Tradition London Clearing Limited

Strategic Report, Directors' Report and Statutory Financial Statements

31 December 2018

Registered No: 3633863

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General Information

Directors

C Bienstock

F Brisebois T DeSaintOuen W Wostyn

Secretary

S Green

Registered Office and Principal

Place of Business

Beaufort House 15 St Botolph Street

London EC3A 7QX

Auditors

Ernst & Young LLP 25 Churchill Place London E14 5EY

Solicitors

Mayer Brown International LLP

201 Bishopsgate London EC2M 3AF

Bankers

NatWest

120 - 122 Fenchurch Street London EC3M 5AN

Strategic Report

The directors present their Strategic Report for the year ended 31 December 2018.

Results and dividends

Tradition London Clearing Limited (the "Company") recognised a loss for the year after taxation of £50k (2017: profit of £44k) as shown in the Statement of Comprehensive Income on page 10. The directors do not recommend paying a final dividend (2017: £nil).

Principal activities and review of the business

The Company's principal activity is the provision of settlement services to the Compagnie Financière Tradition SA group companies. The Company for the period of the accounts was authorised and regulated by the Financial Conduct Authority.

The Company is an entity within the Tradition UK Group which also comprises TFS Derivatives Limited, Tradition (UK) Limited, ParFX (UK) Limited, Tradition Financial Services Limited, Tradition Management Services Limited and TFS-ICAP Limited a joint venture where the Group has a minority holding.

The Company has key regulatory indicators including regulatory capital, which is monitored on an ongoing basis. The Company's other primary Key Performance Indicators relate to Settlement Performance and Monitoring.

During the year turnover increased from £3,227k to £3,381k, an increase of 5%. After Administrative expenses of £3,464k (2017: £3,217k), the Company generated an operating loss of £83k (2017: profit £10k).

The Company recognised net interest receivable of £21k (2017: £44k) resulting in a net loss for the year after taxation of £50k (2017: profit £44k). Following a written resolution passed by the directors on 5th April 2018 the Company increased the authorised share capital to 28,500,000 ordinary shares of £1 each. The Company subsequently issued 23,350,000 ordinary shares of £1 each to Tradition Service Holding SA. The capital injection increased the share capital of the Company from £5,150k to £28,500k. Together with the after tax profit for the year, the Shareholders funds have increased from £5,141k to £28,441k.

Principal risks and uncertainties

In June 2016 the United Kingdom held a referendum to determine whether Britain should exit the European Union ("Brexit"). The results were in favour of leaving. The negotiation of terms and actual exit is expected to continue during 2019. The United Kingdom was due to leave the European Union on 29th March 2019 however this leave date has been postponed. At present it is unclear whether there will be a political agreement on this departure and the consequences of this on, for example, the ability to service clients in the EU27 from the United Kingdom and to access venues in the EU27 from the United Kingdom.

The Tradition UK Group has put into action contingency plans to aim to ensure as far as is possible continuity of service to clients. As significant uncertainty still exists around what Brexit will actually mean for the UK financial markets, and the Company this has been recorded on the risk register. The Tradition UK Board has considered and debated the issues around Brexit and has a coherent strategy to deal with it.

Strategic Report

The other main risks facing the business that arise out of its clearing activities are operational risk (including settlement risk), credit risk and liquidity risk, conduct risk, legal and reputational risk (see note 19: Financial risk management policies and objectives).

By order of the board

T DeSaintOuen

Director

16 April 2019

Directors' Report

Registered No: 3633863

The directors present their Report for the year ended 31 December 2018.

Directors and their interests

The directors who served during the year and up until the date of signing were as follows:

C Bienstock

P Brault

(resigned 02/07/2018)

F Brisebois

T DeSaintOuen

W Wostyn

None of the directors had any beneficial interest in the share capital of the Company at any time during the year.

Directors' liability

The Company has granted an indemnity to one or more directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year.

Going concern

The directors are satisfied that the Company has adequate resources to continue to operate for the 12 months from the reporting date and confirm that the Company is a going concern. For this reason they continue to adopt the going concern basis in preparing these financial statements.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Future developments

The Company will continue to provide settlement services for matched principal transactions carried out by the subsidiaries of Compagnie Financière Tradition SA. Its priority is to deliver solutions to meet business needs and to continue to maintain the level of controls applied to this activity.

Subsequent Events

There were no post-balance sheet events.

Directors' Report

Auditors

The auditor in office will be deemed to have been re-appointed pursuant to section 487(2) of the Companies Act 2006 unless the members or directors resolve otherwise.

By order of the board

T DeSaintOuen

Director

16 April 2019

Statement of directors' responsibilities in respect of the financial statements

The following statement, which should be read in conjunction with the independent auditors' report on pages 7-9, is made by the directors to explain their responsibilities in relation to the preparation of the Directors' Report, Strategic Report and Financial Statements.

