

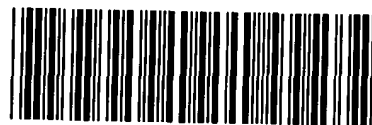
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Company Number 00966604

Tullett Prebon (Europe) Limited

Annual Report and Financial Statements - 31 December 2020

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STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their Annual Report and the audited financial statements of Tullett Prebon (Europe) Limited (the "Company") for the year ended 31 December 2020.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Company is a private limited company, incorporated in England and Wales, authorised and regulated by the Financial Conduct Authority ("FCA") and the National Futures Association. It conducts business in Hong Kong and therefore is also regulated by the Hong Kong Monetary Authority. It is a clearing member of the London Metals Exchange and also has membership of London Stock Exchange, Euronext Paris, Euronext Amsterdam, Eurex and ICE Futures Europe. The Company is a wholly owned subsidiary within the TP ICAP Group plc (the "Group").

The directors consider that the year end financial position was satisfactory and are currently reviewing the role of the Company within the Group. As a result, it is expected that the Company will acquire the operational activities of certain fellow subsidiaries of the Group within the foreseeable future following the approval of these financial statements, allowing the Group to consolidate certain trading and broking activities.

The Company's principal activity during the year continued to be that of an Inter Dealer Broker ("IDB") in wholesale money markets, foreign exchange, Government Bonds, corporate repurchase agreements, global depositary receipts, FX options, energy markets, interest rate derivatives and off balance sheet financial instruments, providing services to banks, financial institutions, local authorities and corporate clients.

The Company operates a voice and hybrid business model with liquidity pools being managed by voice brokers supported by proprietary screens which display historical data, analytics and real time prices.

The following comments are made on the main product areas within the business:

- Revenue was down on prior year. The decrease predominantly derives from Rates and Emerging Markets. There was additional reduction from Equities, Credit, FX & Money Markets and Institutional Services. Compensating gains were made in the Energy & Commodities product group. This was mainly driven by market volatility caused by the global pandemic.
- Front office costs for the entity were lower when compared with prior year. Decreased revenue has resulted in a reduction in compensation costs.
- Non payroll costs have decreased versus 2019 with savings made in travel and entertaining and legal expenses. This was partially offset by increased information services costs. The prior year included an FCA fine of £15.4m.

RESULTS

The results of the Company are set out in the Statement of profit or loss on page 12.

The Profit after income tax for the financial year of £32,438,000 (2019: £19,696,000) has been transferred to Retained profits.

The Net assets of the Company are £156,400,000 (2019: £139,833,000).

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks in the Company's day to day operations can be categorised as Market, Credit, Operational, Liquidity, Capital management, Strategic and business risk.

Market risk is the vulnerability of the Company to movements in foreign exchange and interest rates. These risks are further discussed in Note 3, Financial risk management.

Credit risk is the risk of financial loss to the Company in the event of non-performance by a client or counterparty with respect to its contractual obligations to the Company.

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.

Liquidity risk is the risk that the Company, in periods of corporate or market volatility, will not have access to an appropriate level of cash or funding to enable it to finance ongoing operations or any reasonable unanticipated events on cost effective terms. Cash and cash equivalent balances are held with the principal objective of capital security and availability and with a secondary objective of generating return. Funding requirements and Cash and cash equivalent exposures are monitored by Group Finance and Operations.

Capital management risk is the risk of failure to maintain adequate levels of 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 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.

Strategic and business risk is the risk that the Company's ability to do business might be damaged through its failure to adapt to changing market dynamics and customer requirements.

Following the loss of the EU passporting rights as a result of the UK's withdrawal from the EU, TP ICAP's UK-based authorised subsidiaries no longer have the full scope of necessary regulatory permissions to service all clients based in the EU 27. TP ICAP's UK-based authorised subsidiaries continue to service clients based in certain EU 27 member states where possible under available temporary permission regimes, existing third country access rights, or as otherwise permitted by applicable laws and regulations. In those EU 27 member states where TP ICAP's existing operating model does not allow it to service clients under available temporary permission regimes, existing third country access rights, or applicable laws and regulations, TP ICAP is adjusting its operating model to ensure that it services clients in those jurisdictions in accordance with such temporary permission regimes, existing third country access rights, or applicable laws and regulations. Such adjustments include, amongst other things, obtaining additional third country permissions for its UK authorised firms and servicing clients from its EU establishments once a sufficient number of brokers have been relocated from the UK.

Management have the day-to-day responsibility for ensuring that the Company operates in accordance with the Enterprise Risk Management Framework. The Group has approved policies and procedures to manage key risks. Further details of the Enterprise Risk Management Framework are outlined in the Group's Annual Report, which does not form part of this report.

During 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic. As at the date of this report, the outbreak of a novel COVID-19 virus continues to be a challenge for governments around the world, including the United Kingdom. Restrictions regarding the movement of people has generated widespread disruption, which has impacted the global financial markets. In response, the Group, including the Company, has activated its Business Continuity Planning strategies, which include the introduction of measures to allow a significant proportion of our employees to work remotely, to safeguard their wellbeing and to continue Company operations and support of our clients. The full extent of how these conditions will impact the Company is not yet known as there is uncertainty around the duration and severity. Therefore, while we expect this matter to impact our business, results of operations, and financial position, the related financial impact cannot be reasonably estimated at this time. The Company has a positive net asset value and cash reserves available to help preserve its financial flexibility.

