# Strategic report

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**Read more**
Sustainability
Our sustainability strategy is formed of three priorities: 'Reporting and Performance Management'; 'Supporting our Clients'; and 'Community Impact'.
Page 24

**Read more**
Our transformation
We are transforming our business through technology, and by expanding and diversifying our activities and client base.
Page 17

# Connecting trends, insights and actions

## Understanding the key market trends that affect our business positions us well to seize opportunities.

1

### Energy transition

Government policies are accelerating the energy transition, driving commodity trade activity and volatility.

McKinsey reports that the rapid growth of the commodities market has seen total commodity trading EBIT exceed US$100bn in 2023[1]. Additionally, with the UK government's guidance on the UK Sustainability Disclosure Requirements ('SDR') framework due in Q1 2025[2], companies will increasingly focus on their sustainability practices.

The International Energy Agency states that the next phase will occur in a new energy market context with a supply of multiple fuels and technologies[3]. Building these technologies at scale will require diverse supply chains and critical minerals, driving new competition and demand.

This will likely result in demand uncertainty of critical commodities. For example, McKinsey believes the chemistry mix for batteries used in electrical vehicles is increasingly shifting from nickel-manganese-cobalt to lithium-iron-phosphate in response to anticipated supply shortages[4]. As a result, volatility across multiple assets is expected to continue, driving trading activity.

#### What does it mean for TP ICAP?

Our Energy & Commodities ('E&C') division is focused on leveraging the energy transition. Demand uncertainty will increase price and trading volatility, likely benefiting TP ICAP, where brokers with specialist knowledge help clients manage risk.

The division is developing an aggregated liquidity pool encompassing all renewable products. Alongside existing products in Norwegian and Australian Renewables, we are developing tools to generate more liquidity in US Energy Credits, given the growing market. Additionally, in 2024, we recruited the market-leading broker to launch our Battery Materials proposition.

In 2024, we announced a strategic collaboration with Amazon Web Services ('AWS') that includes a focus on the energy transition. TP ICAP and AWS will explore opportunities to co-develop innovative, sustainability-focused trading solutions, and support Amazon's suppliers in creating decarbonisation plans, aligning with Amazon's net zero carbon ambition by 2040.

2

### Maintaining liquidity and attractiveness of financial markets

Regulation will be used to maintain the attractiveness of financial markets as competition intensifies in emerging regions.

Liquidity is the most important characteristic when choosing a market on which to list. PwC notes that developed market exchanges are much more liquid than emerging market exchanges[5].

However, the growth and increasing financial sophistication of emerging markets are likely to intensify competition. PwC's report states that Asia is emerging as the most popular region for future listings, with China expected to be the home of most new issuers by 2025[5].

BlackRock's report on Regulatory Developments in the EU and UK notes that regulators are looking at measures to ensure that financial markets are competitive and attractive places to trade globally[6]. This has resulted in the EU and UK undertaking reviews of listing rules to attract more IPOs.

#### What does it mean for TP ICAP?

TP ICAP is well diversified with a presence in 28 countries, and we are well positioned to benefit from improved trading conditions. Specifically, within Asia Pacific, we have offices in ten countries, so any increase in trading activity should positively affect our trading volumes.

Overlaying our success in Asia Pacific is our Fusion digital platform, which enables clients to trade seamlessly in multiple products and across numerous geographies. In collaboration with AWS, accelerating the development of Fusion will mean clients will be able to adapt faster to new market movements and trends.

1 McKinsey & Company, The critical role of commodity trading in times of uncertainty.
2 Latham & Watkins LLP, UK Government Update on Sustainability Disclosure Requirements Framework.
3 International Energy Agency, World Energy Outlook 2024.
4 McKinsey & Company, Global Materials Perspective 2024.
5 PwC, Capital markets in 2025.
6 BlackRock, Regulatory Developments in the EU and the UK: Midyear 2024 Outlook.





3

### Increasing importance of market data

OTC market data remains a key investment for financial institutions.

Market data continues to be a major area of spend for financial institutions, with research firm Burton Taylor reporting an increase in spend to a record US$42bn (+12.4%) in 2023, with real-time and trading data remaining the leading product segment, accounting for 38% of the market spend[7].

The need to comply with regulation is an important driver of market data demand. Institutions are investigating methods to enable an improved experience with data, particularly as the use of AI grows. Burton Taylor estimates that AI will add an incremental US$1.9bn to market data providers' revenues by 2029[8].

#### What does it mean for TP ICAP?

Parameta Solutions designs products that provide access to proprietary OTC data and analytics, generating insights about highly complex, low-transparency OTC transactions. Clients use these insights to inform alpha identification strategies, risk management processes, and regulatory compliance.

Parameta is focused on enhancing distribution channels with more third parties and direct delivery. Additionally, Parameta intends to grow in key areas like Evidential Data Solutions, Managed Technology Services, OTC Indices, and Energy and Commodities. Innovative technology solutions, including AI-based software, are key tools being developed to provide faster, more relevant insights to clients.

7 Burton Taylor, Financial Market Data/Analysis Global Share & Segment Sizing 2024.
8 Burton Taylor, 2024 AI and its Implication for Market Data Providers.

4

### The role of AI in the inter-dealer broker industry

AI offers significant opportunities to enhance operational and compliance efficiencies.

AI-based applications can greatly improve organisational functions. Additionally, AI will have a substantial impact on administrative functions by automating high-volume, less complex manual tasks. Generative AI tools can analyse and synthesise vast sets of financial and market data[9].

It is crucial to ensure that all regulatory obligations and controls are maintained while mitigating the risks associated with AI usage. In June 2024, FINRA published a regulatory notice emphasising that FINRA rules and securities laws continue to apply when AI is used in business operations[10].

This presents challenges for all regulated companies as they allocate significant resources to the development and use of AI. Firms must consider regulatory guidance on areas such as data governance, customer privacy, and supervisory control systems when planning and testing AI applications.

#### What does it mean for TP ICAP?

We recognise the potential value and importance of AI. In 2024, TP ICAP appointed a dedicated Head to lead the implementation of AI across the business. In December 2024, we also announced a major collaboration with AWS, which includes establishing an AI and Innovation Lab to enable us to accelerate and scale AI-driven solutions. This builds on TP ICAP's successful AI projects to date, which include Parameta Solutions using the Amazon Bedrock Gen AI tool to automate compliance checks, and our Procurement team using AI to extract and submit metadata from PDFs, eliminating the need for manual data entry.

9 FINRA, AI Applications in the Securities Industry.
10 FINRA, Regulatory Notice 24-09.

# Our strategic pillars

**Our strategy is positioning us as one of the world's most trusted and innovative specialists in liquidity and data solutions.**

**We achieve this by focusing on three strategic pillars.**

## Transformation

Future-proofing our Group through technology and operational excellence.

### Progress and outlook

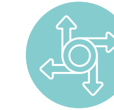
Fusion is our market-leading, cloud-based digital platform, connecting our clients to our deep liquidity pools, across our brands and asset classes, through the full life cycle of a transaction.

Fusion also provides the real-time data, automated trade processing and settlement solutions that help clients accelerate trade confirmation, and reduce operational and regulatory risk.

In addition, the platform generates unique OTC data, which – through Market Data Licensing Agreements with Global Broking and E&C – equips Parameta Solutions to deliver data and analytics solutions to its clients.

In 2024, we announced a major agreement with Amazon Web Services ('AWS'), the world's leading cloud provider, to streamline and scale our technology infrastructure. A key focus of this agreement is to accelerate the development of Fusion by co-developing the platform with specialist AWS engineers, halving new product development times, and nearly doubling our IT workload on the cloud to more than 80%. We will also leverage AWS's generative AI capabilities to increase productivity, and better respond to client needs.

As announced at our Half Year results in August 2024, a significant operational and IT excellence programme is underway. In addition to our focus on consolidating more legal entities to free up cash (at least £50m targeted), the programme is expected to generate at least £50m in annualised cost savings by 2027 across four main areas. First, technology and data (reducing IT applications and migrating more to cloud); second, an automated and scalable target operating model (aligning functions and office co-location); third, procurement and vendor management (consolidating vendors to drive economies of scale); and finally, optimising the use of office space across the Group.



## Diversification

New clients, new asset classes, more non-broking revenue.

### Progress and outlook

Our diversification strategy is about broadening our client base, moving into different asset classes and geographies, and delivering more non-broking revenue and profits.

Parameta Solutions strategy focuses on three pillars. First, it is enhancing its distribution, with 78% of the division's 2024 revenue originating from third-party channels, and an increasing proportion (22%) being generated from direct channels, such as the cloud. Second, Parameta is offering more innovative products, including evidential data solutions and benchmarks and indices. Finally, the business is expanding its buy-side client base.

Maximising the value of Parameta is a key priority. As previously announced, we are progressing strategic options in relation to the division. Our focus is a potential listing in the United States, with the Group maintaining a long-term majority stake. Should we proceed, the potential listing could occur as early as Q2 2025.

Liquidnet is focused on enhancing its operational leverage, diversifying its core equity franchise, and developing its fast-growing multi-asset agency brokerage business. In 2024, product launches in equities included: Superblock, a solution for clients who wish to trade large, illiquid blocks, and SmartDark, an algorithm to help traders execute larger trades with better price stability. Additionally, in multi-asset, a new single desk proposition was launched, providing liquidity and bespoke trading tools.

E&C is well placed to capitalise on the profound change underway in the energy sector, specifically the opportunities linked to the energy transition. E&C will also collaborate with AWS to co-develop sustainability-focused trading solutions, and support Amazon's suppliers in creating decarbonisation plans.

Diversification is delivering: in 2024, our non-broking businesses accounted for 42% of adjusted EBIT, up from 29% in 2023.

## Dynamic capital management

Capital returns, debt reduction, and ongoing investment.

### Progress and outlook

We are committed to releasing more cash for ongoing business investment, including targeted M&A, where appropriate, debt reduction and further capital returns.

Over the short term, we expect to return most of the proceeds of any potential listing of Parameta Solutions to our shareholders. In the medium term, we are confident in our ability to generate substantial cash organically, in addition to the £50m of cash already targeted through more legal entity consolidation. We will update shareholders on these initiatives at our HY 2025 results. Our focus on productivity and contribution means we will continue to prioritise profitable growth, and cash flows, in the future.

Holding an appropriate amount of debt, and maintaining our investment grade credit rating with Fitch, are also areas of focus. We paid down ~£100m of our debt, and other financing obligations, with our leverage ratio[1] reducing from 1.9x in 2023 to 1.6x in 2024.

The Group's dividend policy is to pay half of the adjusted post-tax profit for the year to shareholders. In line with this policy, the Board has recommended a final dividend payment for 2024 of 11.3 pence per share, 13% ahead of 2023. Our total dividend per share has grown by 30% over the past two years. In addition, we have completed, or announced, £120m of buybacks in the past approximately 18 months.

Finally, we continue to deliver strong free cash flow generation. This is driven by profitable growth, improved collection of trade receivables, as well as the release of cash by combining legal entities (see above). This free cash, as a proportion of the profits that we generate, also known as our cash conversion ratio, is an important Group metric. We have converted more than 100% of our profits to cash over the past three years, with an average cash conversion ratio over that period of 141%.

1 Total debt (excluding finance lease liabilities) divided by adjusted EBITDA as defined by our rating agency, Fitch.

## Group's redomicile enabled capital efficiencies

### Our overall philosophy to managing cash and capital

Dynamic capital management means having an optimal Group balance sheet, and ensuring that we hold the appropriate level of regulatory capital and cash, as well as debt. It also means maintaining an efficient conversion of profits into cash.

We generate cash, not only through normal business operations, but also through management actions. An example of this is reducing the number of legal entities across the Group, to create a more streamlined organisational structure, and free up cash.

### How we allocate capital

Surplus cash, that is in excess of the Group's working capital and regulatory capital requirements, is allocated as follows:

> Business investment (broker recruitment, Fusion, Liquidnet, Parameta Solutions);
> Debt reduction;
> Paying shareholder dividends, in line with our policy; and
> Further capital returns.

### Group redomicile to Jersey

In December 2019, the Group announced proposals for a corporate restructure to create a more capital-light organisation, with greater financial flexibility, better regional governance and greater competitiveness.

As a first step, our redomicile to Jersey, Channel Islands, was completed in February 2021. This had no impact on the Group's tax domicile, or stock exchange listing, both of which remained in the UK.

The redomicile enabled a series of management actions to optimise the Group's balance sheet, and generate capital efficiencies, namely:

**£100m**
of cash freed up to reduce Group debt and other financing obligations

**£90m**
returned to shareholders, via three £30m share buybacks since HY 2023

**£30m**
Fourth £30m buyback announced on 11 March 2025

**£50m**
Further legal entity consolidation: targeting release of £50m of cash by 2027

Finally, in the event that we proceed with the listing of Parameta Solutions, our intention is to return most of the proceeds to our shareholders.

# Connecting clients

## Our purpose
To provide clients with access to global financial, energy, and commodities markets, improving price discovery, liquidity, and distribution of data, through responsible and innovative solutions.

## Our vision
To be the world's most trusted, and innovative, liquidity and data solutions specialist.

## Our mission
Through our talent and technology, we connect clients to superior liquidity and data solutions.

## Our strategy
We are transforming our Group through technology. We are also diversifying through new clients, new asset classes, and greater non-broking revenue. Our approach to dynamic capital management focuses on releasing more cash for ongoing business investment, debt reduction, and capital returns.

**Read more**
Our strategy – Page 16

## Our resources

**Scale**
World's largest inter-dealer broker, energy and commodities broker, and provider of OTC market data. Global footprint, with operations across 28 countries. Coverage across all major asset classes and products.

**Brands**
Five trusted brands:
Tullett Prebon, ICAP, PVM, Liquidnet, Parameta Solutions.

**Client base**
Enduring relationships with world-leading institutions, spanning buy-side and sell-side.

**Low-risk operating model**
No proprietary trading: brokers act solely as intermediaries between client transactions.

**Technology and innovation**
Client-led investment in innovative technology: Fusion connects clients across every major asset class, across the full life cycle of a trade.

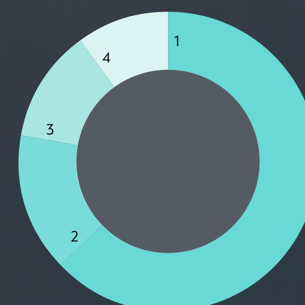
**People and culture**
Talented global workforce, with a purpose-driven culture, led by our Triple-A values: Accountability, Adaptability, Authenticity.

**Cash and capital**
Highly cash generative with a clear capital allocation framework: business investment, including targeted M&A, debt reduction and further shareholder returns.

# Creating value

## Generating revenue
We generate revenue by providing broking and agency execution services (92% of Group revenue), and by selling data-led solutions (8% of Group revenue).

We carry out broking and agency execution according to four models: Name Passing[1], Matched Principal[2], Executing Broker[3], and Introducing Broker[4]. The majority of our revenue is denominated in US Dollars.




| | 2024 |
|---|---|
| 1 USD | 63% |
| 2 EUR | 15% |
| 3 GBP | 12% |
| 4 Other | 10% |

1 Where the Group identifies and introduces buyers and sellers who then complete the transaction between themselves at mutually acceptable terms.
2 Where the Group is the counterparty to both the buyer and seller of a matching trade (we hedge every client trade with an equal transaction), and maintain client anonymity.
3 Where the Group executes transactions on certain regulated exchanges in respect of client buy or sell orders, and then 'gives-up' the trade to the relevant client.
4 Where the Group arranges matched transactions where the counterparties transact through a third-party clearing entity acting as principal.

## For our stakeholders
Our stakeholders are integral to the success of the Company, and we are committed to creating sustainable value and mutually beneficial outcomes.

**Clients**
Through our talent and technology, provide superior liquidity and unique data solutions.

AWS agreement
Collaboration with Amazon Web Services will accelerate Fusion's development.

**Employees**
Attracting, nurturing, retaining and rewarding employees by making TP ICAP a great place to work.

67%
Employee engagement score of 67% (2023: 67%).

**Shareholders**
Long-term value creation and sustainable returns.

£120m
Buybacks completed/announced in past c.18 months; final dividend up 13%.

**Communities and environment**
Making a positive impact on the environment by reducing our consumption of natural resources.

-27%
Reduced our Scope 1 and 2 emissions by 27%.

**Regulators**
Strong governance and oversight; building trust through regular, open dialogue.

Constructive dialogue on the Group's regulatory capital position.

**Suppliers and business partners**
Working with suppliers to build sustained partnerships.

Understanding ESG credentials through supplier engagement.

# Key performance indicators

## Our KPIs are alternative performance measures as defined by the European Securities and Markets Authority ('ESMA'). We provide these to offer additional insights into the Group's financial results.



### Total dividend per share
Reported (p)

**KPI definition**
Dividend per share is the amount of money a company pays to shareholders for each share they own. It is calculated by dividing the total amount of dividends paid by the number of shares outstanding.

**Comment**
The Group has a dividend policy which is applied in calculating dividend per share. The policy is to pay 50% of full year adjusted profits (after tax) to shareholders. The total dividend per share of 16.1 pence is 9% ahead of 2023.

### Revenue growth
Reported (%)

**KPI definition**
Revenue growth is defined as the annual growth of total reported revenues. Group revenues are shown on page 44.

**Comment**
Our core revenue growth is driven by transactional volumes that reflect wider market conditions. The Group delivered a good financial performance against a backdrop of macro and geopolitical-driven volatility. Group revenues increased 3% year-on-year on a reported basis (+5% on a constant currency basis).

### Contribution
Reported (£m)

**KPI definition**
Contribution is calculated as revenue less broker compensation and other front office costs. It also includes the revenue of Parameta Solutions less direct costs.

**Comment**
Contribution is another measure of business profitability, captured at the divisional level. It provides an indication of business division financials before management and support costs. Group contribution improved by 2% increasing from £848m in 2023 to £868m in 2024.

### Adjusted EBIT/operating profit
Reported (£m)

**KPI definition**
Adjusted EBIT is defined as earnings before net interest, tax, significant items, and share of equity accounted investments' profit after tax. The KPI is used interchangeably with adjusted operating profit. For a definition of significant items, refer to the Appendix – Alternative Performance Measures on page 216.

**Comment**
Adjusted EBIT measures the level of the business's profitability, on an underlying basis, and therefore excludes significant items. Adjusted EBIT increased by 8% relative to 2023.

### Adjusted EBIT margin
Reported (%)

**KPI definition**
Adjusted operating profit margin is calculated by dividing adjusted operating profit by revenue for the period. A reconciliation of adjusted operating profit to statutory operating profit is shown on page 172.

**Comment**
Adjusted operating profit margin is a measure of business profitability and is principally driven by revenue, broker and support staff compensation and other administrative expenses. The adjusted operating profit margin for 2024 increased by 0.8 percentage points relative to 2023.

