## REUTERS TRANSACTION SERVICES LIMITED

## ANNUAL REPORT AND FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2012

Registered number 2089076

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## **DIRECTORS AND CORPORATE INFORMATION**

### **Directors**

Linker, John (Jack) Henry (appointed 2 March 2012) Moodie, Rachel (resigned 21 May 2012) Thomas, Hywel (appointed 21 May 2012) Oakley, Martin (resigned 1 August 2012) Singh, Jasbir (resigned 29 March 2013) Ward, Jacques (resigned 30 March 2013) Wellard, Philip

### Secretary

O'Hanlon, Carla

### Registered office

The Thomson Reuters Building 30 South Colonnade Canary Wharf London, UK E14 5EP United Kingdom Reg No 2089076

### Independent auditors

PricewaterhouseCoopers LLP 7 More London Riverside London SEI 2RT

### **Principal bankers**

CitiBank N A 4 Harbour Exchange Square London E14 9GE

## REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their annual report and audited financial statements of Reuters Transaction Services Limited for the year ended 31 December 2012

### **Definitions**

As used in the annual report, "the Group" and "the Thomson Reuters Group" refer to the Thomson Reuters Corporation and its subsidiary undertakings, including joint ventures and associates "The company" and "RTSL" refer to Reuters Transaction Services Limited

### Principal activities

The company provides an automated electronic matching service for a number of financial instruments, the largest activity is for Foreign Exchange Spot and Forward Foreign Exchange instruments

The company has a dormant subsidiary in Brazil, branches in Switzerland and Singapore and a representative office in China. In February 2013 RTSL registered a branch in Russia. The company has customers throughout the world, trading primarily through its branch in Switzerland.

The company is authorised and principally regulated in the United Kingdom by the Financial Services Authority (FSA) and has permission to operate a Multilateral Trading Facility. The company is authorised as a Money Broker by both the Monetary Authority of Singapore (MAS) and the Hong Kong Monetary Authority (HKMA), as a Recognised Markets Operator by MAS and as a provider of Automated Trading Services by the Hong Kong Securities and Futures Commission (SFC). RTSL holds an Australian Market License from the Australian Securities and Investments Commission (ASIC). The company is registered as a Registered Electronic Facility with the Securities Commission Malaysia (SCM). RTSL is also accredited as an Electronic Order Matching System operator and a Multi Bank Portal operator by the Foreign Exchange Dealers' Association of India (FEDAI). The company has been exempt from authorisation as an Organisation Similar to an Exchange by the Swiss Financial Markets Supervisory Authority and has been granted an exemption from Organized Trading license by the Federal Service for Financial Markets (FSFM) in Russia. RTSL has accreditation from the Central Bank in Brazil.

RTSL contractually committed to a joint venture in China with the State Development and Investment Corporation Trust Company Ltd and GFI Brokers Ltd It is expected that the transaction will close during 2013 once initial regulatory approvals are given

### Financial statements

A separate statement of the directors' responsibilities in respect of the financial statements is set out on page 6. The Profit and Loss account is set out on page 8.

### Financial results and dividends

The company's profit for the financial year was \$2,515,000 (2011 \$2,382,000)

No dividends were paid in 2012 (2011 \$nil)

### Creditor payment terms

The company did not have any trade creditors during the year (2011 \$nil)

### Review of business and future developments

2012 was a year of steady but suppressed trading volumes which led to a reduction in revenue compared to 2011. The fourth quarter of the year showed particularly low volumes as traders' concerns over the Eurozone and economic conditions globally led to reduced levels of trade.

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

RTSL revenue decreased 9% to \$174.3m compared to prior year driven primarily by volume reduction in Spot brokerage. The Matching system handled \$46 trillion of Spot volumes compared to \$56 trillion in 2011. This represents over 33 million trades, a decrease of 13% on prior year.

Forwards volumes also declined from \$88 trillion to \$78 trillion with a corresponding 6% decline in the number of trades to 576,522 in the year

The other RTSL products which comprise primarily Reuters Trading for Foreign Exchange ("RTFX"), Reuters Trading for Exchanges ("RTEX") and Thomson Reuters Trading for Fixed Income ("TRFIT"), generated \$9m revenue in the year, a 7% increase on prior year

RTSL continues to operate the policies and procedures introduced following the Markets and Financial Instruments Directive I and classification of RTSL as a Multilateral Trading Facility (see Principal activities)

As part of RTSL's obligations under the Capital Requirements Directive, an Internal Capital Adequacy Assessment Process (ICAAP) document is prepared annually. The ICAAP is used by the RTSL Board to assess the company's risks, determine the actions necessary to mitigate those risks and the current and future capital requirements. Following BIPRU 12 Liquidity Standards, RTSL maintains a Liquidity Policy to manage liquidity risk.