The directors are responsible for preparing the Strategic Report, 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards including Financial Reporting Standard 101 'Reduced Disclosure Framework' 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 of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements of FRS 101 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance; and
- state that the Company had complied with FRS 101, subject to any material departures disclosed and explained in the financial statements.

The directors are responsible for keeping adequate accounting records that 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 satisfied that the Company has adequate resources to continue in business for the foreseeable future. For this reason, the financial statements are prepared on a going concern basis.

Independent auditors' report

to the members of Tradition London Clearing Limited

Opinion

We have audited the financial statements of Tradition London Clearing Limited ("The Company") for the year ended 31 December 2018 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 22, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2018 and of its loss for the year 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Independent auditors' report

to the members of Tradition London Clearing Limited

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditors' report

to the members of Tradition London Clearing Limited

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Ernt & Young LLP

Helen Joseph (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor London
17 April 2019

Statement of Comprehensive Income

for the year ended 31 December 2018

	Notes	2018 £000	2017 £000
Turnover	3	3,381	3,227
Administrative expenses		(3,464)	(3,217)
Operating (loss) / profit	4	(83)	10
Interest receivable Interest payable	5 6	24 (3)	48 (4)
(Loss) / Profit on ordinary activities before taxation	-	(62)	54
Tax credit / (charge) on (loss) / profit on ordinary activities	9	12	(10)
(Loss) / Profit on ordinary activities after taxation	-	(50)	44
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The notes on pages 13 - 30 form part of these financial statements.

Balance Sheet

as at 31 December 2018

		2018	2017
	Notes	£000	£000
Fixed assets			
Tangible fixed assets	10	-	1
Current assets			
Deferred tax	14	3	4
Corporation tax		20	-
Trade and other receivables	11	1,183,966	382,925
Cash at bank and in hand	12	32,595	9,409
	•	1,216,584	392,338
Current liabilities			
Creditors: amounts falling due within one year Corporation tax	13	(1,188,143)	(387,194) (4)
		(1,188,143)	(387,198)
Net current assets		28,441	5,140
Net assets	•	28,441	5,141
Capital and reserves	:		
Called up share capital	15	28,500	5,150
Profit and loss account		(59)	(9)
Shareholders' funds	-	28,441	5,141
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The notes on pages 13 - 30 form part of these financial statements.

The financial statements were approved by the board of directors on 16 April 2019 and were signed on its behalf by:

T DeSaintOuen

Director

Statement of Changes in Equity

as at 31 December 2018

	Share	Retained	Total equity
	Capital	Earnings	
	£000	£000	£000
At 1 January 2017	5,150	(53)	5,097
Profit for the year	-	44	44
At 31 December 2017	5,150	(9)	5,141
At 1 January 2018	5,150	(9)	5,141
Share capital increase	23,350	-	23,350
(Loss) for the year	<u> </u>	(50)	(50)
At 31 December 2018	28,500	(59)	28,441

Following a written resolution passed by the directors on 5th April 2018 the Company increased the authorised share capital to 28,500,000 ordinary shares of £1 each. The Company subsequently issued 23,350,000 ordinary shares of £1 each to Tradition Service Holding SA. The capital injection has increased the share capital of the Company from £5,150k to £28,500k.

The notes on pages 13 - 30 form part of these financial statements.

at 31 December 2018

1. Authorisation of financial statements

The financial statements of Tradition London Clearing Limited for the year ended 31 December 2018 were authorised for issue by the Board of Directors on 16 April 2019, and the balance sheet was signed on the Board's behalf by T DeSaintOuen. The directors have the power to amend and reissue the financial statements. Tradition London Clearing Limited is a private limited company and is incorporated, registered and domiciled in England.

2. Accounting policies

2.1 Significant accounting policies

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

2.2 New, revised or amending Accounting Standards and Interpretations adopted

The Company adopted the following standards as of 1 January 2018;

Standard	Name	Effective Date
IFRS 9	'Financial Instruments'	1 January 2018
IFRS 15	"Revenue from contracts with customers"	1 January 2018

IFRS 9 'Financial Instruments' replaces IAS 39. The Company has elected to apply this standard using a modified retrospective approach where the comparative period is presented in accordance with IAS 39. The adoption of IFRS 9 at 1 January 2018 entailed a change in the way financial instruments are presented on the balance sheet, but has no significant impact on their measurement. See Note 21 for the Transition Disclosure and for further information on IFRS 9 please see Note 2.13.