### Adjusted earnings per share ('EPS')
Reported (p)

**KPI definition**
Adjusted earnings per share is calculated by dividing the adjusted profit after tax by the basic weighted average number of shares in issue. See adjusted EPS section on page 217.

**Comment**
Over the long term, growth in shareholder value and returns are linked to growth in adjusted EPS, which measures the adjusted profitability of the Group after tax and interest costs.

1 2023 adjusted EBIT restated to £299m from £300m to reflect the reclassification of foreign exchange gains on non-GBP borrowings and related derivatives to net finance expenses.

# Our approach to sustainability

**Our purpose is to provide clients with access to global financial and commodities markets, improving price discovery, liquidity, and distribution of data, through responsible and innovative solutions.**

We achieve this through our diverse range of products and services. As a world-leading provider of market infrastructure, liquidity, and over-the-counter ('OTC') market data solutions, we play a crucial role in enabling the efficient functioning of wholesale markets, which is vital for economic stability and growth.

We are committed to managing our business responsibly to create long-term value for our stakeholders. This commitment includes fostering a strong culture that promotes employee diversity and inclusion, encourages good conduct, and enhances risk management.

## Our sustainability commitments

The Group is committed to managing its business responsibly for the long-term benefit of shareholders, employees, and communities. We are focused on environmental sustainability and active engagement with the communities in which we operate. Guided by our Code of Conduct and corporate values, we aim to uphold the highest standards of business practices.

### Environmental commitment

We recognise our environmental responsibilities, as well as supporting our clients as they transition to a low-carbon economy.

27%

**reduction in Scope 1 and 2 carbon emissions**

39%

**of our electricity now comes from renewable sources**

**Read more**
See pages 26 to 29

### Social impact

We work to develop an inclusive and positive culture, creating meaningful opportunities for our employees and communities.

£5.2m

**raised through ICAP Charity Day**

7

**active employee Accord Networks**

**Read more**
See pages 30 to 37

### Responsible governance

We are committed to driving effective management of our ESG performance and commitments, creating value beyond our operations.

AA rating

**MSCI ESG 'AA' rating up from 'A' in 2023**

100%

**completion of mandatory training**

**Read more**
See pages 38 to 41

# Environmental commitment

## Our sustainability journey

We are evolving our approach to meet the demands of a changing world, recognising the need to address climate change.

As the world's largest inter-dealer broker, we are uniquely positioned to support clients on their energy transition journey. By facilitating the trading of sustainable energy products, our brokers and trading platforms help clients navigate the complexities of transitioning to sustainable energy sources. Creating transparent and liquid markets enables our clients to manage risk and seize opportunities, aligning their strategies with global sustainability goals.

## Our key priority areas

### Operational carbon neutrality

We aim to minimise the environmental impact of our operations, particularly greenhouse gas ('GHG') emissions.

> Reducing our Scope 1 and 2 GHG emissions.

> Increasing the use of renewable energy.

> Reducing overall waste and water usage.

### Supporting our clients

We leverage our capabilities to connect clients to liquidity and data solutions, helping them advance their sustainability objectives.

> Developing and expanding markets for Renewable Energy Certificates ('RECs') and other renewables products.

> Providing insights and data-led solutions to better inform participants navigate fast moving markets.

### Incorporating ESG into new business initiative approvals

We have embedded ESG considerations into the evaluation and approval process for new business initiatives, reviewed and scored through our Change Management Framework.

> ESG questions focus on emissions, gender representation, and asset class.

| Our targets | Our progress |
|---|---|
| To be carbon neutral in Scopes 1 and 2 GHG emissions by the end of 2026. | Reduced Scope 1 and 2 GHG emissions by a further 27%. |

Strategic report

### Operational carbon neutrality

To achieve our Scope 1 and 2 emissions target we are focused on:

**1) Organic reductions in Scope 1 and 2 GHG emissions**
We continue to target organic reductions in our Scope 1 and 2 GHG emissions, which are derived from our leased office premises and data centres, through a programme initiated in 2021. This year, we announced a new real estate optimisation programme and a new cloud computing ambition. These initiatives will deliver emissions savings over the next three years by reducing office-based energy consumption and improving energy efficiencies associated with cloud migration. We aim to achieve operational carbon neutrality by the end of 2026 by minimising our Scope 1 and 2 emissions as much as possible before purchasing certified carbon credits to offset any residual emissions.

**2) Increasing our use of renewable energy**
Although we lease our office and data centre spaces and do not directly control our utility providers or energy tariffs, we are working with our landlords, and other third-party suppliers, to increase our use of renewable energy. We continue to report our market-based Scope 2 footprint (see page 73), which includes the renewable energy used in our operations. This year, 39%[1] of our total purchased electricity came from renewable sources, with 100% of the electricity we use in the UK being renewable. We will continue to work closely with our landlords and third-party suppliers to increase this percentage over time.

1 An increase from 10% in 2023.

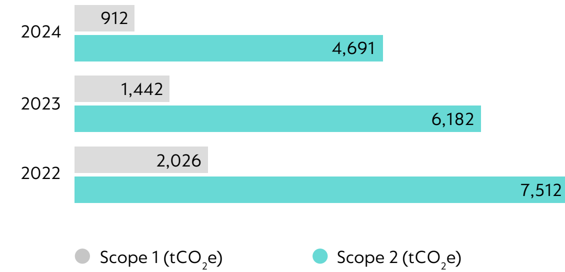
### Waste generation and water consumption

We strive to operate responsibly, including our consumption of natural resources. We work closely with our office landlords to manage our water use and to ensure proper waste disposal. The availability of water and waste data across our office estate varies, so we do not have a complete view of our water consumption and waste generation.

Our approach to calculating waste generation combines estimates and actual data from our landlords. In 2024, we generated around 1,000 tonnes of waste, which was disposed of through various channels, including recycling and waste-to-energy initiatives.

**2024 GHG emissions performance**

Our total Scope 1 and 2 GHG emissions were 5,603 $tCO_2e$, a reduction of 27%. This follows our focus on real estate consolidation, and new energy efficiency measures. We also transitioned to a new provider (Watershed) with some one-off differences in approach between it and the legacy supplier contributing to the reduction. A full breakdown of our 2024 GHG emissions is on page 73 of this report.




### Supporting our clients

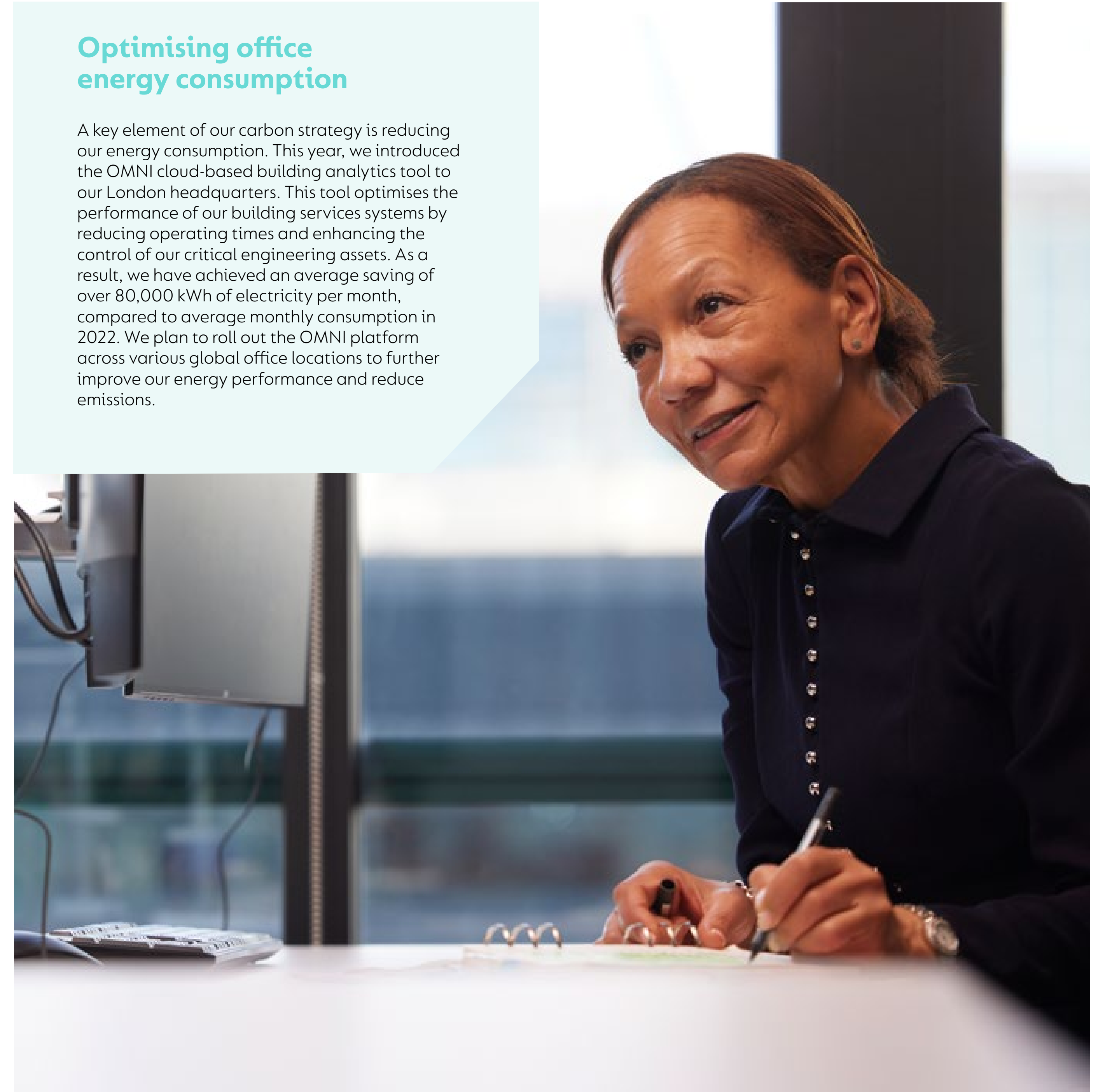
TP ICAP is well positioned to support our clients through the climate transition, trading in key areas along their environmental journey. We are focused on expanding existing and developing new products that are crucial for the global transition. We are enhancing our offerings in emissions trading, carbon offsets, weather derivatives, and battery metals.

- We announced a major agreement with Amazon Web Services Inc. ('AWS'). A key element of this multi-faceted agreement focuses on the energy transition. TP ICAP and AWS will explore opportunities to co-develop innovative, sustainability-focused trading solutions, and support Amazon's suppliers in creating decarbonisation plans, aligning with Amazon's net zero carbon ambition by 2040.
- Carbon markets and emissions trading are vital for the energy transition, and we are focused on growing this area. In 2024, our Energy & Commodities ('E&C') division brokered 2.2bn $CO_2$ metric tonne equivalents of emissions credits, and 18m metric tonnes of voluntary emissions credits.
- Expanding on our existing presence in Australian power and gas brokerage, we acquired the New Zealand-based gas, power, and carbon brokerage firm Aotearoa Energy, providing client access to the New Zealand Emissions Units (NZU) market, known for its high integrity and appeal to global investors.



## Optimising office energy consumption

A key element of our carbon strategy is reducing our energy consumption. This year, we introduced the OMNI cloud-based building analytics tool to our London headquarters. This tool optimises the performance of our building services systems by reducing operating times and enhancing the control of our critical engineering assets. As a result, we have achieved an average saving of over 80,000 kWh of electricity per month, compared to average monthly consumption in 2022. We plan to roll out the OMNI platform across various global office locations to further improve our energy performance and reduce emissions.



# Social impact

## Our commitment to social responsibility

At TP ICAP Group, we recognise that our business thrives when people and communities flourish.

We are dedicated to creating a workplace that values diversity, supports employee development, and drives positive change in the communities where we operate. By prioritising inclusion, fostering growth opportunities, and making meaningful contributions to society, we aim to build a stronger, more equitable future for all. This commitment reflects our belief that social responsibility is fundamental to long-term business success and aligns with our role as a trusted global partner.

## Our key priority areas

### Our employees

We empower our employees with the skills, knowledge and opportunities they need to grow and excel. Through learning and development initiatives, we provide clear career pathways and the tools necessary for employees to build fulfilling careers while contributing to the success of the business.

### Diversity and inclusion

Embracing diverse perspectives strengthens our decision-making, improves collaboration, and builds a culture that drives innovation. We are dedicated to creating an equitable workplace where every voice is valued, and everyone has the opportunity to succeed.

### Community impact

We are committed to making a positive impact on society through our economic contributions, strategic charitable partnerships, and support for employee volunteering and fundraising efforts.

| Our targets | Our progress |
|---|---|
| Increase female representation within our non-broking employee base from 34% to 38% by the end of 2025[1]. | Female representation maintained at 35% in non-broking roles. |
| Increase ethnic minority representation within our Group senior management population from 13% to 15% by the end of 2027[2]. | Increased ethnic minority representation to 14.4%. |
| Women in Finance Charter target of 25% senior women in the business by 2025[3]. | Maintained representation of women in senior management roles at 25%. |

1 Target set in 2021.
2 Target set in 2023.
3 Target set in 2018.

## Our employees

Attracting, developing, and retaining a talented, engaged group of employees is central to our success. We work to develop an inclusive and positive culture, creating meaningful opportunities for staff to succeed.

Our annual employee engagement survey ran in June, with a 70% participation rate (2023: 68%) and an overall engagement score of 67% (2023: 67%). The results show that our employees understand our strategy and values, and feel motivated by their work. Our engagement action plan focuses on delivering greater innovation, and better tools and systems. Regular town halls and global pulse surveys also provide colleagues with opportunities to share their views. This engagement provides senior leaders with valuable insights to inform decision-making.

This year, we launched a comprehensive career framework across the organisation, featuring detailed competency guides to facilitate development discussions and support career planning. As part of our new talent process, we are also implementing talent mapping and boards, with integrated diversity monitoring to mitigate bias.

Our leadership programmes aim to offer opportunities for our people to develop, learn and grow. Two Company-wide programmes were released in 2024: 'Managing the TP ICAP Way' and 'Future Leaders in Global Broking'. These programmes focus on equipping employees with the skills and knowledge necessary to manage effectively and ethically in a fast changing global market.

This year, our global internship initiative continued to provide valuable business insights and foster career development. Our commitment to inclusivity was reflected in the programme's gender balance, with 48% female representation among candidates and a nearly balanced internship cohort in our London programme.

### Priorities for next year

In 2025, we will expand our bespoke leadership development offerings with a new programme designed for experienced leaders. Additionally, we will strengthen our commitment to early career development in broking by introducing broker trainee programmes in Energy & Commodities, known as the E&C Academy, and in Global Broking, called the Broker Trainee Programme. These programmes will create a robust talent pipeline and support career development, ensuring business sustainability.

## Diversity and inclusion

Our approach to diversity and inclusion (D&I) focuses on: embedding inclusive leadership, bringing inclusion to life, improving systems and structures, accelerating progress, and raising our external profile as an employer of choice.

Our Accord Employee Networks play an important role in making the Group a diverse and inclusive workplace by bringing the voices of our staff to life. Run by colleagues, for colleagues, the networks connect and support them on a variety of topics including gender, health and wellbeing, LGBTQ+, multi-cultural, and veterans. This year, we launched our Parents & Carers Network to provide peer support and a space for parents and carers to share expertise, educational activities and promote benefits of a family diverse workforce.

We run an annual calendar of awareness-raising activities to mark topics that are important to colleagues. Events have included a neurodiversity workshop hosted by the TP ICAP Accord Network in Singapore, and a series of lunch and learns hosted by our global Women's Network. Our Multi-cultural Network also hosted events including a Diwali celebration, and their inaugural marketplace to mark Black History Month, championing Black-owned businesses.

### Progress this year

We launched a Disability, Cancer and Neurodivergence network, and started to collect disability data from our colleagues, beyond discussions for adjustments. We work hard to continue to employ people who acquire a disability, either through role adjustments or change of roles.

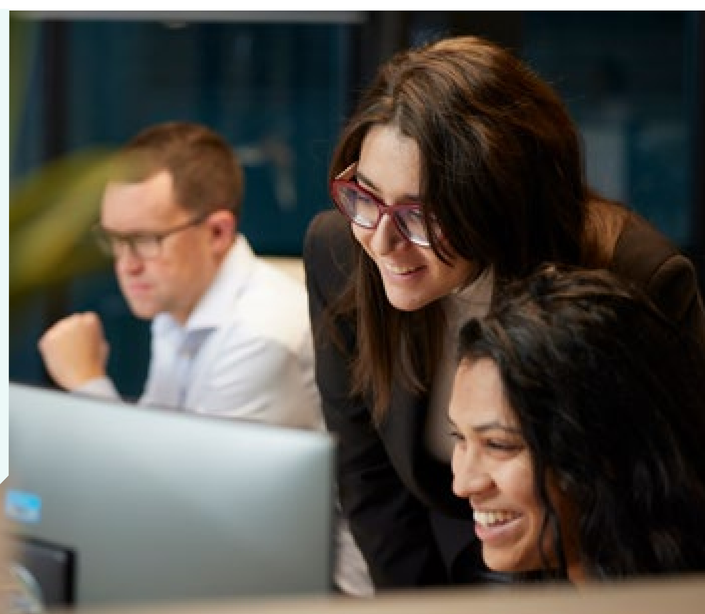
Our 'Count Me In' campaign, which launched in August, enables staff to add their diversity data to their employee record. This is part of a wider drive to expand our understanding of our workforce. This detailed view into the make-up of our business will also help to tailor programmes, benefits, and support mechanisms to meet specific needs.

### Priorities for next year

In 2025, we will further embed our D&I strategy by maximising the impact of our Accord Employee Networks, continuing to offer learning programmes that promote inclusive workplace practices, and leveraging our data and insights to ensure our systems and structures support inclusivity.

## Inclusion matters

This year, we made significant progress across all five pillars of our D&I strategy. We continued to embed inclusion into our training programmes, supporting leaders in being intentionally inclusive and creating a supportive environment for all employees while driving high performance. We developed partnerships with key external organisations to increase sector diversity and launched 'Count Me In', our self-declaration system, to better understand our workforce. Additionally, we created and issued a customised online training course called 'Inclusion at TP ICAP', featuring leaders from each region, to consolidate our commitment and vision for an inclusive culture.



