

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)



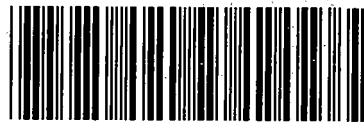
Companies House

A fee is payable with this form
Please see 'How to pay' on the
last page.

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return.
You must file an Annual Return at
least once every year.

☐ **What this form is for**
You cannot use this form to file
notice of changes to
officers, registered office or
company type or information
relating to the company.



A13

A3DWPQRC

09/08/2014

#328

COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies.

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

All fields are mandatory unless
specified or indicated by *

A1

Company details

Company number 0 3 6 1 1 4 2 6

Company name in full
ICAP plc

❶ **Company name change**
If your company has recently
changed its name, please provide
the company name as at the date of
this return.

A2

Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below.

If you would like the company's made up date to be earlier than 1 October 2011,
please complete the AR01 appropriate for earlier made up dates.

Date of this return 2 d 0 d 3 m 0 m 8 y 2 y 0 y 1 y 4

❷ **Date of this return**
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House. You may choose
an earlier return date but it must not
be a later date.

A3

Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities. ❸

Classification code 1 7 0 1 0 0

Classification code 2

Classification code 3

Classification code 4

If you cannot determine a code, please give a brief description of your
business activity below:

Principal activity
description

❸ **Principal business activity**
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section.

A full list of the trade classification
codes are available on our website:
www.companieshouse.gov.uk

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Company type¹

Please confirm your company type by ticking the appropriate box below (only one box must be ticked):

- ☒ Public limited company
☐ Private company limited by shares
☐ Private company limited by guarantee
☐ Private company limited by shares exempt under section 60
☐ Private company limited by guarantee exempt under section 60
☐ Private unlimited company with share capital
☐ Private unlimited company without share capital

¹ Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website:
www.companieshouse.gov.uk

A5

Registered office address²

Building name/number	
Street	2 Broadgate
Post town	London
County/Region	
Postcode	E C 2 M 7 U R

² Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return.

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return.

A6

Single alternative inspection location (SAIL) of the company records (if applicable)³

Building name/number	C/O Capita Registrars Limited
Street	Northern House Woodsome Park
Post town	Fenay Bridge
County/Region	Huddersfield
Postcode	H D 8 0 G A

³ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return.

If the address has changed, you should complete form AD02 and submit it together with this annual return.

A7

Location of company records⁴

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6:

- ☒ Register of members.
☐ Register of directors.
☐ Directors' service contracts.
☐ Directors' indemnities.
☐ Register of secretaries.
☐ Records of resolutions etc.
☐ Contracts relating to purchase of own shares.
☐ Documents relating to redemption or purchase of own share out of capital by private company.
☐ Register of debenture holders.
☐ Report to members of outcome of investigation by public company into interests in its shares.
☐ Register of interests in shares disclosed to public company.
☐ Instruments creating charges and register of charges: England and Wales or Northern Ireland.
☐ Instruments creating charges and register of charges: Scotland.

⁴ Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section.

Certain records must be kept by every company while other records are only kept by certain company types where appropriate.

If the records are not kept at the SAIL address, they must be available at the registered office.

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return.

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(For returns made up to a date on or **after 1 October 2011**)**Part 2****Officers of the company**

This section should include details of the company at the date to which this annual return is made up.

- For a **secretary** who is an individual, go to **Section B1**.
- For a **corporate secretary**, go to **Section C1**.
- For a **director** who is an individual, go to **Section D1**.
- For a **corporate director**, go to **Section E1**.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary**B1****Secretary's details ^①**

Please use this section to list all the secretaries of the company.
For a **corporate secretary**, complete **Section C1-C4**.

Title*	Mrs
Full forename(s)	Deborah Anne
Surname	Abrehart
Former name(s) ^②	Woodward

① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form **AP03** and submit it together with this annual return.

