which does not prepare consolidated financial statements.

The Company's ultimate parent is ICAP plc, which is incorporated in the United Kingdom and heads the largest group of companies of which the Company is a member. ICAP plc prepares consolidated financial statements in accordance with IFRS and copies may be obtained from the Company Secretary, ICAP plc, 2 Broadgate, London, EC2M 7UR.

### **13. FINANCIAL RISK MANAGEMENT**

As permitted under GFRS29 "Financial Instruments Disclosures" no disclosures are required in respect of the financial risk management objectives and policies of the Company as they are included in the consolidated financial statements of ICAP plc which are publicly available.