## Employee diversity and inclusion

### Gender representation by category

| Category | Current reporting year (2024) Female | Male | Not disclosed | Comparison reporting year (2023) Female | Male | Not disclosed |
|---|---|---|---|---|---|---|
| Executive management | 7 (39%) | 11 (61%) | | 3 (16%) | 16 (84%) | |
| Non-executive management | 33 (29%) | 78 (71%) | | 30 (26%) | 86 (74%) | |
| Professionals | 213 (23%) | 730 (77%) | | 232 (24%) | 747 (76%) | |
| All other employees | 1,143 (27%) | 3,154 (73%) | 9 (0%) | 1,081 (26%) | 3,092 (73%) | 9 (1%) |

### US-only employee racial/ethnic group[1]

| Category | Current reporting year (2024) Asian | Black or African American | Hispanic or Latino | White | Other | Not disclosed | Comparison reporting year (2023) Asian | Black or African American | Hispanic or Latino | White | Other | Not disclosed |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Executive management | | | | 2 (100%) | | | 1 (33%) | | | 2 (67%) | | |
| Non-executive management | 1 (5%) | | | 20 (90%) | | 1 (5%) | 1 (4%) | | | 24 (92%) | 1 (4%) | |
| Professionals | 29 (11%) | 6 (2%) | 10 (4%) | 177 (66%) | 5 (2%) | 43 (16%) | 31 (10%) | 8 (3%) | 10 (4%) | 195 (65%) | 4 (1%) | 50 (17%) |
| All other employees | 105 (8%) | 37 (3%) | 95 (8%) | 739 (60%) | 15 (1%) | 245 (20%) | 107 (9%) | 40 (3%) | 102 (8%) | 755 (61%) | 19 (2%) | 215 (17%) |

1 We collect ethnicity/racial demographic data for US-based employees to meet the reporting requirements set out by the US Equal Employment Opportunities Commission.

## Employee turnover and new hires

| | Current reporting year (2024) Female | Male | Not disclosed | Comparison reporting year (2023) Female | Male | Not disclosed |
|---|---|---|---|---|---|---|
| Turnover by gender | 251 (31%) | 557 (69%) | 5 (1%) | 260 (28%) | 648 (71%) | 7 (1%) |
| New hires by gender | 302 (34%) | 583 (65%) | 8 (1%) | 320 (33%) | 656 (66%) | 8 (1%) |

| | Current reporting year (2024) <30 | 30-50 | 50+ | Not disclosed | Comparison reporting year (2023) <30 | 30-50 | 50+ | Not disclosed |
|---|---|---|---|---|---|---|---|---|
| Turnover by age group | 279 (34%) | 355 (44%) | 169 (21%) | 10 (1%) | 275 (30%) | 455 (50%) | 170 (18%) | 15 (2%) |
| New hires by age group | 454 (51%) | 337 (38%) | 84 (9%) | 18 (2%) | 468 (48%) | 395 (40%) | 107 (11%) | 14 (1%) |

| | Current reporting year (2024) APAC | EMEA | Americas | Comparison reporting year (2023) APAC | EMEA | Americas |
|---|---|---|---|---|---|---|
| Turnover by region | 190 (23%) | 389 (48%) | 234 (29%) | 219 (24%) | 421 (46%) | 275 (30%) |
| New hires by region | 244 (27%) | 454 (51%) | 195 (22%) | 259 (26%) | 492 (50%) | 233 (24%) |

## Share of employment contracts

### Employee contract by gender

| | Current reporting year (2024) | | | Comparison reporting year (2023) | | |
|---|---|---|---|---|---|---|
| | Female | Male | Not disclosed | Female | Male | Not disclosed |
| Permanent | **1,358 (26%)** | **3,921 (74%)** | **9 (0%)** | 1,304 (25%) | 3,874 (74%) | 9 (1%) |
| Temporary | **38 (42%)** | **52 (58%)** | | 42 (39%) | 67 (61%) | |

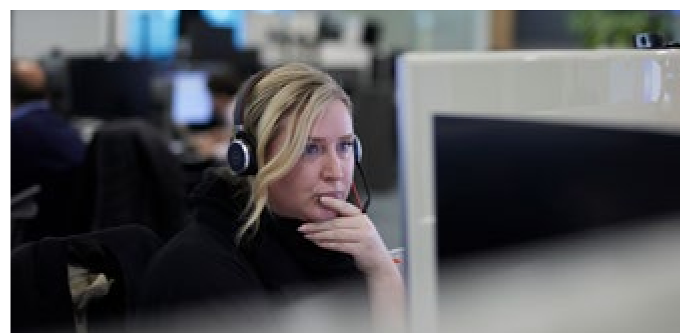
### Employment type by gender

| | Current reporting year (2024) | | | Comparison reporting year (2023) | | |
|---|---|---|---|---|---|---|
| | Female | Male | Not disclosed | Female | Male | Not disclosed |
| Full-time | **1,355 (25%)** | **3,950 (74%)** | **9 (0%)** | 1,299 (22%) | 3,909 (74%) | 9 (1%) |
| Part-time | **41 (64%)** | **23 (36%)** | | 47 (59%) | 32 (41%) | |

### Employee contract by region

| | Current reporting year (2024) | | | Comparison reporting year (2023) | | |
|---|---|---|---|---|---|---|
| | APAC | EMEA | Americas | APAC | EMEA | Americas |
| Permanent | **1,184 (22%)** | **2,583 (49%)** | **1,521 (29%)** | 1,131 (22%) | 2,505 (48%) | 1,551 (30%) |
| Temporary | **26 (29%)** | **55 (61%)** | **9 (10%)** | 31 (28%) | 64 (59%) | 14 (13%) |

> Employee data includes permanent, temporary, and fixed-term contract ('FTC') employees of the Group and its subsidiaries. It excludes contingent workers that may need to access a TP ICAP location or system for a specific purpose on a short-term basis.
> The data represents headcount and not full-time equivalent ('FTE').



## Community impact

We are committed to making a meaningful impact in the communities where we live and work. Through our economic contributions – such as creating jobs, generating revenue, and supporting efficient capital markets – we help drive prosperity and stability. Beyond this, our social initiatives, including ICAP Charity Day and employee volunteering programmes, allow us to give back and make a difference in the lives of those in need. Together, these efforts reflect our dedication to fostering both economic and social wellbeing.

### Economic impact

We operate in 28 countries with more than 60 offices. The Group generated £2.3bn revenue in 2024 and paid £578m to tax authorities (2023: £646m). This included corporation tax, premises taxes, employer's social security payments, income taxes, withholding tax, social security paid on behalf of employees in the UK and the US (the main jurisdictions in which we operate), and VAT/sales taxes borne and collected. The Group also makes tax payments to the authorities in other tax jurisdictions in which it operates.

As our employees are our main resource, we paid £1.4bn in annual compensation and benefits. General and administrative expenses paid to our supply chain amounted to £498m. Together, the direct and indirect economic impact generated by the Group is significant. We also play a critical role in helping the global capital markets function well. This enables our clients to serve their clients effectively, whether that is to help start or build a business, buy a property, or invest in a pension.



## Investing in communities

Through ICAP Charity Day (see pages 36 and 37), employee volunteer initiatives, and Group-wide social mobility partnerships, we work to make a positive social impact.

### TP For Good

Our newest global initiative, TP For Good, embodies Tullett Prebon's commitment to supporting the community. TP For Good connects our staff with meaningful volunteering, charity initiatives, and grassroots causes. Colleagues participated in various initiatives across the globe, supporting their local communities and raising money for a range of charities. Activities included providing meals at a school in the Philippines, running the Bloomberg Square Mile in the US, and preparing meals for families of children in hospital in Sydney. In the UK, colleagues and clients took part in Energy Aid's charity football tournament, an organisation that has raised £15m since 2005.

### Championing social mobility with National Numeracy

Numeracy is one of life's crucial building blocks and an important driver of social mobility. Since 2018, we have had a significant partnership with the UK charity National Numeracy. Our funding has supported the development of a range of tools and resources to help people develop their numeracy skills.

This year, we continued our volunteer programme with National Numeracy to recruit and train numeracy champions to deliver number-focused assemblies and classroom sessions in primary schools. The sessions aim to inspire young people and demonstrate how maths and numbers are used in the real world. In total, the sessions delivered by our employee volunteers have reached more than 900 young people. Additionally, we are a founding member of the National Numeracy Leadership Council, working with businesses and organisations across the UK to address numeracy.

We also supported the seventh annual National Numeracy Day and the fifth annual Number Confidence Week, of which we are a founding partner.



## Inspiring the next generation

In collaboration with Réussir Ensemble, TP ICAP's Paris office hosted an inspiring event for nearly 100 local students. Colleagues from across Continental Europe shared their educational and personal career stories, showcasing the diverse opportunities within the Company. The event aimed to broaden students' understanding of roles in finance and included a first-hand experience of the broking floor. This initiative marks the latest in a series of partnerships to provide work experience opportunities for enthusiastic students.

# ICAP Charity Day 2024

## On Wednesday 11 December, ICAP held its 32nd annual global Charity Day.

Since 1993, ICAP Charity Day has raised funds for charities around the world, with 100% of one day's revenue being donated to various causes. As always, stars from film, TV, music, and sport joined our brokers to close deals with clients.

Since 1993

**£173m**
Raised

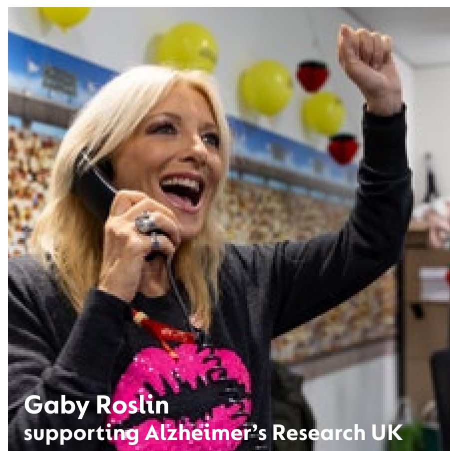
**3,000+**
Causes supported

**7.7m+**
People positively impacted

ICAP, Singapore

Royal British Legion, UK

Lions Home For The Elders, Singapore

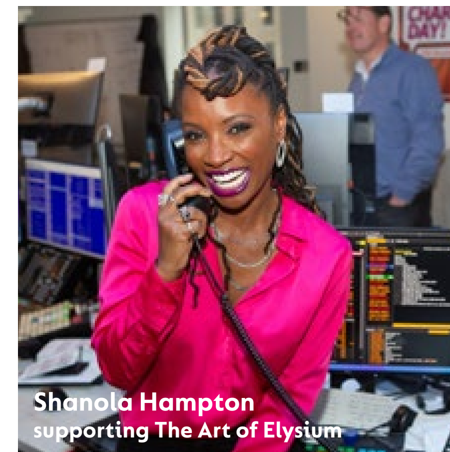

Gaby Roslin supporting Alzheimer's Research UK

Jack Whitehall supporting Many Hopes, UK

Anne Hathaway supporting The Arthur Miller Foundation

Jason Isaacs supporting The Felix Project

Many Hopes, New York & London


Shanola Hampton supporting The Art of Elysium

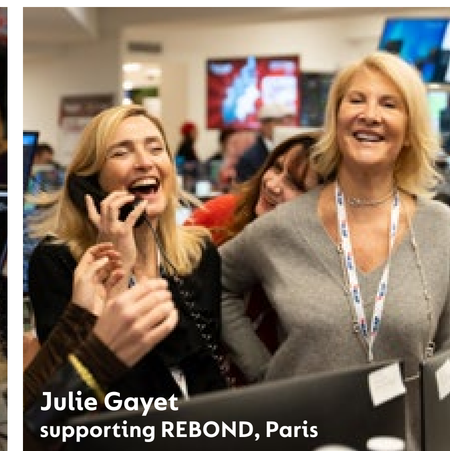
**100+**
charities supported globally

Rays of Sunshine, UK

**£5.2m**
raised by ICAP Charity Day 2024

ICAP, Hong Kong

Jerry Hall supporting The King's Trust, UK


Julie Gayet supporting REBOND, Paris

Martin Freeman supporting Royal British Legion, UK

# Responsible governance

**We are committed to upholding the highest standards of governance**

We recognise that robust governance practices are fundamental to the trust of our stakeholders.

Strong governance is key for effective management of ESG performance and the creation of value beyond our operations. Our commitment to responsible governance helps us navigate challenges with transparency and ensures we uphold the highest standards of ethical conduct.

## Our key priority areas

### Good governance

Strong governance is essential to our long-term success. We are dedicated to maintaining robust structures and processes that promote accountability, drive informed decision-making, and support sustainable growth.

### ESG reporting and performance management

Effective measurement, and reporting, of our ESG performance enables us to identify, assess, and actively manage our economic, environmental, and social impacts.

### Business ethics

We are committed to conducting business responsibly, guided by our Code of Conduct and a strong compliance culture. By embedding ethical principles into our decision-making, we safeguard our reputation and reinforce our role as a trusted market leader.

## Our progress

> Awarded 'AA' rating from MSCI, recognising our strength in reporting and managing ESG issues.

> Transitioned our environmental reporting to Watershed, supporting our commitment to ESG reporting and transparent disclosure.

> Expanded mandatory training programme, and increased average training hours per employee by 19%.

## Good governance

### Board-level oversight and engagement

Tracy Clarke, the Non-executive Director responsible for ESG engagement, works closely with the Group's management team to ensure the Board has oversight of our business strategy from an ESG perspective. For more details, see the Governance report from page 74 onwards. Our governance arrangements under the TCFD framework are set out on pages 64 and 65.

### Senior management

Each of our three Executive Directors – the Group CEO, Group General Counsel, and Group CFO – had ESG-related objectives as part of their 2024 Strategic Objectives, as agreed by the Remuneration Committee. These were assessed as part of annual performance reviews. See the scorecard in the remuneration section on pages 131 to 133 for details. The Group General Counsel leads the delivery of the Group's overall ESG programme and updating the Board on ESG matters. The Group CFO is responsible for delivering the Group's climate change reporting, supported on a day-to-day basis by the Group Director for Corporate Affairs.

### Managing business continuity and technology risks

Our Operational Resiliency framework and Business Continuity Management is focused on our ability to prevent, respond, recover and learn from disruption. Our goal is to ensure the safety of our staff and systems, minimise business disruption, and manage crises effectively. Our crisis management teams are organised on a global and regional level. All events are escalated in accordance with the Group's Event Rating and Escalation Scale, as stated in the Group's Enterprise Risk Management Framework ('ERMF'). Global and Regional Change Advisory Boards oversee technology updates. IT incidents are tracked and managed based on the severity of the incident against an application and IT Services tiering scale. This year we experienced no IT, Business Continuity, data, or cybersecurity breaches that caused significant market disruption or had a material adverse effect on our business.

## ESG reporting and performance management

We are committed to strong ESG reporting to support transparent disclosure and meeting our ESG-related regulatory obligations. This year, we appointed Watershed as our new carbon accounting provider. Watershed's approach to providing granular, audit-ready data is another important step in our ESG reporting journey.

The Group works to meet climate-related reporting requirements in line with the Task Force on Climate-related Financial Disclosures ('TCFD'). Our 2024 TCFD statement is included within this report on pages 64 to 73.

### ESG ratings

We believe that ESG ratings are an important indicator of our commitment to transparency and sustainability. Through active engagement with ESG ratings agencies, we continue to improve upon our ESG rating performance, consistently enhancing our ratings over the past year. This year, TP ICAP was included in The Financial Times' Europe Climate Leaders list in recognition of our operations emissions reductions and strong approach to climate governance.

### ESG risk management

We manage our ESG risks through our ERMF, as set out on pages 59 and 60.

The Group was awarded an 'AA' rating by MSCI, one of the world's leading ESG ratings agencies, up from 'A' in 2023. Our new AA status places us in MSCI's 'Leader' category for our industry group, recognising the strength of our approach to managing and reporting on ESG issues.

We completed the CDP Climate Change Questionnaire to secure external benchmarking. In early 2025, CDP awarded TP ICAP 'C', showing awareness-level engagement on climate-related topics.



## Business ethics

We are dedicated to upholding the highest standards of integrity among all colleagues. Our Code of Conduct, updated in 2024, outlines these standards. It is supported by various policies and resources, including the TP ICAP Employee Handbook, Regional Compliance Manuals, Malus and Clawback Policy, Whistleblowing Policy, and our Supplier Code of Conduct.

Our Whistleblowing Policy helps to ensure that concerns are addressed fairly and effectively. Employees are encouraged and expected to report legitimate concerns about wrongdoing. The policy details the process for raising concerns, how investigations are conducted, and provides assurances of confidentiality. Our independently managed whistleblowing hotline is available 24/7 to colleagues, suppliers, and other third parties. The Audit Committee oversees the operation and effectiveness of the Group's whistleblowing system and controls. For more details, see the Audit Committee report on pages 102 to 107.

All colleagues participate in mandatory training programmes to enhance professional integrity and prevent breaches. Training modules include Preventing Market Abuse, Anti-Bribery & Corruption, Anti-Money Laundering, Sanctions, and Cybersecurity. This year, we launched new mandatory training modules on US regulatory requirements, and new trade execution rules established by the Commodity Futures Trading Commission ('CFTC'). Training is tailored to reflect both role and region. In 2024, the average number of training hours per employee was 7.4, up from 6.2 in 2023. Colleagues must attest that they have read and understood their region's Compliance Manual and the Code of Conduct. Completion is tracked and contributes to annual performance reviews.

To maintain a strong conduct culture, our leaders regularly communicate the importance of good behaviour. Our Triple-A values emphasise Accountability, focusing on building trust by being accountable to ourselves, our colleagues, our clients, and broader stakeholders.

We hold our suppliers to high standards of business conduct, as outlined in our Supplier Code of Conduct. This code covers workforce and human rights, health and safety, diversity, and environmental sustainability.

**More online**
Read our Supplier Code of Conduct on our website: https://tpicap.com/tpicap/responsibility/our-commitments/procurement-and-modern-slavery

## Our corporate values

### Human rights and modern slavery

We support the UN Guiding Principles on Business and Human Rights. We are committed to taking steps to combat the risk of any form of modern slavery occurring in our business or supply chain.

**More online**
Read our modern slavery commitments on our website: https://tpicap.com/tpicap/responsibility/our-commitments/

### Promoting transparent and efficient capital markets

We operate at the heart of the world's financial, energy and commodity markets, connecting clients to liquidity and data solutions. This enables wholesale markets to function effectively and efficiently, especially during times of market stress. In 2024, there were no recorded halts due to public information releases or volatility.

### Tax and other social payments

Our Group's Tax strategy, available on our website, sets out our commitment to complying with tax laws responsibly and maintaining open, constructive relationships with tax authorities globally. The Group's tax risk appetite is low.

**More online**
Read our Group Tax strategy published on our website: https://tpicap.com/tpicap/responsibility/our-commitments/group-tax-strategy

### Political contributions

Nil. It is Company policy not to make cash contributions to any political party. However, within the normal activities of the Group, there may be instances where activities fall under the broader definition of 'political expenditure'. Therefore, we seek shareholder authority to make limited donations at each AGM.