IFRS 15 'Revenue from contracts with customers' outlines the principles an entity must apply to measure and recognise revenue. The Company has elected to apply this standard using a modified retrospective approach where the comparative period is presented in accordance with IAS 18. There was no catch up recorded in the Retained Earnings as of 1 January 2018. The new Standard establishes a five-step model to account for revenue deriving from contracts with customers. The standard requires an entity to recognise revenue at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer. The revenue for the Company relates to settlement and clearing fees on Matched Principal transactions undertaken on behalf of to the Compagnie Financière Tradition SA group companies. The revenue for Matched Principal transactions is dictated under IFRS 9 as the revenue is built into the price of exchange of financial assets and liabilities.

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become mandatory.

IFRS 16 'Leases' will be applicable as of 1 January 2019 and requires lessees to account for all leases under a single on-balance sheet model. The Company will apply this standard using a modified retrospective approach where IFRS 16 will be applied only to contracts that are ongoing as at 31 December 2018. The comparative period will be presented in accordance with IAS 17. The Company does not have any ongoing lease contracts as at 31 December 2018 and thus does not expect any impact on its financial statements from the initial application of IFRS 16.

at 31 December 2018

2. Accounting policies (continued)

2.3 Basis of preparation

These financial statements were prepared in accordance with FRS 101 'Reduced Disclosure Framework'.

As permitted by FRS 101, the Company has taken advantage of the following disclosure exemptions;

- a) Comparatives for tangible and intangible fixed asset reconciliations;
- b) Cash flow statements;
- c) Key management compensation;
- d) Related party transactions between wholly owned group companies; and
- e) Impairment of assets

The financial statements have been prepared under the historical cost convention, with the exception of derivative instruments, which are recorded at fair value, and in accordance with the Companies Act 2006 and the FRS 101 Reduced Disclosure Framework.

The Company's financial statements are presented in GBP and all values are rounded to the nearest one thousand pounds (£1k), except when otherwise stated.

2.4 Revenue Recognition

The revenue for the Company relates to settlement and clearing fees on Matched Principal transactions undertaken on behalf of to the Compagnie Financière Tradition SA group companies. The revenue for Matched Principal transactions is dictated under IFRS 9 as the revenue is built into the price of exchange of financial assets and liabilities.

Settlement & Clearing Fees

Revenue is recognised on a trade date basis and comprises settlement and clearance fee income derived from acting as a matched principal counterparty in securities transactions.

2.5 Foreign currencies

The functional currency of the Company is GBP. Transactions in foreign currencies are translated at the rate ruling at the date of the transaction.

Monetary assets and liabilities expressed in foreign currencies are retranslated into sterling at the rates of exchange ruling on the first day of the month in which the transactions take place and are revalued at the year end. Gains and losses on foreign exchange rates are included in the profit or loss before taxation.

2.6 Income taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date. Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- Deferred income tax assets are recognised only to the extent that it is probable that taxable profit
 will be available against which the deductible temporary differences, carried forward tax credits
 or tax losses can be utilised.

at 31 December 2018

2. Accounting policies (continued)

2.6 Income taxes (continued)

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the income statement.

2.7 Interest income and expenses

Interest income and expenses are recognised on an accruals basis. All interest receivable relates to financial institutions.

2.8 Pensions

The Company operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

2.9 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, demand deposit and short-term money-market investments with maturities of three months or less from the date of acquisition. Cash equivalents are assets that are readily convertible into cash such as government securities and money market investment funds. The Company considers cash and cash equivalents as defined herein to constitute its liquid resources, unless classified as restricted cash and cash equivalents. Restricted cash balances include obligated cash held with the clearers used by the Company. The restricted cash balances have been disclosed separately in Note 12: Cash and cash equivalents.

2.10 Clients' deposits

The Company holds money on behalf of clients in accordance with the client money rules of the Financial Conduct Authority. Such monies and the corresponding liability to clients are included on the balance sheet (refer to note 12: Cash and cash equivalents).

2.11 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation or amortisation and impairment losses.

Depreciation is provided on the cost of all tangible fixed assets in use during the year at rates calculated to write off the cost of each asset evenly over its expected useful life. The following annual depreciation rates are used:

Computer equipment – 3 years Office furniture and equipment – 5 years

2.12 Impairment

The carrying values of the fixed assets are reviewed for impairment if events or changes in circumstances indicate the carrying amount may not be recoverable. An impairment loss is provided for in the current period profit and loss account when the carrying value of an asset exceeds its recoverable amount. The estimated recoverable amount is defined as the higher of the net realisable value and value in use. The value in use is determined by reference to estimated future discounted cash flows.

at 31 December 2018

2. Accounting policies (continued)

2.13 Financial instruments

IFRS 9 'Financial Instruments' was adopted with effect from 1 January 2018 and entailed a change in the way financial instruments are presented on the balance sheet, but has no impact on measurement. The comparative period has not been restated and is shown in accordance with IAS 39 'Financial Instruments: Recognition and Measurement'.

