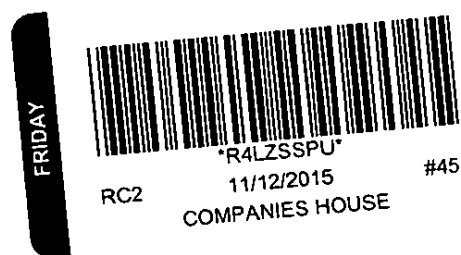


TSE Global Limited

Annual report and Accounts
Registered number 05741254
For the year ended 30 April 2015



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Directors' report

The directors present their annual report together with the audited financial statements for the year ended 30 April 2015

Principal activities and future developments

The principal activity of TSE Global Limited (the 'Company') in the current and prior year is to provide support services to other Betfair Group plc (the 'Group') undertakings. The directors do not expect this to change in the foreseeable future.

Review of the business

The Company has met the requirements of Section 414B of the Companies Act 2006 to obtain the exemption provided from the presentation of a strategic report on the basis of its size.

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The key business risks and uncertainties affecting the Group are considered to relate to online gambling regulation, taxation, competition, products, customers, people, reliance on third parties, IT disaster recovery, financial risk, employee retention, security of data and customer funds and technology infrastructure and systems. Further discussion of these risks and uncertainties, in the context of the Group as a whole, is provided on pages 22 to 26 of the Group's Annual Report and Accounts 2015 which does not form part of this report. A copy of the Group's Annual Report and Accounts 2015 can be obtained from the address given in note 12.

Risks are formally reviewed by the Board of the Group and appropriate processes are put in place to mitigate them. It is possible that the overall effect of such events would result in adverse implications for the Company.

Going concern

After making enquiries, the directors have a reasonable expectation that the Company will have access to adequate resources to continue in operational existence for the foreseeable future and have therefore continued to adopt the going concern basis in preparing the financial statements.

Financial Risk Management

The Group's operations expose it to a variety of other financial risks, including interest rate and foreign exchange movements. Management continues to monitor closely the Group's financial risks and mitigate its exposure where appropriate.

Dividends

During the year, the Company paid no dividends and the directors do not recommend the payment of a final dividend for the year ended 30 April 2015 (2014: £nil).

Political contributions

The Company made no political contributions during the year (2014: £nil).

Directors' report (continued)

Directors

The directors who held office during the year, and up to the date of this report, are as follows

Recep Ozcan

Kevin Smith

Ross Lane (resigned 8 January 2015)

Paul Rushton (appointed 8 January 2015)

All directors benefited from qualifying third-party indemnity provisions in place during the financial year and at the date of this report

Disclosure of information to auditor

The directors who held office at the date of approval of these accounts confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information

Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office

On behalf of the Board

Paul Rushton
Director



Waterfront
Hammersmith Embankment
Chancellors Road
London
W6 9HP
7 December 2015

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' report 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 that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 its profit or loss for that period. In preparing the Company financial statements, the directors are required to

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

The 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 its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



Independent auditor's report to the members of TSE Global Limited

We have audited the financial statements of TSE Global Limited for the year ended 30 April 2015 set out on pages 5 to 10. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 30 April 2015 and of its loss for the year then ended,
- have been properly prepared in accordance with UK 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, or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Gemma Buschor (Senior Statutory Auditor)
for and on behalf of KPMG LLPc, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

7 December 2015

Profit and loss account
For the year ended 30 April 2015

	Note	2015 £	2014 £
Turnover	2	40,146	405,709
Administrative expenses		(123,161)	(395,079)
Operating (loss)/profit		(83,015)	10,630
Interest receivable and similar income	4	71,098	27,724
Interest payable and similar charges	5	(2,465)	(2,359)
(Loss)/profit on ordinary activities before tax	3	(14,382)	35,995
Tax on (loss)/profit on ordinary activities	6	-	-
(Loss)/profit for the financial year		(14,382)	35,995

All activities relate to continuing operations in the current and prior year

There were no recognised gains or losses other than the loss for the current year and profit for the prior year and accordingly a statement of total recognised gains and losses has not been presented

The notes on pages 7 to 10 form an integral part of these financial statements

Balance sheet

As at 30 April 2015

	Note	2015 £	2014 £
Current assets			
Debtors	7	341,260	466,444
Cash at bank and in hand		32,060	18,682
		<u>373,320</u>	<u>485,126</u>
Creditors: amounts falling due within one year	8	<u>(161,737)</u>	<u>(259,161)</u>
Net current assets		211,583	225,965
Total assets less current liabilities		<u>211,583</u>	<u>225,965</u>
Net assets		<u>211,583</u>	<u>225,965</u>
Capital and reserves			
Called up share capital	9	1,000	1,000
Profit and loss account	10	210,583	224,965
Shareholders' funds	11	<u>211,583</u>	<u>225,965</u>