Corporate details

Please use **Section C1-C4** to enter corporate secretary details.

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH03**.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ^③**

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate secretary

C1	Corporate secretary's details ^①	① Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return. Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04. This information will appear on the public record.
	Please use this section to list all the corporate secretaries of the company.	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ^②	② EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ^③		
Registration number		
C4	Non-EEA companies	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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Director**D1 Director's details ^①**

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	Mr
Full forename(s)	Charles Henry
Surname	Gregson
Former name(s) ^②	
Country/State of residence	England
Nationality	British
Date of birth	^d 0 ^d 7 ^m 0 ^m 6 ^y 1 ^y 9 ^y 4 ^y 7
Business occupation (if any)	

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ^③

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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(For returns made up to a date on or **after 1 October 2011**)**Director****D1 Director's details ^①**

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	Mr
Full forename(s)	John David
Surname	Nixon
Former name(s) ^②	
Country/State of residence	United States
Nationality	US Citizen
Date of birth	<div>d</div> <div>0</div> <div>d</div> <div>8</div> <div>m</div> <div>0</div> <div>m</div> <div>5</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>5</div>
Business occupation (if any)	Director

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ^③

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	Mr																
Full forename(s)	Iain William																
Surname	Torrens																
Former name(s) ^②																	
Country/State of residence	England																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>7</td><td>m</td><td>0</td><td>m</td><td>8</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>8</td></tr></table>	d	1	d	7	m	0	m	8	y	1	y	9	y	6	y	8
d	1	d	7	m	0	m	8	y	1	y	9	y	6	y	8		
Business occupation (if any)	Chartered Accountant																

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1

Director's details ^①

	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.																	
Title*																		
Full forename(s)	Diane																	
Surname	Schueneman																	
Former name(s) ^②																		
Country/State of residence	United States																	
Nationality	US Citizen																	
Date of birth	<table><tr><td>^d</td><td>^d</td><td>^m</td><td>^m</td><td>^y</td><td>^y</td><td>^y</td><td>^y</td></tr><tr><td>2</td><td>0</td><td>0</td><td>4</td><td>1</td><td>9</td><td>5</td><td>2</td></tr></table>		^d	^d	^m	^m	^y	^y	^y	^y	2	0	0	4	1	9	5	2
^d	^d	^m	^m	^y	^y	^y	^y											
2	0	0	4	1	9	5	2											
Business occupation (if any)	Director																	

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	
Full forename(s)	Robert
Surname	Standing
Former name(s) ^②	
Country/State of residence	UK
Nationality	British
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>3</div> <div>m</div> <div>0</div> <div>m</div> <div>3</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>0</div> </div>
Business occupation (if any)	Director

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	Mr																
Full forename(s)	Michael Alan																
Surname	Spencer																
Former name(s) ^②																	
Country/State of residence	England																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>3</td><td>d</td><td>0</td><td>m</td><td>0</td><td>m</td><td>5</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>5</td></tr></table>	d	3	d	0	m	0	m	5	y	1	y	9	y	5	y	5
d	3	d	0	m	0	m	5	y	1	y	9	y	5	y	5		
Business occupation (if any)																	

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use **Section E1-E4** to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number									
Street	The Company's Registered Office								
Post town									
County/Region									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	Mr																
Full forename(s)	John Phimister																
Surname	Sievwright																
Former name(s) ^②																	
Country/State of residence	USA																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>2</td><td>m</td><td>0</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>5</td></tr></table>	d	1	d	2	m	0	m	2	y	1	y	9	y	5	y	5
d	1	d	2	m	0	m	2	y	1	y	9	y	5	y	5		
Business occupation (if any)	Director																

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	
Street	The Company's Registered Office
Post town	
County/Region	
Postcode	
Country	

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Annual Return

(For returns made up to a date on or **after 1 October 2011**)

