

Company Number: 9084006

ICAP GLOBAL BROKING INVESTMENTS
FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
31 MARCH 2015



ICAP GLOBAL BROKING INVESTMENTS

Directors' Report for the period ended 31 March 2015

Company Number: 9084006

The directors present their Directors' Report and the audited financial statements of ICAP Global Broking Investments (the 'Company') for the period ended 31 March 2015.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. It is anticipated that the Company will continue its present business activities next year.

The Company was incorporated on 12 June 2014 and is domiciled in England and Wales. The registered office is 2 Broadgate, London, EC2M 7UR.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The business review and future developments of the Company are detailed in the Strategic Report.

DIVIDENDS

No dividends were paid during the period.

DIRECTORS

The directors of the Company, who held office during the period and up to the date of signing the financial statements were:

D Gregg	(appointed 12 June 2014)
D Ireland	(appointed 12 June 2014)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 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 applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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 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.

ICAP GLOBAL BROKING INVESTMENTS

Directors' Report for the period ended 31 March 2015

Company Number: 9084006

POST BALANCE SHEET EVENTS

On 11 November 2015, the Company's ultimate parent ICAP plc signed a Sale and Purchase Agreement with Tullett Prebon for the disposal of its Global Broking business together with related information services and i-Swap. The disposal is subject to approvals from regulatory authorities across jurisdictions as well as finalisation of certain commercial terms.

PRINCIPAL RISKS AND UNCERTAINTIES

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group (ICAP plc, the ultimate parent undertaking, and its subsidiaries) are not managed separately. Accordingly, the principal risks and uncertainties of ICAP plc, which include those of the Company, are discussed on page 42 of the Group's annual report, which does not form part of this report.

INDEPENDENT AUDITORS

The Company's auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and are deemed reappointed in the next financial period.

PROVISION OF INFORMATION TO THE AUDITORS

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware.

The directors have taken all the steps they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This report has been approved by the board of directors and signed by order of the board:



D Ireland
Director

Friday, February 26, 2016

ICAP GLOBAL BROKING INVESTMENTS

Strategic Report for the period ended 31 March 2015

The directors present their Strategic Report and the audited financial statements of ICAP Global Broking Investments (the 'Company') for the period ended 31 March 2015.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The directors consider that the period end financial position was satisfactory and do not anticipate any changes to the principal activities.

RESULTS

The results of the Company are set out in the profit and loss account on page 6.

The profit for the period of \$133,000 has been transferred to reserves.

The net assets of the Company are \$56,133,000.

KEY PERFORMANCE INDICATORS

The directors of ICAP plc manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that 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 ICAP plc, which includes the Company, are discussed on page 22 and 23 of the Group's annual report, 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:



D Ireland
Director

Friday, February 26, 2016

ICAP GLOBAL BROKING INVESTMENTS

Independent Auditors' Report to the members of ICAP Global Broking Investments

Report on the financial statements

Our opinion

In our opinion, ICAP Global Broking Investments' financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 March 2015 and of its profit/loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

ICAP Global Broking Investments' financial statements comprise:

- the Balance Sheet as at 31 March 2015;
- the Profit and Loss Account and Statement of Total Recognised Gains and Losses for the period then ended;
- the Statement of Changes in Equity for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

ICAP GLOBAL BROKING INVESTMENTS

Independent Auditors' Report to the members of ICAP Global Broking Investments

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Lisa Kleinman (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
Monday, 29 February, 2016

ICAP GLOBAL BROKING INVESTMENTS
Profit and Loss Account for the period ended 31 March 2015

	<u>Note</u>	<u>Period ended</u> <u>31/03/2015</u> \$'000
Income from fixed asset investments	5	11,360
Interest payable and similar charges	6	(11,227)
Operating profit	3	<u>133</u>
Tax on profit on ordinary activities	7	-
Profit for the financial period		<u><u>133</u></u>

The profit of the Company for the period is derived from continuing operations.
The notes on pages 10 to 13 are an integral part of these financial statements.