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 key actions in this regard are also contained in the Group Corporate Governance Report. 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 engagement with our shareholders and wider stakeholder groups plays a vital role throughout the business. During 2020, we maintained our focus on engagement with stakeholders as well as increasing our attention on environment, social and governance ("ESG") matters. During the year the Company strengthened its risk and governance framework with the adoption of a UK Regulated Entity Governance Framework which forms part of the Group's Governance Framework. The structure and format of Company and Committee papers have been reviewed and, as a result, changes were implemented to ensure that Section 172(1) considerations are considered in Board 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 considered, approved and paid dividends as appropriate to its shareholders, having considered the impact of a distribution on the long-term prospects of the business. Further information on the tailored engagement approach which is adopted towards the Group's shareholders is carried out at Group level, details of which are included in the Group's Annual Report which does not form part of this report.
- **Employees**
Employees are central to the long-term success of the Company, and, as such the directors consider their interests in its decision-making. During the year, engagement with employees was enhanced by the introduction of a Group Board Non-executive Director Engagement programme with employees. Following the inaugural meetings, the Chief Executive Officer for the EMEA region held a townhall session to provide feedback and discuss with employees the areas they wanted to prioritise and progress. The Group's core values of honesty, integrity, respect and excellence are integral to the long-term success of the business and the directors are committed to promoting a culture which embodies the highest possible standards. The "town hall" meeting was therefore an opportunity to reinforce the importance of conduct and culture to employees and underline the expectations of the business. The directors received feedback from the Chief Executive Officer, EMEA region on the outcomes of the engagement and "town hall" meeting. In the coming year the directors will continue to ensure that it has a well-developed structure through which it engages with its employees. Plans for 2021 include extending the reach of the employee sessions to other locations to ensure that the widest possible employee views are captured. Further details of the Group-wide programme and other Group-wide employee engagement and the Group's culture and values are set out on in the Group Annual Report which does not form part of this report.
- **Clients**
The Group Board has regular contact with our principal clients and during the year meetings were held with clients to understand what actions they were taking in relation to Brexit. Further details of engagement with clients is provided in the Group Annual Report which does not form part of this report.
- **Regulators**
The directors recognise the importance of engaging with the FCA and other regulatory bodies to better understand and respond to their views. During the year the directors engaged with the FCA and the AMF, the French financial markets regulator, to discuss Brexit plans. The directors also received updates on engagement with the Regulators through Board reporting. The Group coordinates engagement with the Regulators in relation both to the Group and this entity and further details can be read in the Group's 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 and manage risk and receives updates on Payment Practices Reporting biannually. In 2021 the directors will 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.

Environment and Community

The directors are aware of society's increasing focus on ESG and is committed to striving to operate in a sustainable and responsible way whilst delivering value for our stakeholders. Further details of the Group's key community initiatives and reporting on greenhouse gas emissions can be found in the Strategic report and Directors' report within the Group's Annual Report which does not form part of this report.

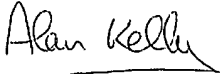
Tullett Prebon (Europe) Limited
Strategic report
31 December 2020

KEY PERFORMANCE INDICATORS

The Company's return on assets, calculated as net profit divided by net assets, is 20.7% (2019: 14.1%). 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 plc (now known as TP ICAP Limited), 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:



A Kelly
Director

31 March 2021

Tullett Prebon (Europe) Limited
Directors' report
31 December 2020

DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

PRINCIPAL ACTIVITIES

The Company's principal activity is to act as a broker in the interdealer market. The Company is authorised and regulated by the Financial Conduct Authority ("FCA") and by the National Futures Association ("NFA"). The Company is a member of the London Stock Exchange, Euronext Paris, Euronext Amsterdam, Eurex, the London Metal Exchange and ICE Futures Europe. It is anticipated that the Company will continue its present business activities for the foreseeable future.

The Company has branches, as defined in section 1046(3) of the Companies Act 2006, as follow:

- France
- Spain

As part of Brexit planning, the operational activities of the European branches was transferred to TP ICAP (Europe) SA. The branches ceased to trade and are in the process of being deregistered.

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 Floor 2, 155 Bishopsgate, London, England, EC2M 3TQ.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

Details of business review and future developments are explained in the Strategic Report on page 1.

PRINCIPAL RISKS AND UNCERTAINTIES

Principal risks and uncertainties are explained in the Strategic Report on page 2 and detailed in Note 3, Financial risk management.

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. Further detail regarding the adoption of the going concern basis, which includes consideration of the potential impact of COVID-19, is detailed in Note 1, General information and principal accounting policies.

DIVIDENDS

During the year ended 31 December 2020 the directors declared and paid dividends on the ordinary shares of £15,000,000 (2019: £13,500,000). 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:

A Polydor
A Kelly
N Breteau
R Stewart
P Randall (Appointed on 23 March 2020)
M Lynch (Appointed on 17 April 2020 and Resigned on 20 November 2020)
L Mayhew (Appointed on 17 April 2020 and Resigned on 1 September 2020)
M Planquart (Appointed on 17 April 2020 and Resigned on 1 September 2020)
C Bridel (Appointed on 25 April 2020)
D McClumpha (Appointed on 1 September 2020)

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, the Company adopted a governance framework in November 2019 which is set out within the Group's Governance Manual. The Company is a UK regulated entity and, as such, is also subject to the TP ICAP UK Regulated Entity Governance Framework. Together these documents set 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 requirement for Board Risk and Remuneration committees, their membership and their terms of reference;
- the role of TP ICAP Group plc Audit and Nominations & Governance Committees as they relate to the Company;
- 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 TP ICAP plc's (now known as TP ICAP Limited) Annual Report, which does not form part of this report.

POLITICAL CONTRIBUTIONS

There were no political contributions made by the Company during the year (2019: £Nil).

DISABLED EMPLOYEES

Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

EMPLOYEE CONSULTATION

The Company is committed to attracting, retaining, developing and advancing the most qualified persons without regard to their race, ethnicity, religion or belief, gender, age, sexual orientation or disability. This commitment is underpinned by policies on equal opportunities, harassment and discrimination, to which all employees are required to adhere.

The Company participates in the Group's policies and practices relating to current and prospective employees. These policies and practices are outlined in the Group's Annual Report which does not form part of this report.

Tullett Prebon (Europe) Limited
Directors' report
31 December 2020

POST BALANCE SHEET EVENTS

In February 2021, the shareholders of TP ICAP plc approved the re-domiciliation of the Group from the UK to Jersey by means of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 ("the Scheme").

The Scheme became effective on 26 February 2021 and, as a result, TP ICAP Group plc became the new ultimate parent and controlling party of the Group.

Shortly after the Scheme became effective, the former ultimate parent and controlling party of the Group, TP ICAP plc, changed its status to that of a private company and was renamed TP ICAP Limited.