Director

D1	Director's details ^①																	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.																	
Title*	Mr																	
Full forename(s)	Ivan																	
Surname	Ritossa																	
Former name(s) ^②																		
Country/State of residence	England																	
Nationality	Australian																	
Date of birth	<table><tr><td>d</td><td>0</td><td>d</td><td>2</td><td>m</td><td>0</td><td>m</td><td>7</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>1</td></tr></table>	d	0	d	2	m	0	m	7	y	1	y	9	y	6	y	1	
d	0	d	2	m	0	m	7	y	1	y	9	y	6	y	1			
Business occupation (if any)	Director																	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use **Section E1-E4** to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^③	
Building name/number		
Street	The Company's Registered Office	
Post town		
County/Region		
Postcode		
Country		

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Corporate director

E1 Corporate director's details ^①

Please use this section to list all the corporate director's of the company.

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

① Corporate director appointments
You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.

Corporate director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.

This information will appear on the public record.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3** EEA companies ^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ^③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ^④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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(For returns made up to a date on or after 1 October 2011)

Part 3**Statement of capital¹**

Does your company have share capital?

→ Yes Complete the sections below and the following Part 4.

→ No Go to Part 5 (Signature).

¹ This should reflect the company's capital status at the made up date of this annual return.**F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Ordinary Shares	£0.77		664,537,006	£ 66,453,700.60
				£
				£
				£
Totals			664,537,006	£ 66,453,700.60

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals					

Currency

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals					

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	664,537,006
Total aggregate nominal value ⁵	66,453,700.60

⁵ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.² Including both the nominal value and any share premium.³ Number of shares issued multiplied by nominal value of each share.⁴ Total number of issued shares in this class.**Continuation Pages**

Please use a Statement of Capital continuation page if necessary.

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F4

Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Ordinary Shares

Voting rights

Any share in the Company may be issued with such rights (including preferred, deferred or other special rights) or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

Any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder. The terms and conditions and manner of redemption may be determined by the Directors, provided that this is done before the shares are allotted.

(see continuation sheet)

Class of share

Voting rights

Class of share

Voting rights

Class of share

Voting rights

AR01 - continuation page

Annual Return

(For returns made up to a date on or after 1 October 2011)

F4

Statement of capital (Voting rights)

Class of share

Ordinary Shares

Voting rights

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

At a general meeting subject to any rights or restrictions for the time being attached to any class or classes of shares and to any other provisions of these Articles or the Statute, on a show of hands every Member present in person shall have one vote and on a show of hands every proxy present who has been duly appointed by one or more Members shall have one vote. No Member shall, unless the Directors otherwise determine, be entitled, in respect of any share in the capital of the Company held by him, to be present or to vote on any question, either in person or by proxy, at any general meeting, or separate general meeting of the holders of any class of shares of the Company, or to be reckoned in a quorum, if any call or other sum presently payable by him to the Company in respect of such share remains unpaid.

If the Company shall be wound up the Liquidator may, subject to the Statutes, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Statutes, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities or other assets whereon there is any liability.

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Annual Return

(For returns made up to a date on or **after 1 October 2011**)**Part 4****Shareholders**

Does your company have share capital?

→ **Yes** go to **Section G1** 'Companies with share capital'.→ **No** Go to **Part 5 (Signature)**.**G1****Companies with share capital**

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below: **①**☐ **No** go to **Section G2** 'Past and present shareholders'.☒ **Yes** go to **Question 2**.

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'.

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below: **②**☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'.☒ **Yes** go to **Part 5 'Signature'****①** A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at: www.fsa.gov.uk/register/exchanges.do**②** DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).**G2****List of past and present shareholders ^③**

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below:

☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**.☐ A full list of shareholders is enclosed.☐ A list of shareholder changes is enclosed.

How is the list of shareholders enclosed. Please tick the appropriate box below:

☐ The list of shareholders is enclosed on paper. Go to **Section G3**. 'List of past and present shareholders'☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**.**③** This section only applies to companies answering 'No' in Section G1.