ICAP GLOBAL BROKING INVESTMENTS

Statement of Total Recognised Gains and Losses for the period ended 31 March 2015

Period ended
31/03/2015
\$'000

Profit for the financial period 133

Total recognised gains and losses relating to the period 133

The notes on pages 10 to 13 are an integral part of these financial statements.

ICAP GLOBAL BROKING INVESTMENTS

Balance Sheet as at 31 March 2015

Company Number: 9084006

	<u>Note</u>	<u>As at</u> <u>31/03/2015</u> \$'000
Fixed Assets		
Investments	8	<u>468,000</u> 468,000
Current assets		
Cash and cash equivalents	9	<u>133</u> 133
Non-current liabilities		
Loans from Group companies	10	<u>(412,000)</u> (412,000)
Total assets less non-current liabilities		<u>56,133</u>
Capital and reserves		
Called up share capital	11	1
Share premium account		55,999
Profit and loss account		<u>133</u>
Total shareholders' funds		<u>56,133</u>

The notes on pages 10 to 13 are an integral part of these financial statements.

The financial statements on pages 6 to 13 were approved by the board of directors on 29 February 2016 and were signed on its behalf by:



D Ireland
Director

ICAP GLOBAL BROKING INVESTMENTS

Statement of Changes in Equity for the period ended 31 March 2015

	<u>Called up</u> <u>share</u> <u>capital</u> <u>(note 11)</u> <u>\$'000</u>	<u>Share</u> <u>premium</u> <u>account</u> <u>\$'000</u>	<u>Profit</u> <u>and loss</u> <u>account</u> <u>\$'000</u>	<u>Total</u> <u>Shareholders'</u> <u>funds</u> <u>\$'000</u>
Profit for the period	-	-	133	133
Share capital issue	1	55,999	-	56,000
As at 31 March 2015	<u>1</u>	<u>55,999</u>	<u>133</u>	<u>56,133</u>

The notes on pages 10 to 13 are an integral part of these financial statements.

Called up share capital

The balance classified as called up share capital includes the nominal value of the proceeds on issue of the Company's called up share capital, comprising \$0.01 ordinary shares.

Share premium account

The share premium account includes the value of the proceeds above nominal on issue of the Company's called up share capital, comprising \$0.01 ordinary shares.

ICAP GLOBAL BROKING INVESTMENTS

Notes to the financial statements for the period ended 31 March 2015

1. PRINCIPAL ACCOUNTING POLICIES

a) Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) under the historical cost basis and the Companies Act 2006 (the Act) as applicable to companies using FRS 101. FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted International Financial Reporting Standards ('IFRS').

The Company is a qualifying entity for the purposes of FRS 101. Note 13 gives details of the Company's parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The following disclosure exemptions have been adopted:

- financial risk management note;
- comparatives for tangible and intangible fixed asset reconciliations;
- cash flow statements;
- process for managing capital;
- key management compensation; and
- related party transactions between wholly owned group companies.

The financial statements have been prepared on a going concern basis.

b) Tax

Tax on the profit for the period comprises both current and deferred tax as well as adjustments in respect of prior periods. Tax is charged or credited to the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the current and deferred tax is also dealt with in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted, or substantially enacted by the balance sheet date.

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.

Calculations of current and deferred tax liability have been 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 recorded initially, such differences will impact the current and deferred tax amounts in the period in which a reassessment of the liability is made.

c) Investments

Investments comprise equity shareholdings. These investments are recorded at historical cost less provision for any impairment in their values. Dividend income is recognised upon receipt and interest when receivable.

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

ICAP GLOBAL BROKING INVESTMENTS

Notes to the financial statements for the period ended 31 March 2015

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

d) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, overdrafts and 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 with less than three months maturity.

e) Impairment of assets

An impairment review of the recoverable amounts of assets is undertaken at each balance sheet date or when such events or changes in circumstances indicate that an impairment loss may have occurred.

f) Share capital

Ordinary shares are classified as equity. Dividends are recognised as deductions from the profit and loss account in the period in which they are declared.