The Pillar 3 report is available by contacting the RTSL Company Secretary at The Thomson Reuters Building, 30 South Colonnade, Canary Wharf, London, E14 5EP, United Kingdom

### **Key performance indicators**

RTSL measures its performance by reference to revenue and transaction volumes for all products

### Financial risk management

The company's activities expose it to a variety of financial risks market risk (including currency risk and fair value interest rate risk), credit risk and cash flow interest rate risk

### Currency risk

Foreign exchange risk arises from cash flows relating to commercial transactions and recognised assets and liabilities. Transaction exposure occurs when the company receives or pays cash in a currency different from US dollars.

## Credit risk

The company is exposed to concentrations of credit risk. Trade debtors are concentrated in the financial institutions. The maximum exposure to credit risk at 31 December 2012 was as follows trade debtors \$18,541,000 (2011 \$20,713,000), amounts owed by Group undertakings \$88,483,000 (2011 \$73,028,000), short-term investments \$2,717,000 (2011 \$2,518,000) and cash \$387,000 (2011 \$52,000)

### Cash flow and fair value interest rate risk

The company's interest rate risk arises from interest-bearing assets. Short-term investments which are subject to variable rates expose the company to cash flow interest rate risk, which is the risk that future cash flows will fluctuate because of changes in market interest rates. Short-term investments, which are subject to fixed rates, expose the company to fair value interest rate risk, as the fair value of the financial instrument fluctuates because of changes in market interest rates. Amounts owed by and to Group undertakings are not interest bearing.

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

The company does not seek to manage these risks in isolation and instead makes use of the wider Thomson Reuters Group treasury function to manage these risks as part of a group-wide arrangement Monitoring of this activity is controlled by way of a Service Level Agreement with the Treasury function. All Treasury activity takes place within a formal control framework under policies approved by the Thomson Reuters Board. As such, all transactions which are undertaken are designed to mitigate risk within the business or to secure committed funding. More details of the risk management programme can be found in the Thomson Reuters Corporation 2012 annual report.

On behalf of the Board

Hywel Thomas Director

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the report of the directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under the law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

The directors are responsible for the maintenance and integrity of the company's website

Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions

On behalf of the Board

Hywel Thomas

Director

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF REUTERS TRANSACTION SERVICES LIMITED

We have audited the accounts of Reuters Transaction Services Limited for the year ended 31 December 2012, which comprise the Profit and Loss account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice "UK GAAP")

### Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 6, the Directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view Our responsibility is to audit the accounts in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

This report, including the opinion, has been prepared for and only for the company's members as a body and in accordance with Chapter 3 part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with the United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

### Matters on which we are required to report by exception

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

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

Kenneth Yam

For and on behalt of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors London

## PROFIT AND LOSS ACCOUNT

For the year ended 31 December		<u>2012</u>	<u>2011</u>
	Notes	<u>\$000s</u>	<u>\$000s</u>
Turnover	1	174,251	190,747
Cost of sales		(168,803)	(185,357)
Administrative expenses	2	(2,379)	(2,428)
Operating profit	3	3,069	2,962
Interest receivable and similar income	4	6	9
Profit on ordinary activities before taxation		3,075	2,971
Tax on profit on ordinary activities	5	(560)	(589)
Profit for the financial year	12	2,515	2,382

The results for current and prior years above derive from continuing operations

There are no material differences between the profit on ordinary activities before tax and the retained profit for the financial years stated above and their historical cost equivalents

The company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented

The financial statements on pages 8 to 16 were approved by the board of directors on 10 April 2013

## **BALANCE SHEET**

As at 31 December	Notes	<u>2012</u> <u>\$000s</u>	2011 \$000s
Fixed assets			
Intangible assets	6	<u>-</u>	81
		-	81
Current assets			
Debtors	7	114,498	101,940
Investments	9	2,717	2,518
Cash at bank and in hand		387	52
		117,602	104,510
Creditors: Amounts falling due within one year	10	(12,707)	(2,211)
Net current assets		104,895	102,299
Total assets less current liabilities		104,895	102,380
Capital and reserves			
Called up share capital	11	96,600	96,600
Profit and loss account	12	8,295	5,780
Total shareholders' funds	12	104,895	102,380

The financial statements on pages 8 to 16 were approved by the board of directors on 10 April 2013 and signed on its behalf by

Hywel Thomas

Director

### ACCOUNTING POLICIES FOR THE YEAR ENDED 31 DECEMBER 2012

### Basis for preparation of the financial statements

The financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom (UK GAAP) A summary of the significant accounting policies, which have been consistently applied throughout the year, is set out below

The financial statements have been presented in US dollars, which in the opinion of the directors is the currency of the primary economic environment in which the company operates

The Company is a wholly owned subsidiary company of a group headed by Thomson Reuters Corporation (Thomson Reuters Group), and is included in the consolidated financial statements of that company, which are publicly available Consequently, the company has taken advantage of the exemption in FRS I (Revised 1996) 'Cash Flow Statements' not to present its own cash flow statement

The company is also exempt under the terms of FRS 8(3)(c) "Related party disclosures" from disclosing related party transactions with entities that are part of the Thomson Reuters Group

### Foreign currency translation

Transactions in foreign currencies are translated into US dollars using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the Profit and Loss account. The year end exchange rates were 1 0924 CHF/USD, 0 8187 SGD/USD, 1 3184 EUR/USD and 1 6255 GBP/USD.