Following the loss of the EU passporting rights as a result of the UK's withdrawal from the EU, TP ICAP's UK-based authorised subsidiaries no longer have the full scope of necessary regulatory permissions to service all clients based in the EU 27. TP ICAP's UK-based authorised subsidiaries continue to service clients based in certain EU 27 member states where possible under available temporary permission regimes, existing third country access rights, or as otherwise permitted by applicable laws and regulations. In those EU 27 member states where TP ICAP's existing operating model does not allow it to service clients under available temporary permission regimes, existing third country access rights, or applicable laws and regulations, TP ICAP is adjusting its operating model to ensure that it services clients in those jurisdictions in accordance with such temporary permission regimes, existing third country access rights, or applicable laws and regulations. Such adjustments include, amongst other things, obtaining additional third country permissions for its UK authorised firms and servicing clients from its EU establishments once a sufficient number of brokers have been relocated from the UK.

There have been no other post balance sheet events from 31 December 2020 up to the date of signing which require separate disclosure.

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.

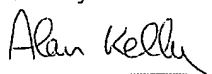
PROVISION OF INFORMATION TO THE AUDITOR

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.

The report is authorised for issue by the board of directors.

Approved by the board and signed on its behalf by:



A Kelly
Director

31 March 2021

Company No: 00966604

Tullett Prebon (Europe) Limited
Directors' responsibilities statement
31 December 2020

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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Tullett Prebon (Europe) Limited
Independent auditor's report to the members of Tullett Prebon (Europe) Limited
31 December 2020

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Tullett Prebon (Europe) Limited (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit for the year 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 or loss;
- the statement of other comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 25.

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.

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Challenging the underlying data and key assumptions used to make the assessment, including capital and liquidity forecasts;
- Performing stress tests in relation to key assumptions;
- Evaluating the director's plans for future actions, including evaluating the feasibility of the mitigating actions that they control in relation to their going concern assessment; and
- Considering the forecasts in the context of revenue identified at risk as a result of Brexit.

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.

Tullett Prebon (Europe) Limited
Independent auditor's report to the members of Tullett Prebon (Europe) Limited
31 December 2020

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.

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 about their own identification and assessment of the risks of irregularities.

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 UK Companies Act, pensions legislation and 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. These included the Financial Conduct Authority and National Futures Association regulations.

We discussed among the audit engagement team, including relevant internal specialists such as tax, valuations, pensions, 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 areas, and our specific procedures performed to address it are described below:

- We identified a risk of fraud in relation to recognition of Name Passing revenue which has not been settled after 60 or more days as at the year end. We obtained an understanding of relevant controls relating to Name Passing invoicing and cash collection; agreed a sample of Name Passing transactions, which were outstanding for more than 60 days at year-end, to cash received post year-end or, where amounts remained unpaid, to other evidence to corroborate the validity of the revenue booked; and we reviewed communications with counterparties.

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.

Tullett Prebon (Europe) Limited
Independent auditor's report to the members of Tullett Prebon (Europe) Limited
31 December 2020

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, internal audit and in-house and external 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, and reviewing correspondence with the Financial Conduct Authority.

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.



Giles Lang FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
31 March 2021

Tullett Prebon (Europe) Limited
Statement of profit or loss
For the year ended 31 December 2020

	Note	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Revenue	4	216,138	234,007
Other operating income / (expenses)	8	324	(2,268)
Expenses			
Administrative expenses	5	<u>(185,250)</u>	<u>(210,286)</u>
Operating Profit		31,212	21,453
Interest receivable and similar income	9	71	272
Interest payable and similar expenses	10	(4)	(6)
Dividends received	11	<u>7,504</u>	<u>5,712</u>
Profit before income tax		38,783	27,431
Income tax	12	<u>(6,345)</u>	<u>(7,735)</u>
Profit after income tax for the year		<u><u>32,438</u></u>	<u><u>19,696</u></u>

The profit after income tax for the current and prior year is derived from continuing operations.

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

Tullett Prebon (Europe) Limited
Statement of other comprehensive income
For the year ended 31 December 2020

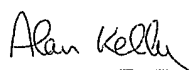
	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Profit after income tax for the year	32,438	19,696
Other comprehensive (loss) / income		
Items that may be reclassified subsequently to the Statement of profit or loss		
Translation of overseas branches	(707)	590
Other investments revaluation (see Note 14)	(166)	(253)
Tax relating to components of other comprehensive loss	<u>2</u>	<u>40</u>
Other comprehensive (loss) / income for the year, net of tax	<u>(871)</u>	<u>377</u>
Total comprehensive income for the year	<u><u>31,567</u></u>	<u><u>20,073</u></u>

The above Statement of other comprehensive income should be read in conjunction with the accompanying notes

Tullett Prebon (Europe) Limited
Balance sheet
As at 31 December 2020

	Note	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Assets			
Non-current assets			
Other investments	14	4,391	4,557
Investment in associate	15	3,766	3,766
Total non-current assets		<u>8,157</u>	<u>8,323</u>
Current assets			
Debtors	16	1,160,676	6,058,240
Cash and cash equivalents	17	44,994	50,596
Total current assets		<u>1,205,670</u>	<u>6,108,836</u>
Total assets		<u>1,213,827</u>	<u>6,117,159</u>
Liabilities			
Non-current liabilities			
Deferred tax	12	384	321
Total non-current liabilities		<u>384</u>	<u>321</u>
Current liabilities			
Creditors	18	1,054,404	5,972,125
Tax payable	12	2,639	4,880
Total current liabilities		<u>1,057,043</u>	<u>5,977,005</u>
Total liabilities		<u>1,057,427</u>	<u>5,977,326</u>
Net assets		<u>156,400</u>	<u>139,833</u>
Equity			
Issued capital	19	23,000	23,000
Share premium	20	29,486	29,486
Other reserves	21	2,469	2,633
Retained profits		<u>101,445</u>	<u>84,714</u>
Total equity		<u>156,400</u>	<u>139,833</u>

The financial statements on pages 12 to 32 were approved and authorised for issue by the board of directors on 31 March 2021 and were signed on its behalf by:



A Kelly
Director

31 March 2021

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

Tullett Prebon (Europe) Limited
Statement of changes in equity
For the year ended 31 December 2020