(For returns made up to a date on or **after 1 October 2011**)

List of past and present shareholders^①

This section only applies to companies answering 'No' to Question 1 in Section G1.

CHFP000
10/11 Version 5.0

(For returns made up to a date on or **after 1 October 2011**)

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

→ Go to Part 5 (Signature)

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary.

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AR01

Annual Return

(For returns made up to a date on or **after 1 October 2011**)

Part 5

Signature

	This must be completed by all companies.	
	I am signing this form on behalf of the company.	
Signature	<div>Signature</div> <div>X  X</div>	❶ Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.
	This form may be signed by: Director ❶ , Secretary, Person authorised ❷ , Charity commission receiver and manager, CIC manager, Judicial factor.	❷ Person authorised Under either section 270 or 274 of the Companies Act 2006.

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Annual Return

(For returns made up to a date on or **after 1 October 2011**)



Presenter information

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

Contact name **Company Secretarial**

Company name **ICAP plc**

Address **2 Broadgate**

Post town **London**

County/Region

Postcode **E C 2 M 7 U R**

Country **United Kingdom**

DX

Telephone **020 7000 5751**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01.
- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed your principal business activity.
- ☐ You have not used this form to make changes to the registered office address.
- ☐ You have not used this form to make changes to secretary and director details.
- ☐ You have fully completed the Statement of capital (if applicable).
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

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



How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

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

For companies registered in Scotland:

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

For companies registered in Northern Ireland:

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



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

ICAP plc subsidiaries, joint ventures and associates as at 3 August 2014

Name	Jurisdiction	Ownership where less than 100%
Altex-ATS Ltd	England	
Amanah Butler Malaysia Sdn Bhd	Malaysia	32.10%
Astley & Pearce (Curacao) N.V.	Netherlands Antilles	
Astley & Pearce (International) B.V.	Netherlands	
Astley & Pearce B.V.	Netherlands	
Astley & Pearce Deutschland GmbH	Germany	
Astley & Pearce Investments B.V.	Netherlands	
Astley & Pearce Limited	England	
Automated Confirmation Service Limited	England	30.30%
BCIE-ICAP Capital Markets SA de CV	Mexico	50.00%
BGU Brokers Europe B.V.	Netherlands	
BrokertTec Europe Limited	England	
BrokerTec Global Holdings Limited	England	
BrokerTec Investments	England	
BSN Capital Partners Limited	England	25.10%
BSN Capital Partners LLC	New York	25.10%
BSN Holdings Limited	Cayman Islands	25.10%
Capital Shipbrokers Limited	Hong Kong	50.00%
Capital Shipbrokers LLP	England	
Capital Shipbroking Limited	England	
Catrex Limited	British Virgin Islands	
Central Totan Securities Co., Ltd	Japan	20.00%
Cleverpride Limited	England	
CLS Aggregation Services LLC	Delaware	42.47%
Datos Técnicos, S.A.	Peru	25.00%
EBS Dealing Resources International Limited	England	
EBS Dealing Resources Japan Limited	Japan	
EBS Dealing Resources, Inc.	Delaware	
EBS Financial Technologies Limited	Israel	
EBS Global Holdings Limited	England	
EBS Group Limited	England	
EBS Holdco Inc.	Delaware	
EBS Investments	England	
EBS No. 2 Limited	England	
EBS No. 4, Inc.	Delaware	
EBS Service Company Limited	Switzerland	
Enso Financial Management LLP	Delaware	20.00%
Enso LP	Jersey	22.91%
Euclid Opportunities Limited	England	72.68%
Euclid Opportunities SA	Luxembourg	72.68%
Exco (Treasury) Limited	England	
Exco Bierbaum AP Limited	England	
Exco Corretora de Mercadorias Ltda	Brazil	
Exco International Limited	England	
Exco Nominees Limited	England	
Exco Noonan Pension LLC	Delaware	
Exco Overseas Limited	England	
Exco Trustees Limited	Jersey	
Exotix Holdings Limited	England	21.80%
Exotix Investment Partners LLP	England	20.45%