The notes on pages 7 to 10 form an integral part of these financial statements

The financial statements were approved by the board of directors on 7 December 2015 and were signed on its behalf by

Paul Rushton
Director



Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

Basis of preparation

The financial statements have been prepared on a going concern basis in accordance with applicable accounting standards and under the historical cost accounting rules in accordance with applicable UK accounting standards and comply with the requirements of the United Kingdom companies Act 2006

Turnover

Turnover represents income charged for support services to Group undertakings. Turnover is recognised as services are provided

Tax

The charge for tax is based on the result for the year and takes into account tax deferred because of timing differences between the treatment of certain items for tax and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for tax and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19 'Deferred tax'

Related party transactions

As the Company is a wholly-owned subsidiary of Betfair Group plc (the 'Group'), the Company has taken advantage of the exemption contained in FRS 8 'Related party transactions' and has therefore not disclosed transactions or balances with entities which form part of the Group (or investees of the group qualifying as related parties). The consolidated financial statements of Betfair Group plc, within which this Company is included, can be obtained from the address given in note 12

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account

Judgements and estimates

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

Cash flow statement

The Company has taken advantage of the provisions of FRS 1 'Cash flow statements' not to prepare a cash flow statement on the grounds that the cash flows are included within the published consolidated accounts of Betfair Group plc, the ultimate parent company

Notes (continued)

2 Turnover

	2015 £	2014 £
Turnover from Group undertakings for support services	<u>40,146</u>	<u>405,709</u>

3 (Loss)/profit on ordinary activities before tax

Audit fees have been borne by a fellow Group undertaking in the current and prior year. The audit fee payable to the Company's auditor in respect of the audit of these financial statements was £5,000 (2014 £5,000).

None of the directors received remuneration for services to the Company during the year (2014: none). The Company had no employees during the current year and prior year.

4 Interest receivable and similar income

	2015 £	2014 £
Net foreign exchange gain	<u>71,098</u>	<u>27,724</u>

5 Interest payable and similar charges

	2015 £	2014 £
Intercompany interest payable	<u>2,465</u>	<u>2,359</u>

6 Tax on (loss)/profit on ordinary activities

Analysis of tax charge for the year

	2015 £	2014 £
Total current tax	<u>-</u>	<u>-</u>

The tax for the year is different from the standard rate of corporation tax in the UK of 20.92% (2014: 22.8%). The differences are explained below:

Notes (continued)

6 Tax on (loss)/ profit on ordinary activities (continued)

	2015 £	2014 £
(Loss)/profit on ordinary activities before tax	(14,382)	35,995
Current UK tax at 20.92% (2014: 22.8%)	(3,009)	8,207
Effects of		
Group relief (received)/surrendered for nil payment	3,009	(8,207)
Current tax	-	-

The 2015 Budget on 18 March 2015 announced that the UK corporation tax rate will reduce to 20% from 1 April 2015

The 2015 Summer Budget on 8 July 2015 announced that the UK corporation tax rate will reduce to 19% in 2017 and 18% in 2020. This reduction is yet to be substantively enacted, therefore no adjustment has been made in these financial statements.

Once enacted, this will reduce the Company's future current tax charge accordingly.

7 Debtors

	2015 £	2014 £
Other debtors	-	2,771
Amounts receivable from Group undertakings	341,260	463,673
	<u>341,260</u>	<u>466,444</u>

Amounts receivable from Group undertakings are unsecured, interest free and repayable on demand.

8 Creditors: amounts falling due within one year

	2015 £	2014 £
Accruals	195	100,084
Amounts payable to Group undertakings	161,542	159,077
	<u>161,737</u>	<u>259,161</u>

Amounts payable to Group undertakings are unsecured and repayable on demand.

Notes (continued)

9 Called up share capital

	2015	2014
	£	£
Allotted, called up and fully paid		
1,000 Ordinary share of £1 each	1,000	1,000

10 Reserves

	Profit and loss account £
As at 1 May 2014	224,965
Loss for the financial year	(14,382)
As at 30 April 2015	210,583

11 Reconciliation of movements in shareholders' funds

	2015	2014
	£	£
Shareholders' funds as at 1 May	225,965	189,970
(Loss)/profit for the year	(14,382)	35,995
Shareholders' funds as at 30 April	211,583	225,965

12 Immediate and ultimate parent company

The immediate parent company is The Sporting Exchange Limited, a company incorporated in England and Wales

Betfair Group plc, a company incorporated in England and Wales, is the ultimate parent company of the Group. Copies of the Annual Report and Accounts 2015 of Betfair Group plc can be obtained from

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