i) Financial assets

Initial recognition and measurement

With respect to the classification and measurement of financial assets, the number of categories of financial assets under IFRS 9 has been reduced compared to IAS 39. Under IFRS 9 the classification of financial assets is based both on the business model within which the asset is held and the contractual cash flow characteristics of the asset. There are three principal classification categories for financial assets that are debt instruments (i) amortised cost, (ii) fair value through other comprehensive income ("FVOCI") and (iii) fair value through profit or loss ("FVTPL"). Equity investments in scope of IFRS 9 are measured at fair value with gains and losses recognised in profit or loss unless an irrevocable election is made to recognise gains or losses in other comprehensive income. Under IFRS 9, derivatives embedded in financial assets are not bifurcated but instead the whole hybrid contract is assessed for classification.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the transaction date, i.e., the date that the Company commits to purchase or sell the asset. The Company's financial assets include cash and short-term deposits, trade and other receivables and derivative financial instruments.

Receivables are initially measured at their transaction price if they do not contain a significant financial component. Other financial assets are initially measured at their transaction price if they do not contain a significant financial component. Other financial assets are initially measured at fair value; financial assets not measured at fair value through profit or loss are measured at fair value plus transaction costs directly attributable to the acquisition of the asset.

Subsequent measurement

All recognised financial assets are subsequently measured at amortised cost, at fair value through other comprehensive income, or at fair value through profit or loss.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL;

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost

The amortised cost of a financial asset is the amount at which it is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Trade and other receivables are measured at amortised cost using the effective interest method minus impairment losses.

at 31 December 2018

2. Accounting policies (continued)

2.13 Financial Instruments (continued)

Financial assets at fair value through other comprehensive income

A financial asset is measured at fair value through other comprehensive income if the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and if the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit of loss

A financial asset is measured at fair value through profit or loss, unless it is measured at amortised cost or at fair value through other comprehensive income.

Other equity instruments are measured at fair value through profit or loss as are derivative financial instruments except if the derivative instrument is designated as a hedging instrument.

ii) Impairment of financial assets

IFRS 9 replaces the 'incurred loss model' in IAS 39 with an 'expected credit loss' ('ECL') model. The new impairment model applies to financial assets measured at amortised cost and debt investments FVOCI but not to investments in equity instruments. Under IFRS 9, credit losses are recognised earlier than under IAS 39.

Under IFRS 9, impairment of a financial asset measured at amortised cost is calculated using the ECL model. The ECL allowance is based on the credit losses expected to arise over the life of the asset and are calculated based on either;

- 12 month ECLs: these are ECLs that result from expected default events within 12 months after the reporting date; or
- Lifetime ECLs: these are ECLs that result from all expected default events over the expected life
 of a financial instrument.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The loss allowance for financial assets has been assessed on a collective basis. The calculated ECL for financial assets was deemed immaterial and has not been recognised.

Forward looking macroeconomic scenarios and their probability weightings are used to derive the economic inputs in the ECL models. Credit losses are measured as the present value of all cash shortfalls, representing the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive. ECLs are discounted at the effective interest rate of the financial asset.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets and recognised in the P&L.

iii) Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IFRS 9 are classified at fair value through profit and loss or amortised cost. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value; financial liabilities not measured at fair value through profit or loss are measured at fair value minus transaction costs directly attributable to the issue of that liability.

at 31 December 2018

2. Accounting policies (continued)

2.13 Financial Instruments (continued)

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Financial liabilities at amortised cost

Obligations for loans and borrowings are recognised when the Company becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost.

Derecognition of financial liabilities

A liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

iv) Fair values

The fair value of financial instruments that are traded in active markets at the reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

v) Derivative financial instruments

The Company uses derivative financial instruments such as forward currency to hedge its risks associated with foreign currency fluctuations. Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

at 31 December 2018

2. Accounting policies (continued)

2.14 Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year.

There are no accounting policies that are deemed critical to the Company's results and financial position, in terms of materiality of the items to which the policy is applied, which involve a high degree of judgement and estimation.

3. Turnover and segmental reporting

Turnover represents income earned from continuing operations (net of VAT) in connection with the provision of settlement services.

The Company has not disclosed segmental information as it is out of scope of IFRS 8 and is included within the consolidated financial statements of its parent undertaking, which are publicly available from its registered office as referred to in note 16 to these financial statements.