# Financial and operating review

"The Group delivered a strong performance in 2024, with record revenues and profits alongside disciplined cost management, strong cash generation, and a fourth £30m buyback announced."

**Revenue**

£2,253m

**Cash conversion[4]**

144%

**Fourth buyback**

£30m

**All percentage movements quoted in the analysis of financial results that follow are in reported currency, unless otherwise stated.**

## Introduction

The Group had a record 2024, achieving a 3% increase in full year revenue to £2,253m (+5% in constant currency). This strong performance was driven across all divisions trading well and complemented by tight cost control.

Liquidnet reported a record 12% increase in revenue (+15% in constant currency), capitalising on improved equity markets and delivering significant market share gains. Equities, the largest part of the division, increased revenue by 15%. This strong revenue performance combined with a 14% reduction in management and support costs (excluding depreciation and amortisation), have significantly enhanced the operational leverage of Liquidnet, resulting in a record adjusted EBIT[1] of £53m and 15.0% margin, compared to £10m and 3.2% in 2023.

Parameta Solutions reported a 5% revenue growth (+8% in constant currency), as it continues to expand its product offerings and broaden its client base, through the strength of its distribution network.

Global Broking, which contributed 57% of the Group's revenue in 2024, delivered revenue growth of 1% (+4% in constant currency), with a stronger revenue performance in the second half of the year, as the division benefited from greater market volatility. Energy & Commodities delivered 1% revenue growth (+2% in constant currency), consolidating on the strong prior year that saw double digit growth across Oil, Power and Gas, compared with 2022.

Our focus on continued cost discipline, enhanced broker productivity (average revenue per broker +9% in constant currency) and Liquidnet's turnaround, led to an increase in the Group's adjusted EBIT to £324m and an improved margin of 14.4% (2023[2]: £299m and 13.6%).

The Group incurred significant items of £91m pre-tax (2023: £180m), of which around 60% were non-cash (2023: 85%). Consequently, the Group's reported EBIT grew 89% to £236m (2023[2]: £125m).

We are managing our capital dynamically. The Group reduced gross debt by c.£80m in the year resulting in an improved leverage ratio[3] of 1.6x, compared with 1.9x in 2023. We delivered strong cash generation, with a cash conversion ratio[4] of 144% (2023: 124%). A three-year programme launched in 2024 to release at least £50m of surplus cash through legal entity consolidations, and a further £50m in annualised cost savings through operational efficiencies, is progressing well. In 2024, we started to realise benefits from these initiatives to moderate inflationary pressures. In the past 12 months, the unrestricted cash[5] has increased by c.£70m, which is after the majority of two £30m buybacks, an increase in the total dividend and operational efficiencies programme investment. We have announced a further share buyback programme of £30m, our fourth in 18 months, demonstrating our commitment to return surplus capital to shareholders. Finally, in line with our dividend policy, the Board is proposing a final dividend of 11.3 pence per share representing a full year 2024 dividend of 16.1 pence per share, up 9%.

**Robin Stewart**
Executive Director and Chief Financial Officer
11 March 2025

1 For more detail on Alternative Performance Measures, refer to the Appendix on page 216.
2 2023 adjusted EBIT restated to £299m from £300m to reflect reclassification of FX gains on non-GBP borrowing and related derivatives to net finance expense. Reported EBIT restated to £125m from £128m
3 Total debt (excluding finance lease liabilities) divided by 12 months adjusted EBITDA as defined by our Rating Agency.
4 Defined as: Free cash flow divided by adjusted earnings attributable to the equity holders of the parent. For more detail on Alternative Performance Measures, refer to the Appendix on page 216.
5 Unrestricted cash includes cash required for working capital purposes, and cash in excess of that required for regulated capital and liquidity requirements, show capital/settlement cash and collateral.

## Key financial and performance metrics

| | 2024 £m | 2023 reported currency restated[3] £m | 2023 constant currency restated[3] £m | Reported currency change | Constant currency change |
|---|---|---|---|---|---|
| **Revenue** | **2,253** | 2,191 | 2,142 | 3% | 5% |
| **Reported** | | | | | |
| – EBIT | **236** | 125 | 123 | 89% | 92% |
| – EBIT margin | **10.5%** | 5.7% | 5.7% | +4.8%pts | +4.8%pts |
| **Adjusted**[1] | | | | | |
| – Contribution | **867** | 848 | 829 | 2% | 5% |
| – Contribution margin | **38.5%** | 38.7% | 38.7% | (0.2)%pts | (0.2)%pts |
| – EBITDA | **398** | 372 | 359 | 7% | 11% |
| – EBIT | **324** | 299 | 289 | 8% | 12% |
| – EBIT margin | **14.4%** | 13.6% | 13.5% | +0.8%pts | +0.9%pts |
| **Average** | | | | | |
| – Broker headcount | **2,542** | 2,556 | 2,556 | (1%) | (1%) |
| – Revenue per broker[2] (£'000) | **732** | 716 | 669 | 2% | 9% |
| – Contribution per broker[2] (£'000) | **265** | 268 | 250 | (1%) | 6% |
| **Period end** | | | | | |
| – Broker headcount | **2,572** | 2,523 | 2,523 | 2% | 2% |
| – Total headcount | **5,270** | 5,179 | 5,179 | 2% | 2% |

1 'Adjusted' is one of the alternative performance measures ('APM') which is useful to enhance the understanding of business performance. Refer to the Income statement section below for details.
2 Revenue per broker and contribution per broker are calculated as external revenue and contribution of Global Broking, Energy & Commodities and Liquidnet (excluding the acquired Liquidnet platform) divided by the average broker headcount for the year.
3 2023 reported EBIT restated to £125m from £128m to reflect reclassification of FX gains on non-GBP borrowing and related derivatives to net finance expense (adjusted EBIT restated to £299m from £300m).

## Income statement

While not a substitute for reported IFRS, management believe adjusted figures provide relevant information to better understand the underlying business performance. These adjusted measures, and other alternative performance measures ('APMs'), are also used by management for planning purposes and to measure the Group's performance.

| 2024 | Adjusted £m | Significant items £m | Reported £m |
|---|---|---|---|
| **Revenue** | **2,253** | – | **2,253** |
| Employment, compensation and benefits | (1,396) | (8) | (1,404) |
| General and administrative expenses | (467) | (35) | (502) |
| Depreciation and impairment of PPE and ROUA | (42) | (6) | (48) |
| Amortisation and impairment of intangible assets | (32) | (42) | (74) |
| **Operating expenses** | **(1,937)** | **(91)** | **(2,028)** |
| **Other operating income** | **10** | **–** | **10** |
| – FX | (5) | – | (5) |
| – Other items | 3 | 3 | 6 |
| **Other gains/(losses)** | **(2)** | **3** | **1** |
| **EBIT** | **324** | **(88)** | **236** |
| Net finance expense | (21) | (1) | (22) |
| **Profit before tax** | **303** | **(89)** | **214** |
| Tax | (80) | 17 | (63) |
| Share of net profit of associates and joint ventures | 21 | (2) | 19 |
| Non-controlling interests | (3) | – | (3) |
| **Earnings** | **241** | **(74)** | **167** |
| Basic average number of shares (millions) | 756.9 | – | 756.9 |
| Basic EPS (pence per share) | 31.8 | – | 22.1 |
| Diluted average number of shares (millions) | 785.7 | – | 785.7 |
| Diluted EPS (pence per share) | 30.7 | – | 21.3 |

| 2023 restated | Adjusted restated £m | Significant items[1] £m | Reported restated[2] £m |
|---|---|---|---|
| **Revenue** | **2,191** | – | **2,191** |
| Employment, compensation and benefits | (1,354) | (6) | (1,360) |
| General and administrative expenses | (469) | (38) | (507) |
| Depreciation and impairment of PPE and ROUA | (45) | (11) | (56) |
| Amortisation and impairment of intangible assets | (28) | (130) | (158) |
| **Operating expenses** | **(1,896)** | **(185)** | **(2,081)** |
| **Other operating income** | **14** | **8** | **22** |
| – FX | (11) | 3 | (8) |
| – Other items | 1 | – | 1 |
| **Other gains/(losses)** | **(10)** | **3** | **(7)** |
| **EBIT** | **299** | **(174)** | **125** |
| Net finance expense | (28) | (1) | (29) |
| **Profit before tax** | **271** | **(175)** | **96** |
| Tax | (67) | 27 | (40) |
| Share of net profit of associates and joint ventures | 25 | (5) | 20 |
| Non-controlling interests | (2) | – | (2) |
| **Earnings** | **227** | **(153)** | **74** |
| Basic average number of shares (millions) | 777.7 | – | 777.7 |
| Basic EPS (pence per share) | 29.2 | – | 9.5 |
| Diluted average number of shares (millions) | 794.2 | – | 794.2 |
| Diluted EPS (pence per share) | 28.6 | – | 9.3 |

1 Significant items are categorised, as per details in the Significant items section.
2 Prior year numbers have been restated to reflect net £4m FX loss in reported currency, from General and administrative expenses to net finance expense on retranslation of non-GBP cash and operating assets and liabilities (£3m gains Reported, £1m gains Adjusted and £2m gains in Significant items) and to Other gains/(losses) on fair value gains/(losses) of assets and liabilities (£7m losses Reported, £10m losses Adjusted and £3m gains in significant items). Reported EBIT decreased by £3m (£1m losses in Adjusted and £2m losses in Significant items).

**All percentage movements quoted in the analysis of financial results that follow are in constant currency, unless otherwise stated. Constant currency refers to prior year comparatives being retranslated at current year foreign exchange rates to support comparison on an underlying basis.**

## Revenue by division

Total Group revenue in 2024 reached £2,253m, a 5% increase over the prior year (+3% in reported currency). Global Broking revenue rose by 4% (+1% rise in reported currency), after a slow first quarter, as the division regained momentum following persistent geopolitical uncertainties, leading to an increase in trading volumes across all regions, particularly benefiting the Rates, FX and Money Markets businesses. Energy & Commodities revenue increased by 2%, driven by continued demand for energy sources in Oil, Power and Gas. Liquidnet's revenue grew significantly by 15% as it benefited from the recovery in equity markets, increased volatility from global elections and growth in market share. Parameta Solutions revenue increased by 8%, benefiting from increased demand for over-the-counter data, the expansion of its product offerings, diversification of its client base and higher client retention rates.

| By business division | 2024 £m | 2023 (reported currency) £m | 2023 (constant currency) £m | Reported currency change | Constant currency change |
|---|---|---|---|---|---|
| Rates | 574 | 566 | 551 | 1% | 4% |
| FX & Money Markets | 318 | 312 | 306 | 2% | 4% |
| Equities | 241 | 237 | 233 | 2% | 3% |
| Credit | 117 | 121 | 118 | (3)% | (1)% |
| Inter-division revenue[1] | 24 | 22 | 22 | 9% | 9% |
| **Global Broking** | **1,274** | **1,258** | **1,230** | **1%** | **4%** |
| Energy & Commodities | 458 | 455 | 447 | 1% | 2% |
| Inter-division revenue[1] | 3 | 3 | 3 | 0% | 0% |
| **Energy & Commodities** | **461** | **458** | **450** | **1%** | **2%** |
| **Liquidnet** | **354** | **315** | **308** | **12%** | **15%** |
| Data & Analytics | 191 | 185 | 179 | 3% | 7% |
| Inter-division revenue[1] | 7 | 4 | 4 | 75% | 75% |
| **Parameta Solutions** | **198** | **189** | **183** | **5%** | **8%** |
| Inter-division eliminations[1] | (34) | (29) | (29) | 17% | 17% |
| **Total revenue** | **2,253** | **2,191** | **2,142** | **3%** | **5%** |

1 Inter-division revenue has been recognised in Global Broking, Energy & Commodities and Parameta Solutions to reflect the value of proprietary data provided to Parameta Solutions and services it supplies to the other divisions. The inter-division revenue and inter-division costs are eliminated upon the consolidation of the Group's financial results.

## Operating expenses

The table below sets out operating expenses, divided principally between front office costs and management and support costs. Front office costs tend to have a large variable component directly linked to the output of our brokers. The largest element of this is broker compensation and other front office costs, which include travel and entertainment, telecommunications and information services, clearing and settlement fees as well as other direct costs. The remaining cost base represents the management and support costs of the Group.

| | 2024 £m | 2023 (reported currency) restated[2] £m | 2023 (constant currency) restated[2] £m | Reported currency change | Constant currency change |
|---|---|---|---|---|---|
| Front office costs | | | | | |
| – Global Broking | 781 | 762 | 745 | 2% | 5% |
| – Energy & Commodities | 319 | 304 | 298 | 5% | 7% |
| – Liquidnet | 218 | 207 | 202 | 5% | 8% |
| – Parameta Solutions | 72 | 71 | 69 | 1% | 4% |
| **Total front office costs[1]** | **1,390** | **1,344** | **1,314** | **3%** | **6%** |
| Management and support costs | | | | | |
| – Employment costs | 333 | 319 | 314 | 4% | 6% |
| – Technology and related costs | 90 | 93 | 92 | (3)% | (2)% |
| – Premises and related costs | 27 | 29 | 29 | (7)% | (7)% |
| – Depreciation and amortisation | 74 | 73 | 70 | 1% | 5% |
| – Other administrative costs | 23 | 38 | 38 | (40)% | (40)% |
| **Total management and support costs** | **547** | **552** | **543** | **(1)%** | **1%** |
| Significant items | 91 | 185 | 183 | (51)% | (50)% |
| **Total operating expenses** | **2,028** | **2,081** | **2,040** | **(3)%** | **(1)%** |

1 Includes all front office costs, including broker compensation, sales commission, travel and entertainment, telecommunications, information services, clearing and settlement fees as well as other direct costs.
2 Prior year numbers have been restated to reflect net £4m FX loss in reported currency, from Other administrative costs to net finance expense on retranslation of non-GBP cash and operating assets and liabilities (£3m gains Reported, £1m gains Adjusted and £2m gains in Significant items) and to Other gains/(losses) on fair value gains/(losses) of assets and liabilities (£7m losses Reported, £10m losses Adjusted and £3m gains in significant items).

Total front office costs increased by 6% to £1,390m (+3% on a reported currency) compared with 2023, in line with the increase in revenue. Total management and support costs of £547m were flat despite inflationary pressures, reflecting our commitment to cost control.

Total operating expenses decreased by 1% to £2,028m (-3% in reported currency) driven by the reduction in significant items costs, which was offset by the increase in front office costs.

The Group continues to focus on cost management to drive sustained value creation through operational efficiency. The change initiatives announced in August 2024 and focusing on technology and data, target operating model, procurement and vendor management, and real estate optimisation will deliver annual run-rate cost savings of £50m by 2027. These savings will help us moderate the impact of inflationary pressure over the period. We are on track to deliver the efficiency initiatives, targeting actions that will achieve more than half of the annualised cost savings by 2026.

FX gains/(losses) are reported separately from the total operating expenses, to better reflect the underlying nature of these costs. Refer to the income statement section for details.

## Capital and liquidity management

### Capital management

The Group is committed to releasing cash for further capital returns, debt reduction, and ongoing business investment, including targeted M&A, where appropriate.

We launched a third £30m buyback programme in August, which was completed in January 2025. We are announcing another £30m buyback programme, bringing the total share buybacks to £120m since the first announcement of the programme in August 2023.

Our focus on strategic financial management has led to a £70m increase in unrestricted cash in 2024, which is after the majority of two £30m share buybacks, an increase in the final dividend and investment into the operational efficiencies programme. The Group debt and other financing obligations also reduced by c.£100m over the past 18 months. This helped lower our net finance costs and improved our investment grade headroom.

The gross debt to EBITDA leverage ratio is now 1.6x, lower than the 1.9x reported in our full year 2023 results.

### Liquidity management

The Group successfully extended the £350m syndicated Revolving Credit Facility ('RCF') to May 2027. Additionally, in March 2024, the Yen RCF, with a Japanese strategic partner, increased from ¥10bn to ¥20bn and extended to August 2026, enhancing our liquidity management and financial flexibility.



## Significant items

Significant items distort comparisons due to their size, nature or frequency and are therefore excluded from adjusted performance measures in order to provide better understanding, comparability and predictability of the underlying trends of the business, to arrive at adjusted operating and profit measures.

Significant items are categorised as below:

### Restructuring and related costs

Restructuring and related costs arise from initiatives to reduce the ongoing cost base and improve efficiency to enable the delivery of our strategic priorities. These initiatives are significant in size and nature to warrant exclusion from adjusted measures. Costs for other smaller scale restructuring are retained within both reported and adjusted results.

### Disposals, acquisitions and investments in new businesses

Costs and any income related to disposals, acquisitions and investments in new business are transaction dependent and can vary significantly year-on-year, depending on the size and complexity of each transaction. Amortisation of purchased and developed software is contained in both the reported and adjusted results as these are considered to be core to supporting the operations of the business.

### Impairment

The Group conducts its goodwill, intangible asset and investments in associates and joint ventures impairment test annually in September, or more frequently if indicators of impairment exist. Impairment assessments are performed by comparing the carrying amount of assets or cash generating units ('CGUs'), with its recoverable amount. Judgement is involved in estimating the future cash flows and the rates used to discount these cash flows.

### Legal and regulatory matters

Costs, and recoveries, related to certain legal and regulatory cases are treated as significant items due to their size and nature. Management considers these cases separately due to the judgements and estimation involved, the costs and recoveries of which could vary significantly year-on-year.

The table below shows the significant items in 2024 versus 2023, of which around 60% of the total 2024 costs are non-cash (2023: 85%).

| | 2024 £m | 2023 £m |
|---|---|---|
| **Restructuring and related costs** | | |
| – Property rationalisation[1] | 4 | 15 |
| – Liquidnet integration | – | 9 |
| – Group cost saving programme[2] | 10 | 2 |
| **Subtotal** | **14** | **26** |
| **Disposals, acquisitions and investment in new business** | | |
| – Amortisation of intangible assets arising on consolidation | 42 | 44 |
| – Liquidnet acquisition related | – | 10 |
| – Strategic project costs[3] | 20 | – |
| – Deferred consideration | – | (3) |
| **Subtotal** | **62** | **51** |
| **Legal and regulatory matters – subtotal[4]** | **8** | **11** |
| **Impairment of goodwill and intangible assets** | | |
| – Liquidnet impairment of goodwill | – | 47 |
| – Liquidnet impairment of customer relationship | – | 39 |
| **Subtotal** | **–** | **86** |
| **Other Significant Item** | | |
| – Auditor transition fees[5] | 4 | – |
| **Subtotal** | **4** | **–** |
| **Total pre-financing cost** | **88** | **174** |
| – Interest on VLN's & amortisation of discount on deferred consideration and GIP provision | 1 | 1 |
| **Total post-financing cost** | **89** | **175** |
| – Associate impairment | 2 | 5 |
| Total post-financing cost and impairment | 91 | 180 |
| – Tax relief | (17) | (27) |
| **Reported earnings** | **74** | **153** |

1 Includes costs to rationalise our US property footprint.
2 Includes costs on the operational efficiencies programme launched in 2024.
3 Project costs in relation to assessment of Parameta Solutions strategic options.
4 Includes costs related to significant legal proceedings and regulatory matters.
5 Reflects external auditor transition related costs.