	Issued capital £'000	Share premium £'000	Other reserves £'000	Retained profits £'000	Total equity £'000
Balance at 1 January 2019	23,000	29,486	4,379	79,693	136,558
Profit after income tax for the year	-	-	-	19,696	19,696
Other comprehensive (loss) / income for the year, net of tax	-	-	(213)	590	377
Total comprehensive (loss) / income for the year	-	-	(213)	20,286	20,073
Distribution of investment in Subsidiary	-	-	-	(1,765)	(1,765)
Transfer of tangible assets	-	-	(1,533)	-	(1,533)
Dividends paid (Note 22)	-	-	-	(13,500)	(13,500)
Balance at 31 December 2019	<u>23,000</u>	<u>29,486</u>	<u>2,633</u>	<u>84,714</u>	<u>139,833</u>
	Issued capital £'000	Share premium £'000	Other reserves £'000	Retained profits £'000	Total equity £'000
Balance at 1 January 2020	23,000	29,486	2,633	84,714	139,833
Profit after income tax for the year	-	-	-	32,438	32,438
Other comprehensive loss for the year, net of tax	-	-	(164)	(707)	(871)
Total comprehensive (loss) / income for the year	-	-	(164)	31,731	31,567
Dividends paid (Note 22)	-	-	-	(15,000)	(15,000)
Balance at 31 December 2020	<u>23,000</u>	<u>29,486</u>	<u>2,469</u>	<u>101,445</u>	<u>156,400</u>

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

Note 1. General information and principal accounting policies

General information

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 Floor 2, 155 Bishopsgate, London, England, EC2M 3TQ.

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

Going concern

After consideration of the Company's business review and the risks and uncertainties; including the risks related to Brexit and the uncertainties related to the current Covid-19 pandemic as set out in the Strategic Report, and having considered the Company's forecasts including liquidity and capital and the intention and capacity of the Group to support the Company with financial assistance should such assistance be required, 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, 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). As at the year end, the Company's ultimate parent and controlling party was TP ICAP plc (now known as TP ICAP Limited) (incorporated in the United Kingdom) whose consolidated financial statements are available from Companies House.

The financial statements are prepared in Pound sterling, which is the functional currency of the Company.

Historic cost convention

The financial statements are prepared under the historical cost convention, as modified by financial instruments recognised at fair value.

Revenue

Revenue comprises of:

Matched Principal brokerage, where commission income represents the differential between consideration received from the sale of the security and that paid on its purchase. Settlement of such transactions are primarily on a delivery vs payments basis ("DVP") and typically takes place within a few business days of the transaction date according to the relevant market rules and conventions. The amounts due from and payable to counterparties in respect of as yet unsettled Matched Principal transactions are shown gross, except where a legally enforceable netting agreement exists and assets and liabilities are settled net or simultaneously.

Agency brokerage, where the Company earns commission on transactions where it acts as agent. The Company acts in a non-advisory capacity to introduce buyers and sellers of financial instruments and raises invoices for the service provided. The Company does not act as principal and only receives and transmits orders between counterparties. Amounts receivable at the year end are reported as Agency trade debtors within Debtors.

Executing on Exchange brokerage, where the Company acts as an agent of exchange listed products transacting as principal to the trade. The trade is then novated to the underlying client's respective clearing broker for settlement.

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 normally trade date, or at the time of the simultaneous commitment by the counterparties to sell and purchase the financial instrument. Revenue is stated net of VAT, rebates and discounts. Amounts receivable at the year end are reported in Note 16, Current assets - Debtors.

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

Pension costs

Certain employees of the Company participate in a Group defined contribution pension scheme operated by TP ICAP plc (now known as TP ICAP Limited). The Company's contributions to the scheme are charged to the Statement of profit or loss on an accruals basis.

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.

Dividend received

Dividend income is recognised upon declaration or when it becomes receivable.

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 period 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.

For the purpose of presenting the financial statements, the assets and liabilities of the Company's foreign operations are translated at exchange rates prevailing on the balance sheet date. Exchange differences arising are recorded in other comprehensive income and transferred to the Company's Retained profits.

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 are recognised at amortised cost less expected credit loss provision. All provisions are recorded within Administrative expenses in the Statement of profit or loss.

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

Creditors

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and where the invoice is unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and usually paid within 30 days of recognition.

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:

- (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 doing so 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 significantly if it is more than 30 days past due.

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.

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

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.

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.

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.

Intercompany loan

Intercompany loans are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method. Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Settlement balances

The Company engages in Matched Principal brokerage whereby securities are bought from one counterparty and simultaneously sold to another counterparty. Settlement of such transactions typically takes place within a few business days of the transaction date according to the relevant market rules and conventions. The amounts due from and payable to counterparties in respect of as yet unsettled Matched Principal transactions are shown gross, except where a legally enforceable netting agreement exists and assets and liabilities are settled net or simultaneously.

Investment in associates

Investments comprise equity shareholdings. These investments are recorded at historical cost less provision for any impairment in their values. An associate is an entity in which the Company has an interest and, in the opinion of the directors, can exercise significant influence, but not control, over its operating and financial policies. An interest exists where an investment is held on a long-term basis for the purpose of securing a contribution to the Company's activities. Significant influence will generally exist where the Company holds more than 20% and less than 50% of the shareholders' voting rights.

Impairment of associates

An impairment review is undertaken at each balance sheet date or when events or changes in circumstances indicate that an impairment loss may have occurred. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. For non-financial assets, Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Issued capital

Ordinary shares are classified as equity.

Client money

The Company holds money on behalf of clients in accordance with the client money rules of the FCA. Since the Company is not beneficially entitled to these amounts, they are excluded from the Balance Sheet along with the corresponding liabilities to customers. The net return received on managing client money is included within interest income.

New and revised IFRS in issue and mandatorily effective during the year

Management have reviewed the new and revised IFRS in issue and mandatorily effective during the year. These standards have not had a material impact on the financial statements of the Company in the period of initial application.

New and revised IFRS in issue but not yet effective

Management have reviewed the new and revised IFRS in issue but not yet effective and anticipates these standards will have no material impact on the financial statements of the Company in the period of initial application.