4. Operating profit

	This is stated after charging:		
		2018	2017
		£000	£000
	Losses on foreign exchange	17	17
	Depreciation	1	7
	Auditors' remuneration:		
	Fees payable to the Company's auditor for the audit of the annual accounts	. 78	7.6
	for the audit of the annual accounts	· 78	75
5.	Interest receivable	2010	2017
		2018 £000	2017 £000
		2000	2000
	Interest receivable on bank deposits	24	48
		24	48
6.	Interest payable		
		2018	2017
		£000	£000
	Bank interest payable	3	4
		3	4
		=======================================	

at 31 December 2018

7. Directors' remuneration

		
	2018	2017
	£000	£000
Directors' remuneration	261	248
Pension contribution	1	1
	262	249
Remuneration of highest paid director	251	238
Pension contribution	1	1
	252	239

Some of the directors of the Company are remunerated by other Tradition UK group companies or Compagnie Financière Tradition SA group companies and particulars of their remuneration are included within the financial statements of those relevant companies. Where disclosure is not made in the Compagnie Financiere Tradition SA annual report the estimated remuneration for services for the Company by the director's is included in the Directors remuneration total above.

None of the directors of the Company had outstanding loans with the Company as at 31 December 2018 or 31 December 2017.

8. Staff costs

Employment costs are included within administrative expenses in the Statement of Comprehensive Income. Employment costs incurred by the Company (including directors) during the year were as follows:

	2018	2017
	£000	£000
Wages and salaries	759	740
National insurance contributions	91	87
Other pension, life assurance and staff benefits	13	19
	863	846
Average number of persons employed (including directors):		
Average number of persons employed (including directors).		
	2018	2017
	No.	No.
Administration	11	12

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost represents contributions payable by the Company to the plans. The pension cost is £10k (2017: £9k). There are no outstanding pension contributions at the year-end (2017: £nil).

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9. Taxation

			2018 £000	2017 £000
	UK corporation tax (credit)/ charge – current year Deferred tax movement (note 14)		(13) 1	4 6
	Total tax (credit) / charge		(12)	10
	Reconciliation of the total tax charge for the year			
	The tax credit for the period varies from the standard rate of are explained below:	f corporation tax is	n the UK. The d	lifferences
			2018 £000	2017 £000
	(Loss) / Profit on ordinary activities before tax		(62)	54
	At average rate of corporation tax of 19.00% (2017: 19.25%)		(12)	10
	Total tax (credit) / charge as reported in statement of compreh	ensive income	(12)	10
10.	Tangible fixed assets			
		Office furniture and equipment £000	Computer hardware £000	Total £000
	Cost: At 1 January 2018	2	72	74
	Additions At 31 December 2017	2	72	74
	Accumulated depreciation: At 1 January 2018 Charge for the year	2	71 1	73
	At 31 December 2018	2	72	74
	Net book value: At 31 December 2017	-	1	1
	At 31 December 2018	-	-	-

at 31 December 2018

11. Trade and other receivables

		2018	2017
		£000	£000
	Trade debtors	1,183,938	382,844
	Other debtors	9	8
	Prepayments	19	50
	Amounts due from group undertakings		23
		1,183,966	382,925
12.	Cash and cash equivalents	=======================================	
	Cash and cash equivalents comprise the following at 31 December:		
		2018	2017
		£000	£000
	Cash at bank and on hand Client money	32,595	9,409
	Cash and cash equivalents, including restricted cash.	32,595	9,409
			
	Restricted cash included in the cash and cash equivalents balance	2,700	2,700

The restricted cash balance includes obligated cash held with clearers of £2.7m (2017: £2.7m).

Client balances are held by the Company in trust on behalf of clients in accordance with the Client Money Rules of the Financial Conduct Authority.

13. Creditors: amounts falling due within one year

	1,100,145	367,134
	1,188,143	387,194
Other taxes and social security	117	214
Amounts due to group undertakings	4,371	5,550
Accruals and other creditors	224	341
Bank Overdraft	1,915	217
Trade creditors	1,181,516	380,872
	£000	£000
	2018	2017

at 31 December 2018

14. Deferred tax asset

	2018	2017
	£000	£000
Depreciation in excess of capital allowances	3	4
Other short term temporary differences	-	-
	3	4
Asset at 1 January - restated	4	10
Charge for the year	(1)	(6)
Asset at 31 December	3	4

On 16 March 2016 the UK Government announced that the UK corporation tax rate will be reduced to 17% with effect from 1 April 2020. Deferred tax assets have been measured at 17.00% (2017: 17.00%) representing the rate at which the deferred tax balances are expected to unwind.

15. Called up share capital

	2018	2017
	£000	£000
Authorised:		
2018: 28,500,000 ordinary shares of £1 each	28,500	10,000
(2017: 10,000,000 ordinary shares of £1 each)		
•		
Issued and fully paid:	 •	
28,500,000 ordinary shares of £1 each		
(2017: 5,150,000 ordinary shares of £1 each)	28,500	5,150

The ordinary shareholders have one vote per share and participate equally in the event of the winding up of the Company.