### Revenue

Revenue represents the fees, net of discounts, derived from the use of transactional products, commission receivable from introducing trades to other brokers and the provision of subscription based services. Revenue from transactional services and products is accounted for on a trade date basis, whilst subscription based revenue is recorded as earned

### Cost of sales

Cost of sales represents transfer pricing fees payable to the fellow group companies. The fees are recognised in line with the revenue and expenses recorded by the company in the year.

### Other expenses

Other expenses are charged against profit in the year in which they were incurred. The company bears infrastructure and other administrative expenses through intragroup arrangements. RTSL continues to employ staff, largely involved in client administration, and accordingly bears staff related costs.

### Fixed assets

Fixed assets are represented by a market monitoring system which should assist the company in meeting its regulatory obligations to monitor trading on its platform. The associated costs were capitalised and are to be amortised on a straight line basis over three years. Fixed assets are valued at cost less accumulated amortisation and any impairment.

### Interest

Interest receivable and payable are recognised in the Profit and Loss account on an accruals basis

### Pensions and similar obligations

RTSL staff are members of multi-employer pension schemes operated by the Group—Some staff are members of a defined benefit scheme—whilst others are members of a defined contribution scheme—RTSL applies defined contribution accounting rules for the pension contributions for all RTSL staff as per FRS17 as contributions are in relation to the current service period only i.e. are not affected by any surplus or deficit in the scheme relating to the past service of its own employees or any other members of the scheme

RTSL's pension obligations are limited to paying pension charges levied for the relevant period

Details of the pension schemes operated can be found in the financial statements of the Thomson Reuters Corporation

# ACCOUNTING POLICIES FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

### Doubtful debts

A provision for doubtful debts has been made where there is evidence that the company may not be able to collect all amounts due according to the original terms of these debtors

#### Investments

Investments are stated in the balance sheet at the lower of cost and net realisable value

#### Cash

Cash includes cash in hand and bank deposits repayable on demand

### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED **31 DECEMBER 2012**

### 1. Turnover

Turnover represents fees arising from the provision of an automated electronic matching service for a number of financial instruments, commission receivable from introducing trades to other brokers and fees earned for the provision of routing and trading message transmission services. The split of income by geographical segment is as follows

	2012 \$000s	<u>2011</u> \$000s
Europe, Middle East & Africa	114,503	119,216
Americas	38,968	46,927
Asia/Pacific	20,780	24,604
	174,251	190,747
RTSL operates electronic trading platforms within one class of business  Administrative expenses		
Administrative expenses include employee costs as follows		

## 2. Adr

	<u>2012</u>	<u>2011</u>
	<u>\$000s</u>	<u>\$000s</u>
Wages and salaries	1,362	1,382
Social security costs	207	102
Other pension costs	164	156
	1,733	1,640
The average number of staff employed during the year	11	12
Analysis by type		
Management	1	1
Administration	10	11

None of the directors earned any remuneration for their services as directors of the company during the year (2011 \$nil) and the company did not bear any costs related to the employment or emoluments (including related to share awards) of the directors (2011 \$nil)

### 3. Operating profit

Operating profit is arrived at after charging

	<u>2012</u> \$000s	<u>2011</u> \$000s
Auditors' remuneration		
Audit service	182	173
Regulatory advice	6	15
Amortisation	81	94

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

4.	Interest receivable and similar income	2012	2011
		<u>2012</u> \$000s	<u>2011</u> \$000s
		<del>\$0005</del>	40000
	Interest receivable on unlisted investments	6	9
		6	9
5.	Tax on profit on ordinary activities		
	a) Analysis of charge for the year	<u>2012</u>	<u> 2011</u>
	a,a., sa et ellarge tot alle year	\$000s	\$000s
	Current tax	<u> </u>	<u> </u>
	UK corporation tax charge on profits for the year	348	381
	Adjustment in respect of prior periods	(72)	(120)
		276	261
	Double tax relief	(348)	(381)
		(72)	(120)
	Foreign tax	539	588
	Total current tax	467	468
	Deferred tax charge (see note 8)	93	121
	Tax on profit on ordinary activities	560	589
	b) Factors affecting tax charge for the year		
		<u>2012</u>	<u>2011</u>
		<u>\$000s</u>	<u>\$000s</u>
	Profit on ordinary activities before tax	3,075	2,971
		<u></u>	
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24 5% (2011 26 5%)	753	787
	Adjustment in respect to prior periods	(72)	(120)
	Permanent differences	(20)	165
	Capital allowances in excess of depreciation	(65)	(95)
	Foreign tax not fully relieved against UK tax	145	152
	Group relief received at no cost	(274)	(421)
	Current tax charge for the year	467	468