2. KEY ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The Company makes various judgements in applying its accounting policies and various assumptions and estimates, including about the future, when determining the carrying value of certain assets and liabilities.

As at 31 March 2015 there were no such judgements or assumptions that had a significant effect on the amounts recognised in the financial statements. None of these items give rise to a significant risk of causing material adjustment to the carrying amounts of assets and liabilities in the next financial year.

3. OPERATING PROFIT

During the current period, the Company did not trade on its own account and had no employees. The Company's auditors' remuneration in the UK was \$ 6,000, which has been borne by other Group companies.

4. DIRECTORS' REMUNERATION

No fees were paid to the directors in respect of services to the Company during the period.

5. INCOME FROM FIXED ASSET INVESTMENTS

	<u>Period ended</u> <u>31/03/2015</u> \$'000
Income from other fixed asset investment	11,360
	<u>11,360</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	<u>Period ended</u> <u>31/03/2015</u> \$'000
Interest on loans from other Group companies	11,227
	<u>11,227</u>

ICAP GLOBAL BROKING INVESTMENTS

Notes to the financial statements for the period ended 31 March 2015

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

	<u>Period ended</u> <u>31/03/2015</u> \$'000
a) Analysis of charge for the period	
Current tax:	
UK Corporation tax	-
	<u>-</u>
b) Factors affecting the tax charge for the period	
Profit on ordinary activities before tax	<u>133</u>
Loss before tax multiplied by standard rate of corporation tax in the UK of 21%:	28
Effects of:	
Expenses not deductible for tax purposes	573
Dividends received	(2,386)
Surrender of losses by way of group relief	1,785
	<u>(28)</u>
Tax charge for the period	<u>-</u>
Effective tax rate	0%

Legislation to reduce the main rate of Corporation Tax from 23% to 21% from 1 April 2014 was included in the Finance Act 2013. Further reductions to the main rate have been enacted reducing it to 20% by 1 April 2015. As these latter changes have been substantially enacted at the balance sheet date they are therefore included in the tax charge. Deferred tax will unwind at a rate of 20% in the period to 31 March 2015 but this is not expected to have a material impact on the deferred tax balances.

8. INVESTMENTS

	<u>As at</u> <u>31/03/2015</u> \$'000
As at 12 June 2014	-
Additions	468,000
As at 31 March	<u>468,000</u>

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

Name	Country of incorporation and operation	% Held
ICAP US Financial Services LLC	US	80

During the period, the Company invested \$468,000,000 in ICAP US Financial Services LLC.

ICAP GLOBAL BROKING INVESTMENTS

Notes to the financial statements for the period ended 31 March 2015

9. CASH AND CASH EQUIVALENTS

	<u>As at</u> <u>31/03/2015</u> \$'000
Cash at bank and in hand	133
	<u>133</u>

10. CREDITORS

	<u>As at</u> <u>31/03/2015</u> \$'000
Non-current	
Amounts owed to Group companies	412,000
	<u>412,000</u>

Amounts owed by the Company is a Term Loan of \$412m to the parent company ICAP Global Broking Inc. which bears interest at the rate of 5.45%.

11. CALLED UP SHARE CAPITAL

	<u>As at</u> <u>31/03/2015</u> \$'000
Allotted and fully paid:	
100,001 Ordinary share(s) of \$0.01 each	<u>1</u>
	<u>1</u>

12. POST BALANCE SHEET EVENTS

On 11 November 2015, the Company's ultimate parent ICAP plc signed a Sale and Purchase Agreement with Tullett Prebon for the disposal of its Global Broking business together with related information services and i-Swap. The disposal is subject to approvals from regulatory authorities across jurisdictions as well as finalisation of certain commercial terms.

13. ULTIMATE PARENT COMPANY

Parent company

The Company's immediate parent is ICAP Global Broking Inc., which does not prepare consolidated financial statements.

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