Following a written resolution passed by the directors on 5th April 2018 the Company increased the authorised share capital to 28,500,000 ordinary shares of £1 each. The Company subsequently issued 23,350,000 ordinary shares of £1 each to Tradition Service Holding SA. The capital injection has increased the share capital of the Company from £5,150k to £28,500k.

16. Parent undertaking

The Company's immediate parent undertaking is Tradition Service Holding S.A., a company registered in Switzerland. Tradition Service Holding S.A. is a subsidiary of Compagnie Financière Tradition SA which is also registered in Switzerland. Compagnie Financière Tradition SA has included the Company in its group financial statements, copies of which are publicly available. The Company's ultimate parent company and controlling party is Viel & Compagnie Finance SE, which is incorporated in France. Copies of its group financial statements, which include the Company, are publicly available.

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17. Analysis of financial assets and liabilities by measurement basis

Financial assets and liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 2.13 describe how the classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the financial assets in the balance sheet by the class of financial instrument to which they are assigned, and therefore by the measurement basis.

	Loans and receivables	Financial assets and liabilities at amortised cost £000	Financial assets and liabilities at fair value through profit or loss £000	Total £000
2018				
Assets				
Trade debtors	-	1,183,938	-	1,183,938
Cash at bank and in hand	•	32,595	-	32,595
Other receivables		9	-	9
Amounts due from group undertakings	_		<u> </u>	-
Total financial assets	•	1,216,542	-	1,216,542
Total non-financial assets				42
Total assets				1,216,584
Liabilities				
Trade creditors	-	1,181,516	•	1,181,516
Bank Overdraft	•	1,915	-	1,915
Amounts due to group undertakings		4,371		4,371
Total financial liabilities	•	1,187,802	-	1,187,802
Total non-financial liabilities				341
Total liabilities				1,188,143
2017				
Assets				
Trade debtors	382,844	-	-	382,844
Cash at bank and in hand	9,409	-	-	9,409
Other receivables	8	-	-	8
Amounts due from group undertakings	23	-	-	23
Total financial assets	392,284	-		392,284
Total non-financial assets				54
Total assets				392,338
Liabilities				
Trade creditors	_	380,872	_	380,872
Bank Overdraft	-	217	_	217
Amounts due to group undertakings		5,550	•	5,550
Total financial liabilities		386,639		386,639
Total non-financial liabilities		500,007		559
Total liabilities				387,198

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18. Related party transactions

During the year the Company entered into transactions, in the ordinary course of business, with other related parties. Those transactions with directors are disclosed in note 7. The Company has taken advantage of the exemption under paragraph 8 (K) not to disclose the amount of the related party transactions. The trading balances outstanding at 31 December with other related parties are as follows:

Related party	Amounts owed by related party £000	Amounts owed to related party £000
Joint ventures		
2018	-	-
2017	-	. -
Shareholder and associated companies		
2018	-	4,371
2017	23	5,550

Receivables from shareholder and associated companies and payables to shareholder and associated companies include all receivables and payables due to or by VIEL et Compagnie-Finance, Paris, the ultimate majority shareholder and all subsidiaries of that company.

Terms & Conditions

Outstanding balances with related parties are unsecured, interest free and cash settled.

The Company has not provided or benefited from any guarantees or commitments for any related party receivables or payables. During the ended 31 December 2018, the Company has not made any provision for expected credit losses relating to amounts owed by related parties (2017: £nil).

19. Financial risk management policies and objectives

The Company is primarily exposed to the following risks:

- Operational Risk;
- Credit Risk;
- Market Risk;
- Interest Rate Risk;
- Liquidity Risk.
- Legal and Reputational Risk
- Conduct Risk

Operational Risk

The Company is exposed to operational risk losses in its day-to-day business from penalties, differences and errors in broking activities. Differences arise when transactions arranged by the Company between two counterparties are not completed at the original price. In such circumstances the Company may offer to compensate the counterparty for some or all of the difference between the original price and the transacted price. To manage this risk it is Company policy to complete transactions as quickly as possible at the next best available prices and all transactions should be completed by the end of each day. In general, losses due to operational risk have been low in both volume and magnitude by ensuring that controls are adequate and effective to prevent future loss occurrence.

at 31 December 2018

19. Financial risk management policies and objectives (continued) Credit Risk

The Company is exposed to three kinds of credit risks; credit default risk, settlement risk and concentration risk. The Company's core clients comprise banks and financial institutions with high credit ratings. The centralised Credit Committee, based at Compagnie Financière Tradition SA in Lausanne, has responsibility for assessing, challenging and deciding on credit ratings and trading limits for the matched principal and cleared broking business. Daily reports are used for monitoring and enforcement purposes.