ICAP plc subsidiaries, joint ventures and associates as at 3 August 2014

Name	Jurisdiction	Ownership where less than 100%
Exotix Partners LLP	England	20.46%
FCB Harlow Butler (Capital Market) Pty Ltd	South Africa	57.00%
First Brokers Holdings Inc.	New York	
First Brokers Securities LLC	Delaware	
Garban Broking Holdings (Europe) Limited	England	
Garban Broking Services Limited	England	
Garban Group Holdings Limited	England	
Garban Harlow Resources Limited	England	
Garban International	England	
Garban South Africa (Pty) Limited	South Africa	57.00%
Garban-Intercapital (2001) Limited	England	
Garban-Intercapital Quest Trustee Limited	England	
Garban-Intercapital US Investments (Holdings) Limited	England	
Garban-Intercapital US Investments (No 1) Limited	England	
Global Research and Consulting Limited	England	
Godsell Astley & Pearce (Foreign Exchange) Limited	England	
Godsell Astley & Pearce (Holdings) Ltd	England	
Harlow (London) Limited	England	
Harlow Butler (NZ) Limited	New Zealand	
Harlow Ueda Savage Limited	England	
ICAP (Hong Kong) Limited	Hong Kong	
ICAP (Middle East) W.L.L.	Bahrain	49.00%
ICAP (Poland) Sp.Zo.o.	Poland	
ICAP African Brokers Limited	Nigeria	57.00%
ICAP America Investments Limited	England	
ICAP AP (Singapore) Pte Limited	Singapore	
ICAP AP (Thailand) Co. Ltd	Thailand	
ICAP Australia Pty Limited	Australia	
ICAP Bio Organic S. de RL de CV	Mexico	25.00%
ICAP Brokers Pty Limited	Australia	
ICAP Broking Holdings North America LLC	Delaware	
ICAP Broking Services South Africa (Pty) Ltd	South Africa	57.00%
ICAP Capital Markets (Canada) Inc.	Canada	
ICAP Capital Markets Argentina S.A.	Argentina	60.00%
ICAP Capital Markets LLC	Delaware	
ICAP Colombia Holdings S.A.S.	Colombia	94.18%
ICAP Corporates LLC	Delaware	
ICAP Currency Options Pte Ltd	Singapore	
ICAP del Ecuador S.A.	Ecuador	
ICAP Delaware (No.1) Inc	Delaware	
ICAP Delaware (No.2) Inc	Delaware	
ICAP Delaware Holdings Inc.	Delaware	
ICAP Deutschland GmbH	Germany	
ICAP do Brasil Corretora de Títulos e Valores Mobiliários Ltda	Brazil	
ICAP do Brasil Participações Ltda	Brazil	
ICAP Electronic Broking LLC	Delaware	
ICAP Electronic Markets Limited	England	
ICAP Energy AS	Norway	
ICAP Energy Limited	England	
ICAP Energy LLC	Kentucky	