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 other than noted below:

As at 31 December 2020 the only such estimates are related to valuation of Other investments (Note 14) and the impairment review of investment in associates (Note 15). When considering the investments value in use, net asset values as well as cashflow projections which extend forward to a terminal value and which take account of the approved budget for the coming year have been used. The Company applies a suitable discount factor to the future cash flows based on its weighted average costs of capital at 11.8% (2019: 11.6%), applying rates consistent to all Group related companies. Growth rates are conservatively applied and do not exceed the expected growth in the local economy after the fifth year.

For further information, refer to Note 14, Other investments and Note 15 Investment in associate.

Note 3. Financial risk management

Financial risk factors

The Company's activities expose it to a variety of financial risks, including market, credit, liquidity and capital management risk. The overall financial risk management framework, strategy and policies of the Company are determined by the board of its ultimate parent company, TP ICAP Group plc. It does this through the Board Risk Committee, Group Executive Risk Committee and regional risk committees. The Company does not manage its own financial risk framework.

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Financial assets		
Debtors less prepayments	1,160,458	6,058,055
Cash and cash equivalents (Note 17)	44,994	50,596
Total financial assets	<u>1,205,452</u>	<u>6,108,651</u>

Market risk

Market Risk includes risks arising from movements in foreign exchange, interest rates, market prices and fair value.

Foreign exchange risk

The Company is exposed to both transactional and translational fluctuations in the value of financial instruments due to exchange rate movements. Transactional exposure arises from expenses incurred and revenue earned in currencies other than the Company's functional currency (sterling). Translational exposure arises on the conversion of the foreign currency denominated assets and liabilities into sterling.

It is estimated that a 10 cent increase in the exchange rates of United States Dollar and Euro against sterling as at 31 December 2020 would negatively impact the Company's Statement of profit or loss and Retained profits by £1,196,000 and £780,000 respectively (2019: £4,281,000 and £892,000). Any movements in the remainder currencies against sterling is not expected to have a significant impact on the financial statements (2019: £Nil).

Tullett Prebon (Europe) Limited
Notes to the financial statements
31 December 2020

Note 3. Financial risk management (continued)

The table below summarises the Company's exposure to foreign and domestic currencies as at 31 December 2020:

	USD £'000	EUR £'000	Other £'000	GBP £'000	Total £'000
Financial assets					
Debtors less prepayments	27,857	8,880	1,277	1,122,444	1,160,458
Cash and cash equivalents	2,691	2,917	-	39,386	44,994
Total financial assets	30,548	11,797	1,277	1,161,830	1,205,452
Financial liabilities					
Creditors	(13,010)	(2,302)	(116)	(1,038,976)	(1,054,404)
Total financial liabilities	(13,010)	(2,302)	(116)	(1,038,976)	(1,054,404)
Net financial assets	17,538	9,495	1,161	122,854	151,048

The table below summarises the Company's exposure to foreign and domestic currencies as at 31 December 2019:

	USD £'000	EUR £'000	Other £'000	GBP £'000	Total £'000
Financial assets					
Debtors less prepayments	5,824,356	27,099	1,557	205,043	6,058,055
Cash and cash equivalents	2,111	1,991	-	46,494	50,596
Total financial assets	5,826,467	29,090	1,557	251,537	6,108,651
Financial liabilities					
Creditors	(5,765,476)	(17,670)	(106)	(188,873)	(5,972,125)
Total financial liabilities	(5,765,476)	(17,670)	(106)	(188,873)	(5,972,125)
Net financial assets	60,991	11,420	1,451	62,664	136,526

Interest rate risk

The Company's interest rate risk arises from Cash and cash equivalents where changes in market interest rates can have an adverse impact on cash flows and income streams. Interest rate risk is monitored at a Group level by the Board Risk Committee. In terms of cash and other interest bearing investments, the Company must comply with the Enterprise Risk Management Framework, which includes policies and procedures for these key risks. Limits are in place to restrict the amount that can be invested at one institution and all investments must be credit rated AA or above and be for less than 18 months, unless approved by the Board Risk Committee.

The Company estimates that an increase of 1% in interest rates would positively impact the Company's Statement of profit or loss and Retained profits by £173,000 (2019: £197,000).

The Company's interest rate profile as at 31 December 2020 was as follows:

	None £'000	Fixed £'000	Variable £'000	Total £'000
Financial assets				
Debtors less prepayments	1,160,458	-	-	1,160,458
Cash and cash equivalents	12,557	-	32,437	44,994
Total financial assets	1,173,015	-	32,437	1,205,452

Tullett Prebon (Europe) Limited
Notes to the financial statements
31 December 2020

Note 3. Financial risk management (continued)

Financial liabilities

Creditors	(1,054,404)	-	-	(1,054,404)
Total financial liabilities	(1,054,404)	-	-	(1,054,404)

The Company's interest rate profile as at 31 December 2019 was as follows:

	None £'000	Fixed £'000	Variable £'000	Total £'000
Financial assets				
Debtors less prepayments	65,058,041	-	14	60,058,055
Cash and cash equivalents	15,003	-	35,593	50,596
Total financial assets	65,073,044	-	35,607	60,108,651
Financial liabilities				
Creditors	(5,972,125)	-	-	(5,972,125)
Total financial liabilities	(5,972,125)	-	-	(5,972,125)

Price risk

The Company is exposed to price risk when one or both counterparties in a matched principal transaction fail to fulfil their obligations, through trade mismatches or other errors. Risk is restricted to short term price movements in the underlying stock position.

To the extent that any exist, unmatched transactions are identified and monitored on a daily basis. The Group has policies and procedures in place to reduce the likelihood of such situations, but should they arise, the policy is to close out positions immediately or, with Senior Management approval, to carry them with an appropriate hedge in place.

The Company expects that movement in the price of assets and liabilities in matched principal transactions will not have a material effect on the Statement of profit or loss of the Company.

Fair value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The fair values of financial instruments are determined as per the Company's accounting policies.

As at 31 December 2020 there were no financial assets or liabilities whose carrying value was not a reasonable approximation of its fair value (2019: £Nil).

Credit risk

Credit risk arises from the potential that a counterparty is unable or unlikely to perform an obligation resulting in a loss for the Company. When the Company enters into transactions only when executing on behalf of customers, providing customer access to clearing, or provides additional fee-based services to customers, there does exist short-term credit exposure, prior to clearing and settlement, and outstanding receivables that the Company manages. All counterparties are subject to regular review and assessment by regional credit officers and credit limits are set and approved by the appropriate credit committee. Limits are set based on Group parameters determining the maximum loss any one company (within the Group) can suffer as a result of counterparty default.