## Net finance expense

The adjusted net finance expense of £21m (reported £22m) is £7m lower compared with 2023 due to an increase in interest income, leveraging a favourable interest rate environment.

## Tax

The effective rate of tax on adjusted earnings is 26.4% (2023: 24.7%). This is lower than our guidance due to one-off credits on finalisation of the tax position for earlier years. The effective rate of tax on reported earnings is 29.4% (2023: 41.7%).

## Basic EPS

The average number of shares used for the 2024 basic EPS calculation is 756.9m (2023: 777.7). This is based on:

- 788.7m shares in issue as at 31 December 2023;
- Plus 5.0m of time-apportioned issuance of new shares;
- Less 9.6m held by the Group's Employee Benefit Trust ('EBT') comprised of 9.5m shares at 31 December 2023, and the time-apportioned movements of 0.1m during 2024;
- Less 27.2m of treasury shares acquired through the share buyback programme comprised of 16.6m at 31 December 2023, and the time-apportioned movements of 10.6m during 2024.

The Group's EBT has waived its rights to dividends.

The reported basic EPS for 2024 was 22.1 pence (2023: 9.5 pence) and adjusted basic EPS for 2024 was 31.8 pence (2023: 29.2 pence).

## Dividend

The Board is recommending a final dividend for 2024 of 11.3 pence. Together with the interim dividend of 4.8 pence, this results in a total dividend for the year of 16.1 pence, an increase of 9% from the previous year. This recommendation aligns with the Group's dividend policy, which targets a dividend cover of approximately 2x on adjusted post-tax earnings. The final dividend will be paid on 23 May 2025 to shareholders on the register at close of business on 11 April 2025. The ex-dividend date will be 10 April 2025.

The Company offers a Dividend Reinvestment Plan ('DRIP'), where dividends can be reinvested in further TP ICAP Group plc shares. The DRIP election cut-off date will be 1 May 2025.

## Guidance for 2025

Our guidance for 2025 is as follows:

- The Group is comfortable with the current market expectations for adjusted EBIT, subject to FX movements, as we expect cost savings from the operational efficiency program to moderate the impact of inflation;
- Group net finance expense in the range of £30m to £35m, as we expect to refinance our bond that matures in 2026;
- Group effective tax rate on adjusted earnings to return to normalised level of c.28%;
- Significant items are expected to be c.£115m before tax and excluding potential income and costs associated with legal and regulatory matters. This will be driven by the costs of delivering operational efficiencies and costs relating to the strategic options being pursued for Parameta Solutions;
- Dividend cover of c.2x adjusted post-tax earnings.

## Parameta Solutions medium-term outlook

- Should we proceed with the listing of Parameta Solutions, our intention would be to return most of the proceeds to our shareholders;
- We do not anticipate any impact on the Group's dividend policy, in the event Parameta Solutions is listed;
- Revenue growth rates expected to rise low to mid teens[1] by 2027;
- Adjusted EBITDA[2] margin expected to reduce temporarily to mid-30s in 2025-26, following incremental investment in the business, and then rise to around 40% by 2027.

## Substantial medium-term cash generation

- Over the medium-term, we expect to generate substantial cash organically, in addition to previously announced £50m through legal entity consolidation;
- We will achieve this by focusing on productivity, contribution, and balance sheet optimisation;
- We expect to provide an update on surplus cash generation at the Interim Results in August.

1 In constant currency.
2 In the event that we proceed with the listing of Parameta Solutions, adjusted EBITDA would exclude share-based payments and significant items, but would also include incremental costs of being a listed business. Accordingly, on a proforma basis, Parameta Solutions' 2024 margin would be around 2 percentage points lower than that reported for 2024.

## Performance by primary operating segment (divisional basis)

The Group presents below the results of its business by primary operating segment with a focus on revenue and APMs used to measure and assess performance.

| 2024 | GB[1] £m | E&C[1] £m | LN £m | PS[1] £m | Corp/Elim £m | Total £m |
|---|---|---|---|---|---|---|
| **Revenue:** | | | | | | |
| – External | 1,250 | 458 | 354 | 191 | – | 2,253 |
| – Inter-division[1] | 24 | 3 | – | 7 | (34) | – |
| | **1,274** | **461** | **354** | **198** | **(34)** | **2,253** |
| **Total front office costs:** | | | | | | |
| – External | (781) | (319) | (218) | (72) | – | (1,390) |
| – Inter-division[1] | (7) | – | – | (27) | 34 | – |
| | **(788)** | **(319)** | **(218)** | **(99)** | **34** | **(1,390)** |
| – Other gains/(losses) | 4 | – | – | – | – | 4 |
| **Contribution** | **490** | **142** | **136** | **99** | – | **867** |
| *Contribution margin* | *38.5%* | *30.8%* | *38.4%* | *50.0%* | n/a | *38.5%* |
| **Net management and support costs:** | | | | | | |
| – Management and support costs | (253) | (76) | (75) | (13) | (56) | (473) |
| – Other gains/(losses) | – | – | – | – | (6) | (6) |
| – Other operating income | 2 | – | – | – | 8 | 10 |
| **Adjusted EBITDA** | **239** | **66** | **61** | **86** | **(54)** | **398** |
| *Adjusted EBITDA margin* | *18.8%* | *14.3%* | *17.2%* | *43.4%* | *n/a* | *17.7%* |
| – Depreciation and amortisation | (34) | (10) | (8) | (3) | (19) | (74) |
| **Adjusted EBIT** | **205** | **56** | **53** | **83** | **(73)** | **324** |
| *Adjusted EBIT margin* | *16.1%* | *12.1%* | *15.0%* | *41.9%* | *n/a* | *14.4%* |
| Average broker headcount | 1,802 | 602 | 138 | – | – | 2,542 |
| Average sales headcount | – | – | 110 | – | – | 110 |
| Revenue per broker (£'000)[4] | 707 | 766 | 1,137 | – | – | 732 |
| Contribution per broker (£'000)[4] | 272 | 236 | 290 | – | – | 265 |

| 2023 (constant currency) | GB[1] £m | E&C[1] £m | LN £m | PS[1] £m | Corp/Elim £m | Total £m |
|---|---|---|---|---|---|---|
| **Revenue:** | | | | | | |
| – External | 1,208 | 447 | 308 | 179 | – | 2,142 |
| – Inter-division[1] | 22 | 3 | – | 4 | (29) | – |
| | **1,230** | **450** | **308** | **183** | **(29)** | **2,142** |
| **Total front office costs:** | | | | | | |
| – External[2] | (745) | (298) | (202) | (69) | – | (1,314) |
| – Inter-division[1] | (4) | – | – | (25) | 29 | – |
| | **(749)** | **(298)** | **(202)** | **(94)** | **29** | **(1,314)** |
| – Other gains/(losses)[2] | 1 | – | – | – | – | **1** |
| **Contribution** | **482** | **152** | **106** | **89** | **–** | **829** |
| *Contribution margin* | *39.2%* | *33.8%* | *34.4%* | *48.6%* | *n/a* | *38.7%* |
| **Net management and support costs:** | | | | | | |
| – Management and support costs[3] | (254) | (74) | (85) | (11) | (50) | (473) |
| – Other gains/(losses)[3] | 1 | – | – | (1) | (10) | (11) |
| – Other operating income | 3 | 1 | – | – | 10 | 14 |
| **Adjusted EBITDA** | **232** | **79** | **21** | **77** | **(50)** | **359** |
| *Adjusted EBITDA margin* | *18.9%* | *17.6%* | *6.8%* | *42.1%* | *n/a* | *16.8%* |
| – Depreciation and amortisation | (30) | (8) | (12) | (2) | (18) | (70) |
| **Adjusted EBIT[5]** | **202** | **71** | **9** | **75** | **(68)** | **289** |
| *Adjusted EBIT margin* | *16.4%* | *15.8%* | *2.9%* | *41.0%* | *n/a* | *13.5%* |
| Average broker headcount | 1,815 | 599 | 142 | – | – | 2,556 |
| Average sales headcount | – | – | 107 | – | – | 107 |
| Revenue per broker (£'000)[4] | 678 | 749 | 1,009 | – | – | 669 |
| Contribution per broker (£'000)[4] | 266 | 252 | 244 | – | – | 250 |

## Performance by primary operating segment (divisional basis) continued

| 2023 (reported currency, restated) | GB[1] £m | E&C[1] £m | LN £m | PS[1] £m | Corp/ Elim £m | Total £m |
|---|---|---|---|---|---|---|
| **Revenue:** | | | | | | |
| – External | 1,236 | 455 | 315 | 185 | – | 2,191 |
| – Inter-division[1] | 22 | 3 | – | 4 | (29) | – |
| | **1,258** | **458** | **315** | **189** | **(29)** | **2,191** |
| **Total front office costs:** | | | | | | |
| – External[2] | (762) | (304) | (207) | (71) | – | (1,344) |
| – Inter-division[1] | (4) | – | – | (25) | 29 | – |
| | **(766)** | **(304)** | **(207)** | **(96)** | **29** | **(1,344)** |
| – Other gains/(losses)[2] | 1 | – | – | – | – | 1 |
| **Contribution** | **493** | **154** | **108** | **93** | – | **848** |
| *Contribution margin* | *39.2%* | *33.6%* | *34.3%* | *49.2%* | *n/a* | *38.7%* |
| **Net management and support costs:** | | | | | | |
| – Management and support costs[3] | (259) | (75) | (87) | (14) | (44) | (479) |
| – Other gains/(losses)[3] | – | – | – | – | (11) | (11) |
| – Other operating income | 3 | 1 | – | – | 10 | 14 |
| **Adjusted EBITDA** | **237** | **80** | **21** | **79** | **(45)** | **372** |
| *Adjusted EBITDA margin* | *18.8%* | *17.5%* | *6.7%* | *41.8%* | *n/a* | *17.0%* |
| – Depreciation and amortisation | (31) | (9) | (11) | (2) | (20) | (73) |
| **Adjusted EBIT**[5] | **206** | **71** | **10** | **77** | **(65)** | **299** |
| *Adjusted EBIT margin* | *16.4%* | *15.5%* | *3.2%* | *40.7%* | *n/a* | *13.6%* |
| Average broker headcount | 1,815 | 599 | 142 | – | – | 2,556 |
| Average sales headcount | – | – | 107 | – | – | 107 |
| Revenue per broker (£'000)[4] | 681 | 759 | 972 | – | – | 716 |
| Contribution per broker (£'000)[4] | 272 | 257 | 262 | – | – | 268 |

GB = Global Broking; E&C = Energy & Commodities; LN = Liquidnet; PS = Parameta Solutions, Corp/Elim = Corporate Centre, eliminations and other unallocated costs.

1 Inter-division charges have been made by Global Broking and Energy & Commodities to reflect the value of proprietary data provided to the Parameta Solutions division. The Global Broking inter-division revenue and Parameta Solutions inter-division costs are eliminated upon the consolidation of the Group's financial results.
2 Prior year reported numbers have been restated to reflect £1m reclassification of fair value gains on trading derivatives from external costs to Other gains/(losses) in front office costs.
3 Prior year numbers have been restated to reflect net £4m FX loss in reported currency, from Management and support costs to net finance expense on retranslation of non-GBP cash and operating assets and liabilities (£3m gains Reported, £1m gains Adjusted and £2m gains in Significant items) and to Other gains/(losses) on fair value gains/(losses) of assets and liabilities (£7m losses Reported, £10m losses Adjusted and £3m gains in significant items). Reported EBIT decreased by £3m (£1m losses in Adjusted and £2m losses in Significant items).
4 Revenue per broker and contribution per broker are calculated as external revenue and contribution of Global Broking, Energy & Commodities and Liquidnet (excluding the acquired Liquidnet platform) divided by the average brokers for the year. The Group revenue and contribution per broker excludes revenue and contribution from Parameta Solutions and Liquidnet Division.

### Global Broking

Global Broking's revenue of £1,274m, which represents 57% of total Group revenue, and increased by 4% in constant currency (+1% in reported currency). Market volatility picked up in the second half of the year, driven by geopolitical and economic factors, notably the US election, and high levels of government indebtedness, which supported trading activity in Rates, FX and Money Markets.

Rates revenue of £574m, representing 45% of Global Broking and 25% of Group, saw continued growth in Asia and Europe, while the Americas maintained strong results against an exceptional prior period. FX & Money Markets revenue increased by 4% driven by strong growth in Asia and Europe. Credit revenue decreased by 1%. Equities revenue increased by 3% against the prior year, aligning to improved market conditions.

Front office costs, most of which are variable with revenue were 5% higher (+3% in reported currency). Consequently, the contribution margin dropped marginally to 38.5% from 39.2%.

The division maintained its market-leading position. Revenue per broker increased by 4%, as we continue to focus on broker productivity.

Management and support costs, including depreciation and amortisation and net of other operating income, increased by 2% to £285m, driven by increased investment in the deployment of our electronic platform, Fusion.

Adjusted EBIT was £205m, with a margin of 16.1%, 0.3%pts lower than the prior period (2023: £202m and 16.4% in constant currency, £206m and 16.4% in reported currency), as the division continues to invest in transforming the business through technology.

### Energy & Commodities

Energy & Commodities revenue increased to £461m, accounting for 20% of total Group revenue. A 2% rise over the prior period (+1% in reported currency) was driven by gains across its major asset classes, Oil, Power, and Gas fuelled by ongoing geopolitical uncertainty. Oil demand decreased, especially in China, while supply remained relatively high, keeping prices within a narrow range. Gas prices were stable in 2024, with demand driven by Asia. The Power sector was supported by a rebound in electricity demand. The Asia and Europe regions saw a significant increase (12% and 6% respectively) in revenues compared to the prior year, while the Americas faced challenging market opportunities in a highly competitive environment, resulting in a 7% decrease.

Front office costs increased by 7% to £319m, driven by continued competition for broker talent amid high levels of activity in the sector, leading to a decrease in the contribution margin to 30.8% from 33.8% in the prior year.

Revenue per broker increased by 2% compared to the prior year.

Management and support costs, including depreciation and amortisation and net of other operating income, increased by 6% to £86m, driven by investment in the deployment of our electronic platform, Fusion. As a result, the adjusted EBIT fell by 20% to £56m, achieving a margin of 12.1% (2023: £71m and 15.8% in constant currency, £71m and 15.5% in reported currency).

### Liquidnet[1]

Liquidnet's revenue increased significantly to £354m, and now represents 16% of total Group revenue. Revenue was 15% higher (+12% in reported currency), driven by strong momentum in the core equities franchise as well as favourable volatile market conditions in the Relative Value business. Institutional block market activity benefited from increased activity arising from falling inflation and the expectation of interest rate cuts.

Equity market conditions improved significantly compared to the prior year as inflation subsided, global elections increased volatility levels and clients reallocated to equities. As a result, institutional activity increased compared to the prior year. The global commission wallet increased by 11% year-on-year while total revenue for Liquidnet Equities grew 18%, outperforming the market. Revenues in block trading further increased by 23% underpinned by significant block market share gains. In the US, ATS block market share increased by 4%, to 28% and in EMEA, the LIS market share increased by 4% to 40%, compared with 2023. Block market volumes also rose across all regions. In the US, block market volumes by the top five Agency Alternative Trading System ('ATS') venues were up 28% compared with 2023. In EMEA, the Large in Scale transactions ('LIS') volumes were up 28% in 2024. In Australia, the Block Market was up 23%.

The Relative Value businesses continued to benefit from the interest rate and political environments, reporting strong 25% growth.

Front office costs of £218m were 8% higher than prior period, aligning with the revenue growth. The contribution margin for Liquidnet improved to 38.4% from 34.4%.

Management and support costs, including depreciation and amortisation, net of other operating income, totalled £83m for the year, which was 14% lower than the prior year, driven by the outcome of targeted cost reduction initiatives and tight cost management over the last three years.

This enhanced operational leverage resulted in the adjusted EBIT and margin increasing more than fivefold to £53m and 15.0%, (2023: £9m and 2.9% in constant currency, £10m and 3.2% in reported currency).

1 The Liquidnet division comprises of the Liquidnet platform, COEX Partners, ICAP Relative Value and MidCap Partners businesses.

### Parameta Solutions

Parameta Solution's revenue of £198m, constituting 9% of total Group revenue, increased by 8% compared with the prior year (+5% in reported currency). This growth was driven by both indicative pricing data and innovative offerings, benefiting from the substantial demand for financial markets data. Subscription-based recurring revenue as a percentage of total revenue was 97% (up from 96% in the prior year), with Annual Recurring Revenue (ARR) growing by 9% year-on-year. This demonstrates our ability to retain, upsell, and grow our revenue from the existing client base. Growth was particularly strong across EMEA, with increased revenue from both buyside and sellside clients.

We continued to expand our indicative pricing data service with 20 new product launches. This includes the first environmental offerings in Energy & Commodities, where we have introduced Guarantees of Origin and US Carbon Pricing.

Contribution margin increased to 50.0%, up +1.4%pts (+0.8%pts in reported currency) primarily driven by increased revenues.

Management and support costs, including depreciation and amortisation, net of other operating income increased by £2m to £16m. As part of establishing Parameta Solutions as an increasingly independent entity, the increase in costs are essential to enhance independent governance and drive the performance and efficiency of operations.

The adjusted EBITDA was £86m, with a margin of 43.4%, an increase of 1.3%pts from the prior year.

Adjusted EBIT was £83m, with a margin of 41.9%, 0.9%pts higher than the prior year (2023: £75m, and 41.0% in constant currency, £77m and 40.7% in reported currency).