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

### 5. Tax on profit on ordinary activities (Continued)

The Finance Act 2012, which received Royal Assent on 17 July 2012, includes legislation to reduce the main rate of corporation tax from 26% to 24% from 1 April 2012 and from 24% to 23% from 1 April 2013

In addition to the changes in rates of corporation tax disclosed above a further reduction to the UK main rate of corporation tax was announced in the Autumn Statement 2012 Legislation is to be introduced to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 Since this rate reduction had not been substantively enacted at the balance sheet date, it has not been included in these financial statements

6. Intangible assets	<u>2012</u> <u>\$000s</u>	<u>2011</u> <u>\$000s</u>
Costs		
Opening balance as at 1 January	281	281
Additions	-	-
Closing balance as at 31 December	281	281
Accumulated amortisation		
Opening balance as at 1 January	(200)	(106)
Amortisation for the year	(81)	(94)
Closing balance as at 31 December	(281)	(200)
Net book value	<u> </u>	81
7. Debtors	<u>2012</u> \$000s	2011 \$000s
Trade debtors	18,541	20,713
Amounts owed by Group undertakings	88,483	73,028
Overseas sales taxes recoverable	6,605	7,491
Tax debtor	594	339
Deferred tax (see note 8)	269	362
Prepayments and accrued income	6	7
	114,498	101,940

Amounts owed by Group undertakings are repayable on demand and include a non interest bearing loan to Thomson Reuters Group Limited of \$62,006,510 (2011 \$62,006,510)

8.	Deferred tax asset	<u>2012</u> \$000s	<u>2011</u> <u>\$000s</u>
	At 1 January	362	483
	Deterred tax charge in profit and loss account	(93)	(121)
	At 31 December	269	362

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

8.	Deferred tax asset (continued)		
		<u>2012</u>	<u> 2011</u>
		<u>\$000s</u>	<u>\$000s</u>
	The closing balance is analysed below		
	Decelerated capital allowances	268	358
	Short term timing differences	1	4

		269	362
9.	Investments	<u>2012</u>	2011
	Unlisted investments	<u>\$000s</u>	<u>\$000s</u>
	Term deposits	2,717	2,518

The balance represents the short term investment with Standard Chartered bank of \$2,620,000 renewable and two investments for a total amount of \$97,000 placed with Bank of Baroda upon the request and under hen of Foreign Exchange Dealers' Association of India with maturity dates of 20 March 2013 and 17 August 2015 respectively

10. Creditors: Amounts falling due	within one year 2012 \$000s	2011 \$000s
Amounts owed to Group undertal	kings 11,910	508
Other creditors	13	26
Accruals and deferred income	784	1,677
	12,707	2,211
11. Called up share capital	2012 \$000s	2011 \$000s
Authorised		
80,000,000 (2011 80,000,000) o	ordinary shares of £1 each 128,800	128,800
Issued and fully paid		
60,000,000 (2011 60,000,000) o	rdinary shares of £1 each 96,600	96,600

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (Continued)

### 12. Reconciliation of movement in total shareholders' funds and movement of reserves

	<u>Called up</u>	<u>Profit</u>	
	<b>Share</b>	and loss	
	<u>Capital</u>	<u>account</u>	<u>Total</u>
	<u>\$000s</u>	<u>\$000s</u>	<u>\$000s</u>
1 January 2012	96,600	5,780	102,380
Profit for the financial year	-	2,515	2,515
31 December 2012	96,600	8,295	104,895

### 13. Ultimate parent undertakings

The Company's immediate parent company is Reuters Limited. Within the meaning of the Companies Act 2006 ("CA2006"), Thomson Investments Limited ("TIL") is regarded by the Directors of the Company as being the Company's ultimate parent company and controlling party. Within the meaning of CA2006, Thomson Reuters Corporation ("Thomson Reuters") is the parent undertaking of the only group of undertakings for which group accounts were drawn up and of which the Company was a member for the year ended 31 December 2012. TIL and Thomson Reuters are incorporated under the laws of the Province of Ontario, Canada.

Copies of Thomson Reuters' annual reports are available from The Thomson Reuters Building, 30 South Colonnade, Canary Wharf, London E14 5EP, and is publically available at <a href="https://www.thomsonreuters.com">www.thomsonreuters.com</a>