ICAP plc subsidiaries, joint ventures and associates as at 3 August 2014

Name	Jurisdiction	Ownership where less than 100%
ICAP Energy Pte. Ltd.	Singapore	
ICAP Energy Suisse SA	Switzerland	
ICAP Equities Asia Limited	Hong Kong	
ICAP Europe Limited	England	
ICAP Financial Markets LLC	Delaware	
ICAP Financial Products Pte Ltd	Singapore	
ICAP Foreign Exchange Brokerage Limited	Korea, Republic of	
ICAP Foundation Inc	New Jersey	
ICAP Futures (Australia) Pty Limited	Australia	
ICAP Futures Holdings Inc	Delaware	
ICAP FX Colombia S.A.	Colombia	94.99%
ICAP Global Broking Holdings Limited	England	
ICAP Global Broking Inc.	Delaware	
ICAP Global Broking Investments	England	
ICAP Global Derivatives Limited	England	
ICAP Group Holdings plc	England	
ICAP Holdings (Asia Pacific) Limited	England	
ICAP Holdings (EMEA) Limited	England	
ICAP Holdings (Latin America) Limited	England	
ICAP Holdings (Nederland) B.V.	Netherlands	
ICAP Holdings (UK) Limited	England	
ICAP Holdings (USA), Inc.	Delaware	
ICAP Holdings Limited	England	
ICAP Holdings South Africa (Pty) Limited	South Africa	57.00%
ICAP Hyde Holdings Limited	England	
ICAP IEB Z Limited	England	
ICAP India Private Limited	India	51.00%
ICAP Information Services Inc	Delaware	
ICAP Institutional Stock Exchange of India Limited	India	48.44%
ICAP International Limited	England	
ICAP Investment Holdings Inc	Delaware	
ICAP Investments (Nederland) B.V.	Netherlands	
ICAP Investments LLC	Delaware	
ICAP Kentucky Services Inc.	Delaware	
ICAP Latin American Holdings B.V.	Netherlands	
ICAP Logistics Inc	Delaware	
ICAP Ltd. & Co. oHG	Germany	
ICAP Luxembourg Holdings (No. 1) S.A.R.L	Luxembourg	
ICAP Luxembourg Holdings (No. 2) S.A.R.L	Luxembourg	
ICAP Luxembourg Services	Gibraltar	
ICAP Management Services Hong Kong Limited	Hong Kong	
ICAP Management Services Limited	England	
ICAP Management Services Private Limited	Singapore	
ICAP Media LLC	Delaware	
ICAP New Jersey (No.1) LLC	Delaware	
ICAP New Jersey Holdings Inc	New Jersey	
ICAP New Zealand Limited	New Zealand	80.00%
ICAP North America Holdings Limited	England	
ICAP North America Inc.	Delaware	
ICAP Patent Brokerage LLC	Delaware	49.00%

ICAP plc subsidiaries, joint ventures and associates as at 3 August 2014

Name	Jurisdiction	Ownership where less than 100%
ICAP Philippines Inc.	Philippines	
ICAP Post Trade Holdings Limited	England	
ICAP Scandinavia Fondsmæglerselskab A/S	Denmark	
ICAP Securities & Derivatives Exchange Limited	England	
ICAP Securities (No. 1) B.V.	Netherlands	
ICAP Securities (No. 2) B.V.	Netherlands	
ICAP Securities Argentina S.A.	Argentina	
ICAP Securities Co. Limited	Thailand	
ICAP Securities Colombia S.A.	Colombia	
ICAP Securities Limited	England	
ICAP Securities South Africa (Proprietary) Limited	South Africa	57.00%
ICAP Securities USA LLC	Delaware	
ICAP SEF (US) LLC	Delaware	
ICAP Services No. 1	Gibraltar	
ICAP Services No. 2	Gibraltar	
ICAP Services North America LLC	Delaware	
ICAP Shipping (Germany) GmbH	Germany	
ICAP Shipping (Gibraltar) Limited	Gibraltar	
ICAP Shipping (Hong Kong) Limited	Hong Kong	
ICAP Shipping (India) Private Limited	India	
ICAP Shipping (Shanghai) Co. Limited	China	
ICAP Shipping Derivatives Limited	England	
ICAP Shipping International Limited	England	
ICAP Shipping Limited	England	
ICAP Shipping Middle East DMCCO	Dubai	
ICAP Shipping Singapore Pte. Ltd.	Singapore	
ICAP Shipping Tankers Limited	England	
ICAP Shipping Tankers Pte Limited	Singapore	
ICAP Shipping USA Inc.	Delaware	
ICAP Totan Securities Co Ltd	Japan	60.00%
ICAP Training Solutions (Proprietary) Limited	England	39.99%
ICAP UK Investments No. 1	England	
ICAP UK Investments No. 2	England	
ICAP United Inc.	Delaware	
ICAP US Financial Services LLC	Delaware	
ICAP US Holdings No 1 Limited	Gibraltar	
ICAP US Holdings No 2 Limited	Gibraltar	
ICAP US Investment Company	England	
ICAP US Investment Partnership	Delaware	
ICAP WCLK Limited	England	
Intellectual Property Holdings Inc	Delaware	
Intercapital Limited	England	
Intercapital Securities Inc	New York	
Intermoney AP & Co. Geld-und Eurodepotmakler OHG	Germany	74.67%
iSwap AUD NZD Pty Limited	Australia	50.10%
iSwap Euro Limited	England	50.10%
iSwap Limited	England	50.10%
iSwap US Inc	Delaware	50.10%
KAF-Astley & Pearce SDN BHD	Malaysia	40.00%
LCA Group Pty Ltd	Australia	