### Cash flow

The table below shows the changes in cash and debt for the years ending 31 December 2024 and 31 December 2023.

| £m | 2024 £m | 2023 Restated[1] £m |
|---|---|---|
| **EBIT reported** | **236** | **125** |
| Depreciation, amortisation and other non-cash items | 152 | 229 |
| Disposal of property, plant and equipment | – | – |
| Movement in working capital | | |
| – changes in net Matched Principal balances | 46 | (20) |
| – change in net stock lending balances | (38) | (4) |
| – change in other working capital balances | 71 | 108 |
| Income taxes paid | | |
| – periodic tax paid | (52) | (57) |
| – accelerated tax paid | – | (32) |
| Net interest and loan facility fees paid | (23) | (33) |
| Capital expenditure | (64) | (55) |
| Dividends received from associates and joint ventures | 20 | 22 |
| Dividends paid to non-controlling interests | (2) | (2) |
| **Free cash flow[2]** | **346** | **281** |
| Receipt UK pension surplus, net of pension tax payment | – | 30 |
| Sale/(purchase) of financial assets | 24 | (19) |
| Net other investing activities | 1 | 8 |
| Deferred consideration paid on prior year acquisitions | (50) | (1) |
| Dividend paid to TP ICAP shareholders | (113) | (99) |
| Share buyback | (48) | (29) |
| Net borrowings | (76) | 39 |
| Payment of lease liabilities | (27) | (29) |
| Other financing activities | (11) | (10) |
| **Total other investing and financing activities** | **(300)** | **(110)** |
| **Change in cash** | **46** | **171** |
| Foreign exchange movements | 1 | (40) |
| Cash at the beginning of the year | 1,019 | 888 |
| **Cash at the end of the year** | **1,066** | **1,019** |

1 2023 reported EBIT restated to £125m from £128m to reflect reclassification of FX gains on non-GBP borrowing and related derivatives to net finance expense.
2 For more information on APMs see page 216.

The Group's net cash balance of £1,066m, increased by £47m in the year.

Free cash flow is presented to show a more sustainable view of cash generation and to better understand the conversion of adjusted earnings into cash. This measure reflects the cash and working capital efficiency of the Group's operations, and aligns tax with underlying items and interest received with the operations of the Group.



We delivered strong cash generation with a free cash flow of £346m representing a 144% conversion of adjusted attributable earnings into cash (2023: 124%). This includes a temporary cash inflow of £46m from Matched Principal trade settlement balances, offset by temporary outflow of £38m from increase in stock lending balance. Other working capital inflow of £71m (2023: £108m) is driven by higher payables and other accruals resulting from increased trading activity. Tax payments are lower than the prior year, which included £32m of accelerated payments.

Total other investing and financing activities includes a £50m payment of Liquidnet deferred consideration, £48m outflow from the share buyback programmes announced in March 2024 and August 2024, £113m outflow from increased dividends paid in 2024 (2023: £99m), £76m outflow from repayment of the remaining £37m of 2024 Sterling Notes and £39m Liquidnet Vendor Loan Notes and £24m inflow arising mainly from maturity of UK Gilts, no longer required to support trade settlement following legal entity rationalisation.

### Debt finance

The composition of the Group's outstanding debt is summarised below.

| | At 31 December 2024 £m | At 31 December 2023 £m |
|---|---|---|
| 5.25% £247m Sterling Notes January 2024[1] | – | 37 |
| 5.25% £250m Sterling Notes May 2026[1] | 251 | 250 |
| 2.625% £250m Sterling Notes November 2028[1] | 249 | 249 |
| 7.875% £250m Sterling Notes April 2030[1] | 251 | 251 |
| **Subtotal** | **751** | **787** |
| Revolving credit facility drawn – Totan | – | – |
| Revolving credit facility drawn – banks | – | – |
| 3.2% Liquidnet Vendor Loan Notes | – | 40 |
| Overdrafts | 2 | 10 |
| **Debt (used as part of net (funds)/debt)** | **753** | **837** |
| Lease liabilities | 221 | 251 |
| **Total debt** | **974** | **1,088** |

1 Sterling Notes are reported at their par value net of discount and unamortised issue costs and including interest accrued at the reporting date.

The Group's total debt, excluding lease liabilities, reduced to £753m from £837m as at 31 December 2024. This resulted mainly from the repayment of the remaining £37m of the 2024 Sterling Notes and the Liquidnet Vendor Loan Notes.

The Group's £350m main bank revolving credit facility, maturing in May 2027, and the ¥20bn Totan facility, maturing in August 2026, were both undrawn as at the year end.

### Exchange rates

The income statements and balance sheets of the Group's businesses whose functional currencies are not GBP are translated into GBP at average and period end exchange rates respectively. The most significant currencies for the Group are the USD and the Euro. The financial statements for 2024 were prepared using the average and period end exchange rates listed below.

In 2024, foreign exchange translation negatively impacted the Group's P&L. The average exchange rates for GBP against USD and EUR were higher than 2023, adversely affecting the Group's trading performance, with around 60% of Group revenue and 40% of costs in USD. The overall strengthening of GBP, against currencies in which the Group operates, over the 12 month period resulted in a total £6m loss in the P&L (2023: £11m loss) from the retranslation of non-GBP cash, borrowings and related derivatives and operating assets and liabilities. The FX loss on retranslation of non-GBP borrowings and related derivatives amounting to £1m in 2024 (2023: £3m gain) is reflected in net finance expense, to better reflect the nature of these costs.

| Average | 2024 | 2023 |
|---|---|---|
| US Dollar | **$1.28** | $1.24 |
| Euro | **€1.18** | €1.15 |

| Period end | 2024 | 2023 |
|---|---|---|
| US Dollar | **$1.25** | $1.27 |
| Euro | **€1.21** | €1.15 |

### Regulatory capital

The Group's regulated broking entities are obliged to meet the prudential regulatory requirements imposed by the local regulator of the jurisdiction in which they operate. The Group maintains an appropriate excess of financial resources in such regulated entities to support capital, liquidity and credit needs.

The FCA is the lead regulator of the Group's UK businesses, for which the capital adequacy requirements under the Investment Firms Prudential Regime ('IFPR') apply. This sub-group maintains an appropriate excess of financial resources.

### Climate change considerations

We are committed to the ongoing assessment and management of climate risks and opportunities. As part of this work, we incorporate climate change considerations into our financial planning processes to monitor the impacts of climate-related issues on our financial performance and position. In 2023, we completed a detailed qualitative, and quantitative, climate scenario analysis to deepen our understanding of how climate-related issues could affect the Group and its finances. The analysis was reviewed for appropriateness in 2024 and concludes that the Group is not expected to be materially impacted financially by climate change over the timeframes and climate scenarios considered. We will keep this analysis under review in line with regulatory and stakeholder expectations.

# Our stakeholders and engagement

**The Board, together with the Nominations & Governance Committee conduct an annual review of the Group's key stakeholders.**

Our stakeholders are an essential part of our business model. Understanding our stakeholders enables us to engage in proactive and constructive dialogue to ensure we consider their needs and priorities in decision-making.

The stakeholders below have been identified by the Board as those parties most likely to be affected by its principal decisions and activities.

## Delivering long-term sustainable value for our stakeholders

TP ICAP Group plc is a Jersey registered company pursuant to the Companies (Jersey) Law 1991, and therefore its Directors are not subject to the UK Companies Act 2006 requirements. This includes section 172(1) and sections 414CA and 414CB of the UK Companies Act 2006.

Despite this we are committed to active engagement with our stakeholders. The Board recognises the differing needs and interests of each stakeholder group and as such, tailors its engagement approach for each key stakeholder group to foster effective and mutually beneficial relationships. We understand that positive relationships with our stakeholders promote high standards of business conduct and governance.

### Section 172(1) statement (including principal decisions and engagement with stakeholders)

Section 172(1) of the Companies Act 2006 ('Section 172(1)'), requires a director of a company to act in the way that he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole.

The Board of Directors confirms that during the year ended 31 December 2024 it has acted in a way that it believes promotes the long-term success of the Company for the benefit of its members as a whole, recognising that a broad range of stakeholders are material to the long-term success of the business, while having due regard to the matters set out in Section 172(1).

A similar statement will be reported in the statutory accounts for each of our active UK subsidiaries subject to UK Companies Act 2006 requirements for the year ended 31 December 2024.

The Directors, both individually and collectively, believe they have given due regard to the stakeholders and matters set out in Section 172(1) (a) to (f) below:

(a) Consequences of any decision in the longterm.
(b) The interests of the company's employees.
(c) The need to foster business relationships with suppliers, customers and others.
(d) The impact of the company's operations on the community and the environment.
(e) The desirability of the company maintaining a reputation for high standards of business conduct.
(f) The need to act fairly between members of the company.

The following table summarises the Group's engagement with each of our key stakeholder groups during the year, why we engage with them, their key priorities and interests, how the Group as a whole, as well as the Board has engaged with them, progress made on 2024 priorities and priorities for the year ahead.

**Key**

| Stakeholder | **Employees** Our employees are crucial to the ongoing success of the Group. | **Shareholders** Our shareholders promote the long-term growth and success of the Group. | **Clients** Our clients are fundamental to our business and represent our most significant business relationships. |
|---|---|---|---|
| Why we engage | > To maintain an effective, open culture.<br>> To ensure the employee voice is heard, respected and valued.<br>> To create a company where all employees are engaged, feel recognised and can succeed. | > Regular engagement with shareholders ensures Group policies, practices and strategic direction continue to meet their expectations.<br>> Engagement provides a platform to raise aspirations for the Group. | > Regular and effective dialogue enables the Board to understand their needs and gauge satisfaction with the Group as a supplier and business partner.<br>> Engagement enables the Group to adapt to our clients' evolving priorities. |
| Key priorities and interests | > Career development and learning.<br>> To feel valued, recognised and rewarded.<br>> Honest, transparent and open communication.<br>> Flexible working. | > Financial and operating performance of the Group.<br>> Long-term sustainable and profitable growth.<br>> Good governance, ESG and climate-related practices and policies. | > Value and cost.<br>> High quality services addressing their liquidity needs.<br>> Good communication, transparency and trust. |
| Strategic objective/ link to strategy | Transformation, Diversification, Dynamic capital management | Transformation | Diversification, Dynamic capital management |
| Group engagement | > Annual MyVoice – Workforce engagement survey.<br>> Pay, reward and benefits.<br>> Employee communication through varied channel delivery and content.<br>> Open invitation focus group discussions were held across all regions and roles. | > The CFO, CEO and Investor Relations team attended key investor meetings and participated in a number of investor roadshows in Europe and the United States of America.<br>> In-person meetings with key shareholders. | > The Group has been focusing on a streamlined accounts receivable process and providing support to clients to enhance the trade recaps and standardised billing processes.<br>> Introduction of technology to automate and improve services. |
| Board engagement | > Board receives and acknowledges feedback from MyVoice surveys.<br>> Dedicated workforce Engagement Non-executive Directors.<br>> Non-executive Directors hosted employee engagement sessions.<br>> The Board and Remuneration Committee reviewed the Group's pension and benefits offering to ensure that they remained competitive. | > As part of the Directors' Remuneration Policy review, the Chair of the Board and Chair of the Remuneration Committee conducted a formal consultation process, which included meetings with the Group's largest shareholders representing over 60% of our issued share capital (including all of the top 10% shareholders). | > The Board reviewed and approved the Supplier Code of Conduct and Human Trafficking Statement.<br>> The Board received client reports and accounts receivables analysis.<br>> The Board considered the output from client engagement and dialogue. |
| Outcomes | > Employees have reported a substantial understanding of the Company's strategy and values.<br>> The recommendation rate of TP ICAP as a great place to work has risen from 62% to 70% over the past three years. | > Following feedback from shareholders the Board approved the continuation of the Group's Share Buyback programme. | > The streamlined accounts receivable process has received positive feedback from our clients. |
| Priorities for FY 25 | > Building on network building and cross divisional team working to enhance feelings of 'belonging'.<br>> Formalise recognition of long-service and good performance. | > Continued engagement and dialogue with our shareholders.<br>> Consideration at the Board's Strategy Day of the best way to achieve long-term sustainable and profitable growth. | > Continue engagement and dialogue to further the understanding of our client's needs and improve services.<br>> Leverage the strategic collaboration with Amazon Web Services to provide new and innovative products and to strengthen the delivery of existing products. |



| Stakeholder | **Regulators** As a global business, the Group is subject to the requirements of several different regulators. | **Suppliers and business partners** We foster strong sustainable partnerships with our suppliers and business partners based on integrity and best business practice. | **Communities and environment** Our sustainability strategy aims to address the sustainability challenges and opportunities that are relevant for the Group and is formed of three priorities:<br>1. ESG reporting and performance management<br>2. Supporting our clients<br>3. Community impact |
|---|---|---|---|
| Why we engage | > It is imperative that the business is kept up to date with changes in legislation to ensure full compliance with legal and regulatory requirements. | > Regular engagement is vital for ensuring the Group continues to operate effectively.<br>> Identification of risks and strategies to ensure suppliers and business partners are able to fulfil our needs. | > The Group is committed to making a positive contribution to local communities and is striving to operate in a sustainable and responsible way, while delivering value for stakeholders. |
| Key priorities and interests | > Protecting consumers helping to ensure market fairness and transparency.<br>> Managing systematic risk.<br>> Promoting competition and enforcing compliance with regulations. | > Build and sustain long-lasting mutually beneficial relationships. | > Ensure that the Group continues to comply with sustainability-related regulatory requirements.<br>> Enable the Group to create positive social outcomes through its charitable giving programmes. |
| Strategic objective/ link to strategy | Transformation, Dynamic capital management | Diversification, Dynamic capital management | Diversification |
| Group engagement | > Sector consultation and round table exercises to better understand priorities and needs, ensuring we instil and practice Group-wide good governance and oversight. | > Formalisation of strategic partnerships to assist TP ICAP with the continued modernisation of the Group's infrastructure. | > Reliable calculation of Scope 1-3 emissions for effective measurement and management of environmental impacts.<br>> In line with the Corporate Sustainability Reporting Directive ('CSRD'), the Group is developing an implementation plan to prepare for forthcoming changes to regulation.<br>> Annual ICAP Charity Day where 100% of one day's revenue is donated to a variety of causes worldwide. |
| Board engagement | > The Board is kept informed of any legal or regulatory changes.<br>> The Board drives corporate culture of the Group by determining the values and by ensuring policies and procedures promote high standards of business conduct, and legal and regulatory compliance.<br>> The UK Regulated Entity Boards and members of the regulated board within the Group meeting with regulators to discuss the TP ICAP Group and key industry developments. | > The Board receives updates on supplier engagement and large value contract negotiations.<br>> Board approval of Modern Slavery and Human Trafficking Statement.<br>> Board review and approval of Supplier Code of Conduct. | > The Board, through the Audit Committee, is updated on changes to TCFD and environmental reporting requirements and practices.<br>> The Board holds oversight responsibility for the Group's ESG priorities and activities and discusses and monitors progress made against targets set, and challenges the Executive team accordingly. |
| Outcomes | > Consistent engagement with regulators allows the Group to monitor the regulatory environment, influence policy making and proactively work with the Business to implement requirements in an accurate and timely manner. | > Further detail of the outcomes linked to the Group's partnership with Amazon Web Services will be provided in the 2025 Annual Report and Accounts. | > The Group's Scope 1 and 2 carbon emissions reduced by a further 27%.<br>> ICAP Charity Day raised £5.2m, benefitting more than 100 charities globally. |
| Priorities for FY 25 | > Further dialogue with industry peers to help further regulatory best practice.<br>> Active participation in government and trade bodies. | > Work closely with suppliers to continue and build sustained partnerships. | > Continue to prepare for incoming sustainability-related regulatory requirements relevant to the Group and its subsidiaries.<br>> Ensure that the Group remains on track to deliver its goal of being carbon neutral in Scopes 1 and 2 carbon emissions by the end of 2026. |

# Viability statement and going concern

## Viability statement

The Board of Directors has assessed the prospects for, and viability of, the Group over a three-year period to the end of December 2027.

We believe that a three-year time horizon remains the most appropriate time frame over which the Directors should assess the long-term viability of the Group. This is on the basis that it has a sufficient degree of certainty in the context of the current position of the Group and the assessment of its principal risks, and it matches the business planning cycle. This time horizon is broadly in-line with the weighted average maturity of our debt facilities comprised of revolving credit facilities and corporate bond portfolios.

The assessment has been made taking into account the following:

> The Assessment of the Group's Principal Risks, including those that would threaten the Group's business model, future performance, solvency and liquidity. These risks are also discussed in the risk management report on pages 59 to 63;
> The Group Internal Audit Opinion that contains an assessment of the effectiveness of the Group's risk management and internal control systems;
> The Going Concern Review that assesses whether the Group has access to sufficient liquidity to meet all of its external obligations and operate its business, for a period of at least 12 months from the date of the Annual Report;
> The Group Review of Capital and Liquidity Adequacy ('GRCLA') that assesses the capital and liquidity position of the Group on a consolidated basis, in both base and stressed conditions;
> The Review of Internal Capital Adequacy and Risk Assessment ('ICARA') process undertaken by the UK-regulated entities; and
> The assessment of the Group's external credit rating by Fitch Ratings.

The Directors confirm that they have undertaken a robust assessment of the prospects of the Group and its principal and emerging risks over a three-year period, and, on the basis of that assessment, have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over at least the period of assessment.

In arriving at this conclusion, the Directors have made the following assumptions:

> The Group maintains access to liquidity through the Group's £350m Bank revolving credit facility and ¥20bn (c.£102m) Totan revolving credit facility (see Note 27 on page 187);
> The Group does not experience any material change in its capital or liquidity requirements;
> The Group is not materially impacted from litigation and regulatory investigations in a negative way; and
> The 5.25% £250m Sterling Notes maturing in May 2026 will be repaid using either, or a combination of, cash resources, credit facilities and/or new bond issuance under the Group's existing EMTN programme.

## Going concern

The Group has sufficient financial resources to meet the Group's ongoing obligations.

The Directors have assessed the outlook of the Group for at least 12 months from date of approval of the financial statements by considering medium-term projections as well as stress tests and mitigation plans. The stress tests include material revenue reductions, significant one-off losses, losing the Group's investment grade status resulting in increased finance costs and slow-down in collection of trade debtors. Under these tests we continue to have sufficient liquidity and are compliant with all covenants after taking mitigating actions such as reducing costs, suspending dividends and delaying investments.

After making enquiries, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for at least 12 months from date of approval of the financial statements. Accordingly, the Annual Report and Accounts continue to be prepared on the going concern basis.



# Principal risks and uncertainties

## Risk management

Effective risk management is essential to the financial strength and resilience of the Group and for delivering its business strategy. This section provides a summary of how risk is managed by the Group through its Enterprise Risk Management Framework ('ERMF') and describes the Group's principal risks.

## Enterprise Risk Management Framework

The purpose of the ERMF is to enable the Group to understand the risks to which it is exposed and to manage these risks in line with its stated risk appetite. The ERMF achieves this objective through the operation of a robust risk management and governance structure based on the three lines of defence model, an appropriate risk management culture and a range of risk management processes to enable the Group to identify, assess and manage its risks effectively.

## Organisational governance structure

The ERMF is operated through a three lines of defence ('3LOD') model whereby risk management, risk oversight and risk assurance roles are undertaken by separate and independent functions, with all 3LOD overseen by the Group's governance committee structure (including Risk, Audit and Remuneration Committees).

The Board has overall responsibility for the management of risk within the Group which includes:

> Defining the nature and extent of the risks it is willing to take in achieving its business objectives through a formal risk appetite statement;
> Ensuring that the Group has an appropriate and effective risk management and internal control framework; and
> Monitoring the Group's risk profile against the Group's defined risk appetite.