The Company has no significant concentrations of credit risk and the maximum exposure is limited to Debtors (Note 16) and Cash and cash equivalents, (Note 17). In a matched principal transaction there is a simultaneous commitment by the counterparties to sell and purchase a financial instrument, meaning that there does exist short-term credit exposure, prior to clearing and settlement.

Tullett Prebon (Europe) Limited
Notes to the financial statements
31 December 2020

Note 3. Financial risk management (continued)

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and ensuring the availability of funding through an adequate amount of committed credit. This ensures that the Company can meet present and future financial obligations as they fall due and comply with regulatory requirements. The Board Risk Committee monitors free cash resources ensuring that all companies within the Group maintain sufficient resources to finance their operations and that all investments comply with the Enterprise Risk Management Framework. This dictates borrowing and investing limits based on an institution's credit rating and the nature of financial instruments that can be held. The Company's exposure to liquidity risk is considered insignificant.

The following tables show the maturity of the Company's liabilities:

	On demand £'000	Less than 3 months £'000	3 months to 1 year £'000	More than 1 year £'000	Total £'000
31 December 2020					
Creditors	(9,063)	(1,045,341)	-	-	(1,054,404)
Total financial liabilities	<u>(9,063)</u>	<u>(1,045,341)</u>	<u>-</u>	<u>-</u>	<u>(1,054,404)</u>
31 December 2019					
Creditors	(1,215)	(5,970,910)	-	-	(5,972,125)
Total financial liabilities	<u>(1,215)</u>	<u>(5,970,910)</u>	<u>-</u>	<u>-</u>	<u>(5,972,125)</u>

Capital management

The Company's capital strategy is to maintain an effective and strong capital base, which maximises the return to its shareholders, while also maintaining flexibility and ensuring compliance with supervisory regulatory requirements. The capital structure of the Company consists of debt and equity, including Issued capital, Share premium, Other reserves and Retained profits.

The Company seeks to ensure that it has sufficient regulatory capital to meet regulatory requirements.

The regulatory capital level is set in accordance with the FCA's capital requirements. The approach is to hold an appropriate surplus over the minimum. The Group evaluates at the Company level the risks facing the business, to determine whether its capital is sufficient to cover any expected losses.

Note 4. Revenue

Revenue by type:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Brokerage fee income	215,951	233,945
Other income	<u>187</u>	<u>62</u>
Total revenue	<u>216,138</u>	<u>234,007</u>

Revenue by geographical market:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
EMEA	<u>216,138</u>	<u>234,007</u>

Tullett Prebon (Europe) Limited
Notes to the financial statements
31 December 2020

Note 5. Administrative expenses

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Employment costs (Note 6)	118,635	122,761
Other staff costs	1,296	1,117
Travel and entertainment	1,313	4,836
Market data and telecommunications	11,603	10,974
Professional fees	5,045	998
Movement in expected credit loss provision	(37)	584
Service fees	41,919	47,676
Settlement costs	2,382	2,710
Technology and related costs	2,215	2,361
Depreciation of tangible assets	-	45
Subscriptions	156	151
Operating lease rentals - land and buildings	-	81
FCA Fine	-	15,400
Regulatory fine	477	-
Other administrative costs	246	592
	<u>185,250</u>	<u>210,286</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 ultimate parent and controlling party as at year end, TP ICAP plc, included these fees on a consolidated basis.

Fees payable for the audit of the financial statements were £127,141 (2019: £93,417).

Note 6. Employment costs

Employment costs borne by the Company comprise:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Wages, salaries, bonuses and incentive payments	103,656	107,500
Social security	14,540	14,767
Other pension	439	494
Total employment costs	<u>118,635</u>	<u>122,761</u>

For the year ended 31 December 2020, the average number of employees identified as being directly involved in the operation of the Company was 379, comprising of 379 brokers and Nil support staff (2019: 401, comprising of 395 brokers and 6 support staff).

Employment costs were borne by a fellow subsidiary company of the Group and were charged to the Company by way of management charges.

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Note 7. Directors Remuneration

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

	Year ended 31 Dec 2020	Year ended 31 Dec 2020 Highest Paid Director	Year ended 31 Dec 2019	Year ended 31 Dec 2019 Highest Paid Director
	Total £'000	£'000	Total £'000	£'000
Aggregate emoluments	1,731	1,225	3,525	827
Defined contribution pension schemes	5	2	14	1
Aggregate loss of office	-	-	111	-
	<u>1,736</u>	<u>1,227</u>	<u>3,650</u>	<u>828</u>

As at 31 December 2020, retirement benefits are accruing to 3 directors (2019: 6) under defined contribution schemes sponsored by the Group. The Company's directors who served during the year were also directors of TP ICAP Group plc, the ultimate parent company and controlling party, and TP ICAP plc (now known as TP ICAP Limited), which was the ultimate parent company and controlling party at year end. Their total remuneration for the year is disclosed in the financial statements of TP ICAP plc (now known as TP ICAP Limited).

Note 8. Other operating income / (expenses)

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 9. Interest receivable and similar income

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Bank deposit	68	272
Group related company loan	3	-
	<u>71</u>	<u>272</u>

Note 10. Interest payable and similar expenses

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Settlement balances and bank overdrafts	4	6

Note 11. Dividends received

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Dividend income from Associates	7,504	5,653
Dividend income from Other investments	-	59
	<u>7,504</u>	<u>5,712</u>

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Note 12. Income tax

Analysis of charge for the year:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Current tax		
UK Corporation tax - current year	6,355	7,466
Deferred tax - current year	-	(15)
Adjustment recognised for prior years - current tax	(450)	129
Adjustment recognised for prior years - deferred tax	65	9
Overseas tax	375	146
	<u>6,345</u>	<u>7,735</u>
Aggregate income tax		
	<u>6,345</u>	<u>7,735</u>
Deferred tax included in income tax comprises:		
Increase in deferred tax assets	-	(15)
Numerical reconciliation of income tax at the statutory rate		
Profit before income tax	38,783	27,431
Tax at the statutory tax rate of 19%	7,369	5,212
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-taxable dividends	(1,426)	(1,085)
Expenses not deductible for tax purposes	420	3,471
	6,363	7,598
Adjustment recognised for prior years - current tax	(450)	129
Adjustments recognised for prior years - deferred tax	65	9
Deferred tax at different rates	(8)	(1)
Overseas tax	375	-
	<u>6,345</u>	<u>7,735</u>
Income tax		
	<u>6,345</u>	<u>7,735</u>
Effective tax rate	16.4%	28.5%