ICAP plc subsidiaries, joint ventures and associates as at 3 August 2014

Name	Jurisdiction	Ownership where less than 100%
Link Securities Hong Kong Limited	Hong Kong	
Linkbrokers Derivatives LLC	Delaware	
Midhurst Chartering Limited	England	
MKI Securities International, Limited	England	
Model Two Zero Ltd	England	30.96%
Municipal Brokers Limited	England	
My Treasury Limited	England	100.00%
Nexstep HK 2 Limited	Hong Kong	
Nexstep HK 3 Limited	Hong Kong	
Nextgen Holding Co. Ltd.	Thailand	
Noranda Investments Pte Ltd	Singapore	
Patshare Limited	England	50.00%
Pronous Asset Management LLC	Delaware	70.00%
PT ICAP Indonesia	Indonesia	85.00%
ReMatch Holdings Limited	England	100.00%
ReMatch Inc.	Delaware	100.00%
ReMatch Limited	England	100.00%
Reset Holdings Private Limited	Singapore	
Reset Private Limited	Singapore	
SET-ICAP FX S.A.	Colombia	50.00%
Shanghai CFETS-ICAP International Money Broking Co Ltd	China	33.00%
SIF Garban PTN, S.A. De C.V.	Mexico	25.00%
SIF ICAP Chile Holdings Ltda	Chile	50.00%
SIF ICAP CHILE S.A.	Chile	50.00%
SIF ICAP Derivados, S.A. DE C.V.	Mexico	50.00%
SIF ICAP Servicios, S.A. de C.V.	Mexico	50.00%
SIF ICAP, S.A. de C.V.	Mexico	50.00%
TFS-ICAP Currency Options Limited	England	22.95%
TFS-ICAP Holdings Limited	England	45.00%
TFS-ICAP Holdings LLC	Delaware	45.00%
TFS-ICAP Limited	England	22.95%
TFS-ICAP LLC	New York	22.95%
The Link Asset & Securities Company (Proprietary) Limited	South Africa	
The Link Asset and Securities Company Limited	England	
The Notification Company Limited	England	50.00%
Totan ICAP Co., Ltd.	Japan	40.00%
Trading Cross Connects Holdings Limited	England	
Tradition Financial Services GmbH	Germany	33.00%
Traiana Limited	England	86.67%
Traiana Technologies Limited	Israel	86.67%
Traiana, Inc.	Delaware	86.67%
TriOptima AB	Sweden	
TriOptima Asia Pacific Pte. Limited	Singapore	
TriOptima Japan K.K.	Japan	
TriOptima North America LLC	Delaware	
TriOptima UK Limited	England	
Vantage Capital Holdings Ltd	British Virgin Islands	
Virtual Energy Solutions AS	Norway	
Wrightson ICAP LLC	Delaware	