The Group's risk governance structure oversees the implementation and operation of the ERMF across the Group and primarily comprises the following committees:

> Board Risk Committee;
> Group Risk and Compliance Committee; and
> Regional Risk and Compliance Committees in EMEA, Americas and Asia Pacific.

### First line of defence

Risk management within the business

The first line of defence comprises the management of the business units and support functions.

The first line of defence has primary responsibility for ensuring that the business operates within risk appetite on a day-to-day basis.

### Second line of defence

Risk oversight and challenge

The second line of defence comprises the Compliance and Risk functions, which are separate from operational management. The Compliance function is responsible for overseeing the Group's compliance with regulatory requirements in all of the jurisdictions in which the Group operates.

The Risk function is responsible for overseeing and challenging the business, support and control functions in their identification, assessment and management of the risks to which they are exposed, and for assisting the Board (and its various Committees) in discharging its overall risk oversight responsibilities.

### Third line of defence

Independent assurance

Internal Audit provides independent assurance on the design and operational effectiveness of the Group's risk management framework.

## Risk culture

The Group recognises that in order for the ERMF to be operated effectively, it must be underpinned by an appropriate risk culture.

The Group seeks to foster the desired risk management values and behaviours through a number of components including the setting of an appropriate 'tone-from-the-top', ensuring clear risk management accountabilities for all employees, the provision of risk training, consideration of risk-related behaviours in the performance management process, and by ensuring that staff are able to raise risk management concerns through the Group's whistleblowing framework.

## Risk management processes

### Risk strategy
The Board adopts an annual Risk Strategy which identifies the core risk management objectives and focus areas that must be addressed for the Group to deliver its Business Strategy.

The Risk Strategy constitutes the guiding principles by which all of the Group's risk management activity is undertaken.

### Risk identification
The Group reviews its risk profile on an ongoing basis to ensure that it identifies all principal risks arising from the day-to-day operation of its business and the implementation of its business strategy, as well as any emerging risks facing the Group. These risks are recorded in the Group's Risk Taxonomy.

The Group also considers risks which can crystallise across multiple categories within the Group's Risk Taxonomy. These include conduct risk, operational resilience, reputational risk and environmental, social and governance risk.

A formal review of the Group's risk profile is undertaken on a quarterly basis as part of the Group's Risk Committee review cycle. In addition, the Group seeks to identify changes to the risk profile on a dynamic basis through the various risk management processes and structures operated under the ERMF. This includes assessing the risk profile of new business initiatives and analysing risk events.

### Risk appetite
The Board articulates the overall level of risk the Group is willing to accept for the various risks it faces within its Risk Appetite Statement.

The Risk Appetite Statement sets out the Board's strategic view of the Group's attitude to, and appetite for, particular risk types to inform the more detailed articulation and operationalisation of risk appetite throughout the Group.

### Top-Down Risk Assessment ('TDRA')
The Top-Down Risk Assessment process is used to provide a strategic, firm-wide view on the Group's risk profile. All principal risks are monitored on an ongoing basis via this process to ensure that the Group is operating within risk appetite and to identify any remedial action required to maintain or return the Group to within risk appetite.

### Risk and Control Self-Assessment ('RCSA')
The bottom up monitoring of the effectiveness of the Group's risk and controls across the business is performed via the RCSA process.

The RCSA process is supported by periodic control assurance, including control testing.

### Risk event and issue management
The Group operates an issue management process across the 3LOD to mitigate issues which could impact the Group's risk profile. This includes a defined process for escalation and management of risk events to ensure that they are analysed with appropriate mitigating action to address. This includes the conducting of detailed root-cause analysis for certain events.

### Risk acceptance
The Group also operates a formal risk acceptance process across the 3LOD where it is not practical or desirable to address an issue at the point identified.

All risk acceptances are subject to a formal approval process which is calibrated to reflect the severity of the risk acceptance.

### Operational Risk Scenario Analysis
The operational risk scenario analysis provides a forward-looking perspective of potential operational risk events in severe but plausible scenarios. It is used by the Group to: identify and measure risk which could potentially cause harm to the Group; identify mitigating actions to reduce the likelihood of potential risks crystalising and/or their severity; and inform the Group's prudential assessments.

### Risk assurance
Internal Audit, Risk and Compliance undertake independent and targeted reviews of selected areas of the Group's business and operations to provide Management and Governance Committees with additional insights and assurance in relation to specific aspects of the Group's risk profile, and highlight areas requiring remediation.

### Prudential assessments
The Group periodically assesses its capital and liquidity adequacy in the context of the Risk Appetite Statement and applicable regulatory requirements.

The Group assesses its stressed risk profile through a formal stress testing programme which covers all material risk types. This programme includes reverse stress testing which aims to assist the Group to identify and mitigate potential causes of business failure.

## Principal risks
The Group is exposed to a range of risks in pursuing its business strategy in a complex and competitive environment. Understanding and managing these risks is key to the business to mitigating potential harms to clients, the firm and the market. The Group conducts a robust enterprise wide risk assessment, the table below details the principal risks defined for the purposes of this Annual Report as those risks that could cause material harm to: the Group's clients; the markets it operates in; and the Group's business model, future performance, solvency, liquidity or reputation.

The Board has considered a wide range of information as part of this assessment, including reports provided by the Group Risk function and senior management, as well as the key findings from the Group's various risk management processes described above.

## 1 STRATEGIC AND BUSINESS RISK

| Risk | Risk management objectives | Change in risk exposure since 2023 |
|---|---|---|
| **Strategic and Business Risk**<br>The risk that the Group fails to adequately respond to technological advancements, client preferences, broking practices, market participants or is overly concentrated (eg specific market, asset class, client or business) which materially impact the Group's business model.<br><br>The risk that the Group fails to adequately respond to developments within financial markets (including new asset classes) or the geopolitical environment. | > Adoption and execution of a well-defined and responsive business strategy which ensures the continued viability and growth of the Group's business.<br>> Ensure the Group is competitive within its chosen markets. This includes ensuring that the Group's product offering is at least comparable to its peers.<br>> Take advantage of external market developments in pursuit of its growth targets, especially into growing and new markets such as development of crypto currencies, growth of provision of financial data markets and expansion into the buy-side market. Equally, the Group takes measures to protect its position as the number 1 IDB globally. | Increase<br><br>*Unsettled macroeconomic and geopolitical landscape and risks arising from key strategic initiatives. These factors also present opportunities for the Group.* |

## 2 OPERATIONAL RISK

| Risk | Risk management objectives | Change in risk exposure since 2023 |
|---|---|---|
| **Transaction execution and processing**<br>The risk of failure relating to Licensing/Certification/Registration (including Cross-Border Activity), client account management, price dissemination, venue operation, trade execution and arrangement, market abuse and inside information, post-trade management (including billing), trade and transaction reporting, financial data sales, benchmarks and payment process. | > Achieve an efficient balance between maximising transaction volumes, client experience, market integrity and minimising operational errors. Operate a robust control environment to ensure that operational errors are a low proportion of transactions, typically of low value and where significant losses are incurred the losses are discovered quickly with any further loss contained as soon as practicable. | No change |
| **Regulatory**<br>The risk of failure to comply with regulatory requirements in spirit and literal interpretation, this includes failure to effect changes required to comply with changes in regulatory requirements and failure to effectively engage the Group's regulators. | > Adopt appropriate arrangements, including policies and procedures, to achieve reasonable and proportionate compliance with all applicable regulatory obligations and not to undertake any activity which could have a materially adverse impact on the Group's standing with its regulators or on its reputation.<br>> Impose a number of restrictions upon its business model in order to mitigate its regulatory risk exposure and operate within risk appetite. | No change |

## 2 OPERATIONAL RISK CONTINUED

| Risk | Risk management objectives | Change in risk exposure since 2023 |
|---|---|---|
| **Legal**<br>The risk that the Group fails to comply with its legal obligations, in spirit and literal interpretation of the law. Or the Group fails to protect its interests and/or assets through a failure to take the appropriate legal safe guards (ie contractual arrangements and intellectual property protection) and action (ie litigation and criminal prosecution). This includes failure to effect changes required to comply with changes in legislation or law and failure to effectively engage the Group's law firms. In addition, this includes the risk of failure in relation to the Group's whistleblowing practices. | > Adopt appropriate arrangements, including policies and procedures to achieve reasonable and proportionate compliance with all applicable laws to which the Group is subject.<br>> Take reasonable steps to safeguard its contractual arrangements with clients, market participants, suppliers and employees.<br>> Take reasonable steps to safeguard the Group's current and planned activities within the jurisdictions in which it operates. | No change |
| **Technology**<br>The risk of failure of the Group's systems and technology infrastructure, including end user development applications ('EUDA') and failure to effect technology changes. | > Maintain oversight over the Group's infrastructure landscape.<br>> Have sufficient redundancy in its infrastructure and ensure timely identification of infrastructure failures.<br>> Maintain appropriate incident management processes.<br>> Adopt robust processes to identify any potential threats to its critical business activities, including regular tests and recovery/response time strategies put in place.<br>> Ensure employees are aware of any specific obligations or requirements in order to help protect the resilience of the Group's systems and infrastructure. | No change |
| **Information security (including cyber)**<br>The risk of failure to ensure the confidentiality, integrity and availability of all sensitive and business critical data handled by the Group, and of all business critical infrastructure operated by the Group, including cyber-attack. | > Establish an IT control environment that is secure and robust enough to prevent, detect, and remediate malicious attacks (both internally by staff and externally through cyber-attacks). | Increase<br><br>*Ongoing heightened cyberthreat landscape within industry.* |
| **Change**<br>The risk of poorly executed business and technology changes which do not deliver timely intended outcomes, including unforeseen consequences due to lack of planning or business engagement. | > Manage change initiatives in a controlled way.<br>> Ensure change initiatives support the delivery of the Group's strategy. | Increase<br><br>*The Group is undertaking a strategic transformation programme.* |



## 3 FINANCIAL RISK

| Risk | Risk management objectives | Change in risk exposure since 2023 |
|---|---|---|
| **Credit**<br>The risk that a counterparty will fail to meet its obligations in accordance with agreed terms. This includes the risk of default as well as concentration risks.<br><br>Counterparty exposure principally arises in relation to brokerage receivables and other trade debtors, cash deposits held at banks and money market instruments or pre-settlement risk and settlement risk arising from Matched Principal broking. | > Implement appropriate policies, systems, procedures and controls to manage the Group's credit risk exposure.<br>> Ensure clients meet the payment terms set out in their client agreement and meet the minimum credit worthiness requirements specified by the Group.<br>> Deposit cash and financial assets with strong credit rated clearing banks and settlement organisations.<br>> Accept counterparty credit risk provided that the permitted level of exposure that can be held with each counterparty appropriately reflects the creditworthiness of the counterparty.<br>> Minimise exposure to settlement risk. | No change |
| **Market**<br>The risk of loss arising from market movements. The Group is exposed to market risk from:<br><br>> The risk of loss of value arising from market movements in currencies, equities and/or interest rates of its balance sheet items; and<br>> The risk of loss of value arising from market movements in securities inadvertently held short term arising from broking transactions. | > Manage its exposure to equity risk arising from the employee share scheme awards programme by hedging where practical.<br>> Manage its exposure to currency risk in the form of transaction risk and translation risk.<br>> Limit its exposure to interest rate market risk to those investments it is required to hold by its clearers to allow it to pursue objectives in relation to matched principal, introducing broker and exchange give up activity.<br>> Not to undertake proprietary trading.<br>> Have in place systems, processes and controls to manage the value-at-risk (VaR) at any one time arising from market movements in securities inadvertently held short term arising from broking transactions. | No change |
| **Liquidity**<br>The risk that the Group will not be able to meet efficiently both expected and unexpected current and future cash flow and collateral needs without affecting its daily operations or its financial condition. The Group is exposed to liquidity risk from:<br><br>> Margin calls and collateral calls; and<br>> Funding of cash outflow events. | > Maintain a robust financial position in both normal and stressed conditions.<br>> Ensure liquidity resources are sustained at levels that reflect the Group's risk profile.<br>> Maintain access to capital markets.<br>> Prudently balance margin call and collateral call exposure. | No change |

# Task Force on Climate-related Financial Disclosures

TP ICAP is committed to continued adoption of, and reporting consistently with, the recommendations of the Task Force on Climate-related Financial Disclosures ('TCFD'). In 2023, we completed a detailed qualitative, and quantitative, climate scenario analysis. Guidance issued by the UK's Department for Business, Energy, and Industrial Strategy ('BEIS'), states that companies should update their analysis at least every three years. Therefore, we will refresh our overall qualitative, and quantitative, climate scenario analysis in 2026.

This year, our assessment of the potential impact of climate-related risks and opportunities is based on the overall analysis we completed in 2023, and a climate-related financial assessment we again conducted this year. Our climate-related financial assessment is based on the quantitative model we put in place last year. It employs a revenue-to-demand change ratio of 1:1 to test the impact of various climate scenarios on a risk and opportunity basis related to the energy transition (see pages 69 and 70).

The analysis concludes that while climate change is relevant to TP ICAP, its impacts are not considered to be significant under the time frames and climate scenarios used in the assessment. Our TCFD statement includes details on the approach and analysis used to evidence the conclusion, but otherwise reports proportionately against the TCFD recommendations and recommended disclosures.

In compliance with the Financial Conduct Authority ('FCA') Listing Rule UKLR 6.6.6(8)(a) on climate-related disclosure, we believe the information contained within this report to be consistent with the TCFD recommendations and recommended disclosures. Disclosure on aspects of the Strategy and Metrics and Targets TCFD pillars are subject to a materiality assessment. The conclusion of our climate-related financial assessment is that climate change is not financially material for our business. We have therefore not disclosed details on how climate is considered in business decision-making and planning processes (Strategy C) nor disclosed performance against TCFD's cross-industry climate-related categories (Metrics and Targets A). All relevant information is included within this Annual Report.

## Disclosure index

| Recommendation | Relevant information disclosed | Disclosure location |
|---|---|---|
| **Governance**<br>(a) Board oversight<br>(b) Management's role | > Responsibility for climate change identification, assessment, and management across the Group | 64 and 65 |
| | > Examples of discussions and decisions made relating to climate change | 64 and 65 |
| | > Description of how climate features in business processes as relevant, given the potential reputational implications of climate change | 64 and 65 |
| **Strategy**<br>(a) Climate-related risks and opportunities<br>(b) The impact of climate-related risks and opportunities<br>(c) The resilience of the organisation's strategy | > Overview of approach to climate scenario analysis | 65 and 66 |
| | > Identified climate risks and opportunities | 67 to 69 |
| | > Progress on climate transition planning and resilience response | 70 |
| | > Resilience assessment of potential financial impact across climate scenarios, including 1.5°C | 70 |
| **Risk management**<br>(a) Identifying and assessing climate-related risks<br>(b) Managing climate-related risks<br>(c) Integration into overall risk management | > Process to identify, assess, and manage climate risks and opportunities | 71 |
| | > Overview of how climate is incorporated in Group-wide risk management framework | 71 |
| **Metrics and targets**<br>(a) Climate metrics<br>(b) Greenhouse gas ('GHG') emissions<br>(c) Climate targets | > Overview of environmental metrics used as a proxy for climate risk exposure, given that no risks or opportunities are assessed as financially material for the Group | 72 |
| | > Climate commitments to drive the reduction in emissions over time | 72 |

## Governance

### The Board's oversight of climate-related risks and opportunities

The Board has overall responsibility for climate-related risks and opportunities. These responsibilities are set out in the Terms of Reference for the Board and its committees. Our Climate Change Planning Framework ensures that the Board and its committees can execute their climate change responsibilities. This year, climate-related issues were discussed by the Board at two deep-dive sessions, and during the year through regular sustainability updates. Further details about sustainability updates made to the Board this year, and relevant Board ESG expertise, can be found on pages 91 and 82 respectively. In addition to the updates made to the Board, climate-related issues were also discussed at the Board's sub-committees, in line with the remit of each committee's Terms of Reference. In particular, the Audit Committee has responsibility to ensure that the Group adheres to climate-related regulatory requirements, and also has oversight of the Group's ESG reporting, including our Scope 1, 2, and 3 emissions. The Risk Committee's climate-related responsibilities centre around reviewing climate-related risks and the Group's risk management framework on a regular basis.

Climate change considerations are included in the annual budget process, which is overseen by the Board. Divisional Chief Financial Officers ('CFOs') report any climate-related financial impact to the Group CFO as part of the annual budget process. For the 2024 budget period, we judged there was no material climate change-related financial impact on our business.

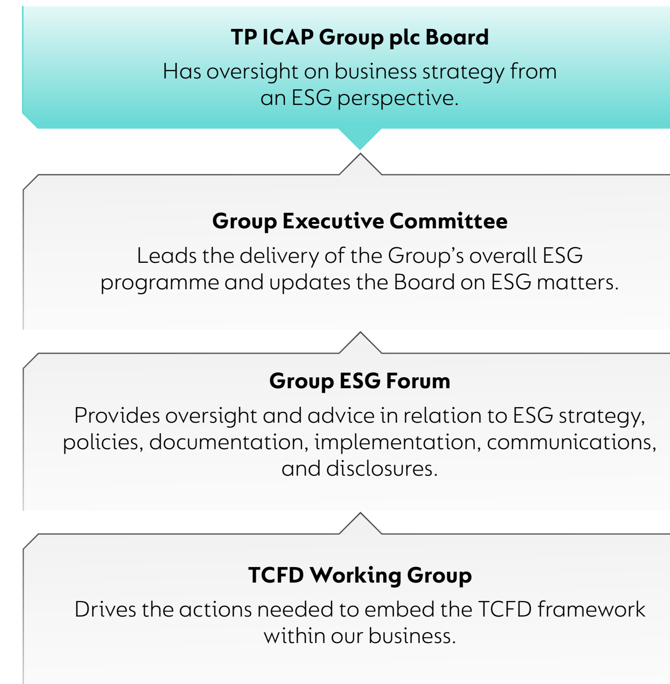




### Management's role in assessing and managing climate-related risks and opportunities

The management team has a significant role in assessing and managing climate-related risks and opportunities. The Executive Committee's primary duty is to oversee, monitor and review the Group's climate change strategy and execution, including embedding TCFD deliverables across the Company. The ESG Forum, a management-level group responsible for implementing our sustainability strategy and delivery, reports to the Executive Committee. Alongside this, a cross-functional TCFD Working Group steers relevant activity across the Group and contributes to the key elements of our disclosure.