In the UK, legislation to reduce the corporation tax rate from 20% to 19% from 1 April 2017 and from 19% to 17% from 1 April 2020 was previously enacted. The government subsequently announced that the reduction to 17% would not go ahead, which was enacted accordingly. As at 31 December 2020, UK deferred tax was therefore expected to unwind at a rate of 19%. On 3 March 2021, the UK Government announced a proposed increase in the rate of corporation tax from 19% to 25%, effective from 1 April 2023. The effect of the proposed increase to 25% is not expected to have a material impact on the deferred tax position of the company.

In accordance with the Capital Requirements Directive IV (CRD IV) and the associated Capital Requirements (Country-by-Country Reporting) Regulations 2013, the Company will publish additional information at the following web address: www.tpicap.com.

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Amounts credited directly to equity		
Deferred tax assets	(2)	(40)

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Note 12. Income tax (continued)

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Deferred tax		
Deferred tax liability comprises temporary differences attributable to:		
Other timing differences	(422)	(424)
Capital allowances	37	104
IFRS 9 adjustment	1	(1)
	<u>(384)</u>	<u>(321)</u>
Deferred tax liability		
Movements:		
Opening balance	(321)	(367)
Credited to profit or loss	-	15
Credited to equity	2	40
Prior year adjustment	(65)	(9)
	<u>(384)</u>	<u>(321)</u>
Closing balance		
	<u>As at 31 Dec 2020 £'000</u>	<u>As at 31 Dec 2019 £'000</u>
Provision for income tax	<u>2,686</u>	<u>4,880</u>

Note 13. Non-current assets - Investment in subsidiaries

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
As at beginning of year	-	-
Additions	-	3,300
Disposal	-	(3,300)
	<u>-</u>	<u>-</u>
As at end of year		

During the year ended 31 December 2019, the Company received a contribution of the Madrid branch operations TP ICAP (Europe) SA for £3,300,000.

During the year ended 31 December 2019, the Company distributed its investment of £3,300,000 in TP ICAP (Europe) SA to a fellow subsidiary of the Group.

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Note 14. Non-current assets - Other investments

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Other investments	<u>4,391</u>	<u>4,557</u>
Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:		
As at beginning of the year	4,557	4,810
Movement in the fair value of investments	<u>(166)</u>	<u>(253)</u>
As at end of the year	<u>4,391</u>	<u>4,557</u>

Company	Registered Address	Country of incorporation	Issued ordinary shares directly held
Euroclear Holding SA/NV	1 Boulevard du Roi Albert II, 1210 Brussels, Belgium	Belgium	<1%
1,809 ordinary shares shares of €1 each			
LME Holdings Ltd	10 Finsbury Square London EC2A 1AJ	England	<1%
25,000 ordinary shares shares of £0.01 each			

In accordance with FRS 101, other investments are recorded at fair value with changes in fair value reflected in other comprehensive income. The Company's investment in Euroclear Holding SA/NV has been valued using recent traded prices. The Company's investment in LME Holdings Ltd has been valued based on net asset value.

Note 15. Non-current assets - Investment in associate

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Investment in associate	<u>3,766</u>	<u>3,766</u>
Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:		
As at beginning of the year	3,766	922
Additions	<u>-</u>	<u>2,844</u>
As at end of the year	<u>3,766</u>	<u>3,766</u>

During the year ended 31 December 2019, the Company increased its investment in Tullett Prebon SITICO (China) Limited by £2,844,000. As at 31 December 2020, the Company held a principal investment in the following company:

Company	Registered Address	Country of incorporation	Issued ordinary shares directly held
Tullett Prebon SITICO (China) Limited	9th Floor, Room 1001, DBS Tower, No.1318, Lujiazui Ring Road, Shanghai, 200120, China	China	33% Subscribed Capital

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Note 16. Current assets - Debtors

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Agency trade debtors	46,692	46,543
Matched principal trade debtors	1,044,178	5,971,508
Expected credit loss	(163)	(869)
	<u>1,090,707</u>	<u>6,017,182</u>
Other debtors	79	133
Prepayments and accrued income	1,714	2,158
	<u>1,793</u>	<u>2,291</u>
Amount owed by Group related companies	68,576	39,018
Loans owed by Group related companies	-	14
Expected credit loss	(400)	(265)
	<u>68,176</u>	<u>38,767</u>
	<u>1,160,676</u>	<u>6,058,240</u>

Included in matched principal trade debtors above is an amount of £1,027,100,000 (2019: £5,939,073,000) in respect of transactions that were not yet due for settlement as at 31 December 2020. This amount represents the sale of securities where settlement will take place on a delivery versus payment basis. The form of these transactions is that the Company takes temporary control until the transactions are settled. Settlement balances past due date total £17,078,000 (2019: £32,435,000), and are expected to be received in the normal course of business.

The majority of net trade debtors, which aren't impaired nor past their normal settlement dates are held with high quality credit institutions.

Maximum exposure to credit risk is limited to Debtors (Note 16) and Cash and cash equivalents (Note 17). In a matched principal transaction there is a simultaneous commitment by the counterparties to sell and purchase a financial instrument meaning that there does exist short-term credit exposure, prior to clearing and settlement, and outstanding receivables that the Company manages.

The following trade debtors were unsettled:

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Less than 30 days	23,185	14,892
Over 30 days but less than 90 days	9,267	15,927
Over 90 days	14,077	14,855
	<u>46,529</u>	<u>45,674</u>

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Note 17. Current assets - Cash and cash equivalents

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Cash at bank and in hand	11,242	24,205
Short term bank deposits	21,465	21,383
Restricted funds	13,130	5,548
Expected credit loss	(843)	(540)
	<u>44,994</u>	<u>50,596</u>

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

Restricted funds represent cash for which the Company does not have immediate and direct access or for which regulatory requirements restrict the use of the cash.