The credit team ensures that credit exposures are monitored and that appropriate management information is provided to the Company's management.

The Company assesses and manages the cash held with banks and the commission receivables from customers in order to assess and monitor any bad debts. Where recovery, of all or part of amounts due, is in doubt, a provision is set up so that balance-sheet fairly reflects current expected credit losses.

Oversight of the provision process is undertaken through the Credit Control Committee which also tracks the month to month credit and collections performance of its clients. The maximum credit risk exposure relating to financial assets is represented by carrying value of total financial assets as at balance sheet date.

Loss Allowance

The Company applies the IFRS 9 simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all broking receivables. The calculated ECL for broking receivables and other financial assets was deemed immaterial and has not been recognised.

Market Risk

Foreign Currency Risk

The Company's revenues are predominantly in GBP, EUR and USD whilst its cost base is predominantly in GBP. This exposes the Company to foreign currency risk where the settlement of transactions is made in a currency other than GBP. It is Company policy to monitor foreign currency bank balances daily and, in order to minimise such risk, sells down surplus foreign currency balances on a regular basis. Moreover the risk management function, applies a hedging policy to proactively reduce foreign currency risk across the balance sheet. An analysis has been performed for a reasonable possible movement of the USD and EUR against GBP, with all other variables held constant, on the Statement of Comprehensive Income and equity.

The table below indicates the extent to which the Company was exposed to currency risk at 31 December on its non-trading monetary assets and liabilities, and forecast cash flows. The analysis is performed for a reasonable possible movement of the USD and EUR against GBP, with all other variables held constant, on the Statement of Comprehensive Income and equity.

	% Movement in Currency Rates	Effect on Net Profit £000	Effect on Equity £000
2018			
Currency			
EUR	5%	1	-
USD	5%	(1)	-
EUR	(5%)	(1)	.
USD	(5%)	1	-
2017			
Currency			
EUR	5%	(2)	-
USD	5%	(2)	-
EUR	(5%)	(3)	-
USD	(5%)	3	-

at 31 December 2018

19. Financial risk management policies and objectives (continued) Interest Rate Risk

The Company's exposure to interest rate risk in the banking book is very limited since it does not conduct classical banking activity. The Company's exposure to interest rate risk arises from the possibility that changes in interest rates will affect the interest income or the net value of equity. However, the Company does not carry large interest bearing assets and/or liabilities on its balance sheet. Where interest rate bearing assets and liabilities exist, they are typically of short maturity (less than 3 months) and consequently this risk is marginal. Moreover, the bank pooling facility in place for the Tradition UK group enables bank balances to be effectively managed on a daily basis and restrict the need for overnight overdraft positions thus limiting any interest charges thereon.

Liquidity Risk

Liquidity Risk is the current or prospective risk arising from the inability to meet obligations as they come due without incurring unacceptable losses. The Company is exposed to three different types of liquidity risk:

- Balance sheet liquidity, the need to finance working capital requirements;
- Transactional liquidity, the risk that directly arises from front office operations, and consists of the financing of collateral for clearing and settlement; and
- Market liquidity, the risk that a position cannot easily be unwound or offset at short notice without significantly influencing the market price and incurring a significant loss.

The Chief Financial Officer is responsible for the Company's liquidity management including the establishment and maintenance of systems and controls over the recording and disbursement of funds in accordance with Board approved bank mandates and the segregation of duties between the movement of funds and the recording thereof.

The table below summarises the maturity profile of the Company's financial liabilities as at 31 December 2018 and 2017 based on contractual undiscounted payments.

Year Ended 31 December 2018	On demand £000	Less than 3 months £000	3 to 12 months £000	Total £000
Non-derivative Financial Liabilities				
Interest bearing loans & borrowings	1,915	-	-	1,915
Trade and other creditors	1,183,535	244	2,449	1,186,228
Total	1,185,450	244	2,449	1,188,143
Year Ended 31 December 2017	On demand	Less than 3 months	3 to 12 months	Total
	£000	£000	£000	£000
Non-derivative Financial Liabilities				
Interest bearing loans & borrowings	217	-	-	217
Trade and other creditors	386,542	367	72	386,981
Total	386,759	367	72	387,198

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19. Financial risk management policies and objectives (continued)

Operational Liquidity

With respect to balance sheet liquidity; non-trading transactions do not generate significant liquidity risk exposures and are managed through regular cash flow forecasts. In order to maximise its liquidity position, the Company actively works to minimise the aged debtors which are formally monitored through the Credit Control Committee and reduce debtor days.

Transactional Liquidity

The most significant element of funding liquidity risk arises out of the requirement to potentially finance failed trades and margin calls.