At 31 December 2020 client money balances representing amounts owed to customers, held in a segregated bank account amounted to £440,900 (2019: £427,194).

Note 18. Current liabilities - Creditors

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Trade creditors	210	139
Matched principal trade creditors	1,044,189	5,969,766
Amounts owed to Group related companies	9,063	1,215
Accruals and deferred income	837	901
Other creditors	105	104
	<u>1,054,404</u>	<u>5,972,125</u>

Included in matched principal trade creditors above is an amount of £1,027,112,000 (2019: £5,937,334,000) in respect of transactions not yet due for settlement as at 31 December 2020. Settlement balances past due date total £17,077,000 (2019: £32,432,000), and are expected to be paid in the normal course of business.

Note 19. Equity - Issued capital

	As at 31 Dec 2020 Shares	As at 31 Dec 2019 Shares	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Authorised, issued and fully-paid ordinary shares of £1 each	<u>23,000,001</u>	<u>23,000,001</u>	<u>23,000</u>	<u>23,000</u>

During the year ended 31 December 2019, the Company was allotted 10,155,500 shares in the capital of TP ICAP (Europe) SA in exchange for the contribution of the Paris branch operations of the Company to TP ICAP (Europe) SA.

During the year ended 31 December 2019, the Company distributed 14,958,931 shares in TP ICAP (Europe) SA to Tullett Prebon Investment Holdings Limited.

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Note 20. Equity - Share premium

The Share premium includes the value of the proceeds above nominal issue of the Company's share capital.

Note 21. Equity - Other reserves

Other reserves represent capital redemption reserves and gains/losses arising of revaluation of other investments held.

	As at 31 Dec 2020 £'000	As at 31 Dec 2019 £'000
Other reserves	<u>2,469</u>	<u>2,633</u>

Note 22. Equity - Dividends

Dividends paid during the financial year were as follows:

	Year ended 31 Dec 2020 £'000	Year ended 31 Dec 2019 £'000
Dividend paid of £0.65 per ordinary share (2019: £0.59 per ordinary share)	<u>15,000</u>	<u>13,500</u>

Note 23. Contingent liabilities

In November 2017, the Company was named as a defendant in a Second Amended Class Action Complaint filed in the United States District Court for the Southern District of New York by lead defendant Sonterra Capital Master Fund Ltd. No director or officer of the Company has been named as a defendant. The civil complaint names numerous banks and inter-dealer brokers as defendants, and alleges manipulation and collusion of rates concerning Swiss Franc Libor based derivatives during the period 2001 - 2011, to the alleged detriment of certain institutional investors and individuals. The broker defendants filed a joint motion to dismiss the Second Amended Complaint on 6 April 2018 (the bank defendants filed their own motion to dismiss earlier). The plaintiffs filed their opposition on 4 June 2018, and we filed our reply on 3 July 2018. Numerous letters have been submitted to the Court identifying relevant, subsequently-issued decisions. On 6 December 2018, the Judge requested that the parties provide the Court with unredacted, electronic versions of all documents previously filed under seal. This order suggests that the Judge will either schedule oral argument or issue a decision on the motions to dismiss in the near future. It is not practicable to predict the ultimate outcome of the litigation. As a result it is not possible to provide an estimate of any potential financial impact on the Company.

In August 2019, the Company was notified that the Autorité de Marchés Financiers ("AMF") was investigating alleged facilitation of market abuse conduct concerning historical transactions with a client undertaken in 2015 on Eurex. In June 2020, the AMF initiated enforcement proceedings before the Enforcement Committee of the AMF. The Company has responded to the AMF's letter of grievance and is waiting to hear further. It is not possible at present to provide a reliable estimate of any potential financial impact on the Company.

Save as outlined above in respect of legal matters or disputes for which a provision has not been made, notwithstanding the uncertainties that are inherent in the outcome of such matters, 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 24. Events after the reporting period

In February 2021, the shareholders of TP ICAP plc approved the re-domiciliation of the Group from the UK to Jersey by means of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 ("the Scheme").

The Scheme became effective on 26 February 2021 and, as a result, TP ICAP Group plc became the new ultimate parent and controlling party of the Group.

Shortly after the Scheme became effective, the former ultimate parent and controlling party of the Group, TP ICAP plc, changed its status to that of a private company and was renamed TP ICAP Limited.

Following the loss of the EU passporting rights as a result of the UK's withdrawal from the EU, TP ICAP's UK-based authorised subsidiaries no longer have the full scope of necessary regulatory permissions to service all clients based in the EU 27. TP ICAP's UK-based authorised subsidiaries continue to service clients based in certain EU 27 member states where possible under available temporary permission regimes, existing third country access rights, or as otherwise permitted by applicable laws and regulations. In those EU 27 member states where TP ICAP's existing operating model does not allow it to service clients under available temporary permission regimes, existing third country access rights, or applicable laws and regulations, TP ICAP is adjusting its operating model to ensure that it services clients in those jurisdictions in accordance with such temporary permission regimes, existing third country access rights, or applicable laws and regulations. Such adjustments include, amongst other things, obtaining additional third country permissions for its UK authorised firms and servicing clients from its EU establishments once a sufficient number of brokers have been relocated from the UK.

There have been no other post balance sheet events from 31 December 2020 up to the date of signing which require separate disclosure.

Note 25. Immediate and ultimate parent company

The Company's immediate parent is Tullett Prebon Investment Holdings Limited which does not prepare consolidated financial statements.

At the year end, the Company's ultimate parent and controlling party was TP ICAP plc (now known as TP ICAP Limited), which is incorporated in the United Kingdom, and headed the largest and smallest group of companies of which the Company is a member. TP ICAP plc prepared consolidated financial statements in accordance with IFRS. Copies of TP ICAP plc financial statements are available from the registered office: Floor 2, 155 Bishopsgate, London, England, EC2M 3TQ.

After the year end and as a result of the Scheme, the Company's ultimate parent and controlling party became 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 will be available from the registered office: 22 Grenville Street, St Helier, Jersey JE4 8PX.