The Company uses the services of a number of clearers who provide secured overdraft facilities without a formalised limit. The use of multiple clearers provides significantly more credit and constitutes efficient risk mitigation against the risk of one clearer withdrawing its credit lines or failing.

As the business includes matched principal transactions, failed trades are usually backed by collateral (cash or securities) which are pledged to the custodian to support the overdraft facility. A daily track is kept to monitor the surplus/deficit in the VaR value of collateral against clearer funding.

The Company operates within a liquidity framework, approved by the Board that covers transactional liquidity policy and a methodology.

Market Liquidity

As an inter-dealer broker, the Company does not carry proprietary positions and the impact of market liquidity is therefore not considered material from a liquidity risk exposure perspective, except in the event of a counterparty failure which is covered as part of credit risk.

Pillar 3 of Basel II is related to market discipline and aims to make firms more transparent by requiring them to publish specific, prescribed details of their risks, capital and risk management under the Basel II framework. The Company's qualitative and quantitative pillar 3 disclosures are published on its website, www.tradition.com.

Legal and reputational risk

From time to time the Company may be engaged in litigation in relation to a variety of matters, and it is required to provide information to regulators and other government agencies as part of informal and formal enquiries or market reviews. The Company's reputation may also be damaged by any involvement or the involvement of any of its employees or former employees in any regulatory investigation and by any allegations or findings, even where the associated fine or penalty is not material.

Conduct Risk

The FCA has outlined its approach to managing conduct risk. Conduct risk relates to the risk that detriment is caused to the Company, its customers, its counterparties or the market, as a result of inappropriate execution of business activities. The Company takes a holistic approach to assessing conduct risks in order to ensure that these are being managed in accordance with the FCA's strategic objectives of protecting clients, ensuring markets function effectively and promoting competition. The Company will assess key risks across the business, identifying key controls and ensuring that the Board is receiving the right information to enable it to challenge effectively the management of such risks by the business.

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20. Capital Management

The responsibility for the Company's capital planning lies with the Board of Directors (the "Board"). Any changes to capital are proposed to the Board and also require the approval of Tradition Service Holding S.A.

Capital is generated from shareholder funds. Shareholder funds are in the form of share capital and retained earnings. In addition, the Company can increase its regulatory capital resources through subordinated debt or a capital injection obtained from its immediate parent company, Tradition Service Holding S.A. as described in Note 15: Called up Share Capital.

21. Transition disclosures – impact of application of accounting standards

The Company applied IFRS 9 retrospectively at 1 January 2018 but elected not to restate the comparative figures of the previous year, which are presented in accordance with IAS 39.

The table below sets out the impact of adopting IFRS 9 on the statement of financial position, including the effect of replacing IAS 39's incurred credit loss calculations with IFRS 9's ECL's.

	IAS 39 Measurement		Reclassification	ECL	IFRS 9 Me	easurement
	Category	Amount	•		Category	Amount
		£000	£000	£000		£000
Trade Debtors	L&R ¹	382,844	-	-	AC^2	382,844
Cash at bank and in hand	L&R	9,409	-	-	AC	9,409
Other Receivables	L&R	8	-	-	AC	8
Amounts due from related parties	L&R	23	-	-	AC	23
-	L&R	392,284	-	-	AC	392,284
Total Financial Assets		392,284	-	-		392,284
Trade Creditor	AC	380,872	-	-	AC	380,872
Bank Overdraft	AC	217	-	-	AC	217
Amounts due to related parties	AC	5,550	-	-	AC	5,550
	AC	386,639	-	-	AC	386,639
Total Financial Liabilities		386,639	-	-		386,639

¹ L&R: Loans & Receivables

² AC: Amortised Cost

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22. Country by Country Reporting

HM Treasury has adopted the requirements set out under the Capital Requirements Directive IV (CRD IV) and subsequently issued the Capital Requirements Country-by-Country Reporting Regulations 2013, effective 1 January 2014.

The legislation requires that Tradition London Group publish certain additional information to that already contained within this Annual Report

Entity	Tradition London Clearing Ltd 2018	Tradition London Clearing Ltd 2017
Nature of Activities	Inter-Dealer Broker	Inter-Dealer Broker
Geographic Location	UK	UK
	£'000's	£'000's
Turnover	3,381	3,227
Employees .	11	. 12
(Loss) / Profit before Tax	(62)	54
Tax Paid	0	0

Notes:

- 1. Tradition London Clearing Ltd is regulated by the Financial Conduct Authority (FCA) and subject to the requirement of CRD IV Article 89.
- 2. Tax Paid represents the amounts physically paid, after reallocations under the Group payment arrangement, to HMRC. For 2018 the company has surrendered its tax loss to other Group companies and received the tax value of these losses from the claimant companies.
- 3. There were no public subsidies received in either 2018 or 2017.