### ESG governance structure




## Strategy

### The climate-related risks and opportunities identified over the short, medium, and long term

Our 2023 approach

We used qualitative and quantitative climate scenario analysis to identify the potential climate-related risks and opportunities relevant to the Group. Our most recent climate scenario analysis was completed in 2023, with support from SLR, an independent sustainability consultancy. We believe that our 2023 climate scenario analysis remains valid for our 2024 assessment and disclosure, as there have been no significant changes to our business model or operational structure this year. In line with the climate-related reporting guidance, issued by BEIS, we will again complete a detailed qualitative, and quantitative, climate scenario analysis in 2026.

In producing our assessment, we examined the potential climate-related risks and opportunities within all of our business divisions in greater detail. In particular, we reviewed the potential impact on our Energy & Commodities ('E&C') division; this is an area where climate-related risks and opportunities are more prevalent.

The qualitative element involved extensive research, and workshops with the TCFD Working Group and Senior Executives, to identify and categorise climate-related risks and opportunities. These were screened for relevance and business significance, then assessed for potential impacts on the business, considering geographic and divisional specifics. Workshops and input from SLR helped rank these risks and opportunities to define our qualitative assessment, and led to the identification of two priority risks and one opportunity for quantification.

Our scenario analysis approach used a range of climate scenarios, operational geographies, business divisions and time horizons. Climate scenarios have inherent limitations; we have noted the relevant limitations where applicable below.

Our approach to materiality in 2024 remains consistent with the previous year. It is centred around qualitative and quantitative factors. Our process to determine materiality considers both (a) climate trends, ie how physical and transitional climate issues will manifest in the future, and (b) our own business perspective, ie how these issues could affect our Company across regions and business divisions.

### Scenarios used in our analysis

For transition risks, we used Paris-aligned (1.5°C), middle-of-the-road (2°C), and high-warming (2.6°C) scenarios. For physical risks, our analysis used middle-of-the-road (2°C+) and high-warming (4°C+) scenarios. We understand the physical impacts from climate change are more likely to occur in these scenarios.

| | Paris-aligned | Middle-of-the-road | High warming |
|---|---|---|---|
| **Description** | Ambitious early action increases risks associated with low-carbon transition but limits the effects of global warming. | Delayed, or late and sudden action resulting in transition-related shocks to society alongside higher impacts from physical risks. | Limited action results in significant warming, and more severe impacts from physical risks. |
| **Temperature** | 1.4-1.6°C | 1.4-2.7°C | 2.6-4°C+ |
| **Scenario source/ model** | > Network for Greening the Financial System ('NGFS') Orderly Transition scenarios including Net Zero 2050 and Below 2°<br>> International Energy Agency ('IEA') Net-Zero 2050 ('NZE')<br>> Intergovernmental Panel Climate Change ('IPCC') SSP1-2.6<br>> Organisation of the Petroleum Exporting Countries ('OPEC') World Oil Outlook 2024, Advanced Technology scenario | > NGFS Disorderly Transition including Delayed Transition and Divergent Net Zero<br>> IEA Announced Pledges ('APS')<br>> IPCC SSP2-4.5 | > NGFS Hot House World scenario including Current Policies and Nationally Determined Contributions ('NDC')<br>> IEA Stated Policies ('STEPS') (2022 issue)<br>> IPCC SSP5-8.5 |

## Time frame

As a broking business, we need to remain agile and responsive to markets that are influenced by a range of unpredictable external factors. This affects our ability to plan to traditional long-term time frames. The time periods we use in our planning processes are therefore in shorter time increments, and anchored in the near term in particular.

| Time frame | Length (years) | Rationale |
|---|---|---|
| **Short term (transition and physical risks)** | 0-3 | We operate according to a short-term time frame of 0-3 years, the main element being a detailed one-year budget planning cycle. We also use a 0-3-year time frame for assessing risks through our Enterprise Risk Management Framework ('ERMF'). |
| **Medium term (transition and physical risks)** | 3-5 | The time frame aligns with the future financial projections considered by the Board. |
| **Long term (transition risks)** | 5+ | The long-term time frame was defined specifically for climate scenario analysis; the business does not have a long-term time frame that could be used for this purpose. For transition risks, our analysis used a long-term time frame of 5+ years to 2035. This enables us to consider the potential impacts of climate change over the longer term, while balancing inherent uncertainties within climate scenarios as they look further into the future. |
| **Long term (physical risks)** | 5+ | The long-term time frame was defined specifically for climate scenario analysis; the business does not have a long-term time frame that could be used for this purpose. For the physical risks assessment, ie those risks that could impact on physical assets, such as data centres, our long-term assessment time frame extends to 2050. This time frame differs from the long-term time frame we use for transition risks, because there is more information available on physical climate data, and these potential impacts become more prevalent over time. |

## Qualitative climate scenario analysis

### 2023

Our qualitative climate scenario analysis established whether any geographic or sectoral nuances existed between our identified risks and opportunities. All the identified risks and opportunities apply to the Group globally, following the global footprint of our operations and client base. The assessment noted some sectoral nuances, as expected, with our E&C business division being the most relevant. Within these asset classes, we looked closely at fossil fuels (including coal), renewables, and the metals and minerals relevant to the low-carbon transition.

Our qualitative climate scenario analysis confirmed that our business is more predisposed to transition risks and opportunities than physical climate risks. This aligns with the outcome of previous high-level assessments. Our exposure to physical risks from climate change is low. We lease our office and data centre estate, where the risks are principally owned and managed by landlords. Furthermore, as a broker, we do not lend money or make investments in property or other physical assets.

### 2024

Under the governance structure in place to assess and manage climate-related risks and opportunities, this year, our divisional CFOs and the TCFD Working Group reviewed the risks and opportunities developed through our 2023 qualitative assessment, to identify any changes in significance or applicability. They concluded that the previous assessment continues to be valid. See page 69 and 70 for our 2024 quantitative climate scenario analysis.

| Classification | Description of risk and impact | Climate scenario analysis | Plans to monitor and manage risk |
|---|---|---|---|
| **Risks** | | | |
| **TCFD taxonomy:** Transition market risk<br><br>**Division:** Most relevant to E&C<br><br>**Geography:** All regions | 1. Limited penetration of new asset classes relevant to the low-carbon transition<br>> To achieve global climate goals, an uptick in low-carbon markets is expected. There could also be an emergence of new solution providers.<br>> There is a potential for new platforms around voluntary carbon trading, or circular and renewable solutions.<br>> If we fail to respond in line with market shifts, we may experience a decrease in market share. | We are well positioned to respond to new market developments due to strong client relationships and the wealth of data it holds.<br><br>Most likely to manifest in the medium-to-long term in transition scenarios, particularly if there is sudden policy action.<br><br>Our potential exposure is most relevant to E&C which is brokering across these asset classes, but may affect other divisions that interact with these markets, such as Parameta Solutions. | > Maintain business agility to respond to client needs.<br>> Monitor trends and engage with clients to understand changing interests in asset classes. |
| **TCFD taxonomy:** Transition market risk<br><br>**Division:** Most relevant to E&C<br><br>**Geography:** All regions | 2. Uncertainty in low-carbon market developments<br>> A low-carbon transition requires changes to the energy mix to achieve GHG emission reductions. It will also increase demand on minerals and metals to develop low-carbon technologies.<br>> Insufficient and/or sudden implementation of policy can make it difficult to predict how demand across different energy and commodity asset classes might change.<br>> Sunk costs or opportunity costs if the Group does not take advantage of new markets, or if it overcommits to a particular market. | We are seeking opportunities for new environmental and low-carbon asset classes.<br><br>Most likely to manifest under a delayed or sudden transition scenario in the medium-to-long term, where market signals are unclear.<br><br>Any potential exposure is most relevant to E&C which is brokering across these asset classes. | > Continue engagement across key trading functions, particularly E&C, to stay up to date with market trends and speed of change.<br><br>Associated metrics: E&C revenues by asset class |

| Classification | Description of risk and impact | Climate scenario analysis | Plans to monitor and manage risk |
|---|---|---|---|
| **Risks** | | | |
| **TCFD taxonomy:** Transition market risk<br>**Division:** E&C only<br>**Geography:** All regions | 3. Fossil fuel market declines in low-carbon transition<br>> As economies continue towards the energy transition, the prevalence of fossil fuels (eg coal, oil, gas) will be superseded by renewable alternatives.<br>> As client demand for fossil fuel diminishes, the Group will see a reduction in associated revenues from these asset classes. | While fossil fuel demand is expected to decline under ambitious and middle-of-the-road transition scenarios, it is set to increase in the business-as-usual high-warming scenarios. Oil is recognised as a critical transition energy, and as such this risk is only likely to manifest in the longer term. However, our E&C division has an established market presence across fossil fuels and alternatives, and is well positioned to align its resources with market demand. | > Monitor climate policy announcements to track expected changes in market demand.<br>> Seek new market opportunities in the low-carbon transition, to replace all the main energy sources declining in fossil fuel consumption.<br><br>Associated metrics: E&C revenues by asset class. |
| **TCFD taxonomy:** Transition reputation risk<br>**Division:** Group-wide<br>**Geography:** All regions | 4. Reputational risk from connection with fossil fuels<br>> There is increasing expectation and scrutiny on organisations for the use of, or involvement with, fossil fuels.<br>> If the Group does not keep apace of climate decarbonisation trends, brokerage of fossil fuels could lead to reputational harm.<br>> Reputational backlash from investors may affect share price and access to capital. | We are aware of increasing scrutiny from wider stakeholders which may become more relevant in an ambitious climate transition scenario. This risk is mostly relevant for our E&C division which brokers fossil fuels, but the potential impact could be Group-wide.<br><br>Most likely to manifest under an ambitious climate scenario in the medium-to-long term. | > Support the low-carbon transition by seeking opportunities to develop low-carbon solutions and maintain a commitment to minimising GHG emissions.<br>> Engage with clients to understand their decarbonisation plans over the long term, to assist with our strategic planning. |
| **TCFD taxonomy:** Transition policy risk<br>**Division:** Group-wide<br>**Geography:** All regions | 5. Increase in climate disclosure requirements<br>> Regulators and investors are demanding greater transparency on ESG and climate disclosures (eg transition plans, etc).<br>> Responding to current and emerging reporting obligations requires resources to meet compliance requirements, or risks facing fines and further reputational damage. | The Group, and some of its subsidiaries, are already subject to a range of climate-related compliance obligations. New mandates are already emerging which we must respond to.<br><br>It is possible that further requirements or higher expectations will emerge over time, especially in a low-carbon transition, that will require further resources. | > Continue to monitor climate-related legislation and applicability to the Group and its subsidiaries.<br>> Respond to reporting obligations in a streamlined manner, identifying synergies across mandates to ensure compliant responses with efficient allocation of resources.<br><br>Associated metrics: Scope 1, 2 and 3 carbon emissions. |
| **TCFD taxonomy:** Physical acute risk<br>**Division:** Group-wide<br>**Geography:** All regions | 6. Increase in extreme weather leading to damage to assets<br>> Gradual changes to climate and extreme weather events are expected to increase in the future.<br>> Costs to replace damaged equipment, or increased costs as a result of higher insurance premiums, if claims are made to replace damaged assets. | While the business has a global footprint, the Group has limited direct exposure to physical climate risks. We operate from a relatively small, leased, office portfolio. The Group has no significant exposure to other physical assets (ie no vehicle fleet, no manufacturing facilities, etc).<br><br>This risk is most likely to manifest in the long term, under a higher warming scenario. Despite the minimal exposure to physical risks, the potential impacts could affect the Group across divisions and geographies. | > Embed climate-related risks into business continuity plans.<br>> Ensure new data centre premises meet our current high-resilience standards. |



| Classification | Description of opportunity and impact | Climate scenario analysis | Plans to monitor and seize the opportunity |
|---|---|---|---|
| **Opportunities** | | | |
| **TCFD taxonomy:** Transition products opportunity<br>**Division:** E&C only<br>**Geography:** All regions | 1. Increase in demand for brokerage of low-carbon commodities<br>> The transition to a low emissions economy will require enormous investment in technologies supporting renewable energy infrastructure and battery storage, for example.<br>> Higher demand for the commodities required for these technologies, or the energy sources themselves, may result in higher revenues if transaction volumes and values increase. | There is already demand for these commodities and other environmental asset classes.<br><br>It is expected this will only grow in the medium-to-long term, and would be most significant in transition scenarios where demand for low-carbon solutions is higher.<br><br>This opportunity is most relevant to E&C which brokers these commodities. | > Leverage existing client relationships to identify opportunities to broker low-carbon solutions.<br>> Monitor trends and engage with clients to understand changing interests in asset classes.<br><br>Associated metrics: E&C revenue by asset class. |
| **TCFD taxonomy:** Transition products opportunity<br>**Division:** Parameta Solutions<br>**Geography:** All regions | 2. Increase in demand for data associated with low-carbon solutions<br>> Low-carbon and environmental asset classes are expected to become more prominent in a low-carbon transition.<br>> Demand for data on these asset classes will grow in importance in a similar way, alongside indices and benchmarks.<br>> Higher demand for data, indices and benchmarks is expected to drive increased revenue for Parameta Solutions. | We are already responding to increased demand, eg our recently launched Global Liquefied Natural Gas ('LNG') Pricing Service.<br><br>The increase in demand for this data is already apparent and is expected to increase over time.<br><br>This is relevant to Parameta Solutions which is delivering data, analysis and indices. | > Proactively monitor market developments to expand our position as a major over-the-counter broker. |

## Quantitative climate scenario analysis

2023

We developed a quantitative climate scenario analysis approach to assess the potential financial impact of climate-related risks and opportunities on the Group. The scenario analysis focuses on two risks, and one opportunity, which were identified using a range of factors, including feedback from SLR, internal data availability, and the ability of the relevant climate scenarios to support quantification.

The climate impacts selected for quantification include:

> The potential changes to revenues derived from E&C brokerage as demand for the key asset classes (oil, power, coal, etc) increases, or decreases, through the energy transition (aligned to Risk #3, and Opportunity #1 in the table on pages 68 and 69); and
> The potential future costs associated with damage to assets from climate change events which could increase in severity, or frequency, in the future (aligned to Risk #6 in the table on page 68).

## Change in demand

2024

The model draws from two primary sources of long-term global demand for energy; the IEA (used in the original model), and OPEC (a new addition for 2024). The IEA and OPEC present contrasting views on the future of fossil fuels, and the pace of the energy transition. In addition to the long-term energy outlooks from IEA and OPEC, we also considered a wide range of sources, including discussions with in-house experts at PVM with decades of experience in the oil market. We have taken these views into account in our assessment of the potential impact to our strategy and financial planning.

Our assessment considers the potential change in demand for different energy sources, and the commodities relevant to the low-carbon transition. The full list of climate scenarios used in our analysis is on page 66 of this report. The IEA data set covers energy, metals and minerals which broadly align with those brokered by E&C. The OPEC data set covers the main energy asset classes, including fossil fuels and renewables. Both data sets include coal, which generates a very small portion of total E&C revenue.

We are asset-light; we lease our office premises and do not own or operate a vehicle fleet. We are not an investment bank or a lender with a loan book. Our primary business is brokerage, where volatility is a key driver of revenue generation. Modelling the effects of volatility – particularly volatility caused by climate change – is difficult to do reliably. Following SLR's advice, our modelling uses a revenue-to-demand change ratio of 1:1 to test the impact of the scenarios on this risk and opportunity. This assumes that as demand for a particular energy source or commodity changes, the revenue increases or decreases at an equal rate.

To assess the potential financial impacts, we overlayed changes in demand by asset class with associated 2024 revenues, across the different climate scenarios and time horizons. Under the IEA NZE 2050 scenario (1.5°C), there is a pronounced decrease in fossil fuel demand, with growth in demand for electricity and the metals and minerals used in low-carbon technologies. IEA's Announced Pledges Scenario (APS) (2°C) shows similar trends, but on a less significant scale. Finally, the IEA Stated Policies Scenario (STEPS) (2.6°C), generally considered to reflect the world's current climate trajectory, shows an increase in demand for oil, gas, and power until around 2030, where oil demand will begin to decline. Gas and power demand will continue to increase beyond 2030, alongside increased demand for metals and minerals. OPEC Advanced Technology Scenario (<2°C) shows energy demand increasing over time, with a continuation in levels of oil demand and growth in renewables. Demand for gas and coal is expected to fall. OPEC Reference Case and Laissez-Faire Scenarios, while not temperature-aligned, both expect energy and oil demand to grow over time,

with more significant growth under the Laissez-Faire Scenario. The analysis concluded that the net impact on brokerage revenues is expected to increase modestly in each of the climate scenarios considered, indicating that the opportunity may be greater than the risk.

### Physical risks

Our 2024 disclosure on physical climate risk is based on two recent reviews conducted in 2022 and 2023. In line with the BEIS guidance, we will update this assessment in 2026. These assessments have focused on potential physical climate risks to infrastructure, caused by a range of extreme weather categories (ie water stress, heat stress, storms, and floods).

Our approach includes both qualitative and quantitative factors, and conclude that most of our sites have low overall exposure to physical climate hazards, even under a high emissions future. Data centres are a critical part of our operational infrastructure. Ensuring our data centres are resilient to risks, including those arising from climate change, is an important part of our business continuity plans. The Group has strong mitigants in place to protect its data centre assets from damage, or from financial losses arising from damage to assets. Furthermore, the Group continues to transition from physical data centres, moving a greater proportion of its workload to the cloud. Taking these measures into account, the analysis concluded that the residual risk to the Group was negligible across all climate scenarios and time horizons.

### The impact of climate-related risks and opportunities on our businesses, strategy, and financial planning

The qualitative and quantitative analysis confirms that the Group is not expected to be significantly impacted by climate-related risks. The analysis indicated that we may stand to benefit from climate-related opportunities, given the potential for growth in asset classes relevant to the transition. But, given the range of permutations, and the various assumptions and estimates used in the analysis, we believe this assessment provides a potential sense of direction rather than any definitive, material, opportunity. Maintaining an agile approach across energy, commodity, and capital markets, is central to the resilience of our business. This positions the Group well to mitigate risk and capitalise on opportunities.

The output of the quantitative climate scenario analysis was used to assess the sensitivities on potential impacts to the financial forecasts used in goodwill impairment assessments, and the valuation of the relevant cash generating units ('CGUs'). The assessment concludes that in ambitious climate scenarios, aligning with 1.5°C warming, the potential impacts are not significant or deemed financially material.

Turning to our financial performance, the results of the climate-related financial assessment, which is based on the output of the quantitative climate scenario analysis, did not indicate a material financial impact to the Group under any of the climate scenarios or time frames used.

We recognise that climate-related risks are non-diversifiable risks, impacting businesses regardless of their size or sector, and that exposure could change and evolve over time. We are committed to the ongoing assessment of the potential impacts of climate-related risks and opportunities to our business, both through the ERMF, and with periodic quantitative analysis in line with stakeholder expectations.

We have used the results of our climate change assessments to ensure that any relevant climate-related risks and opportunities are integrated into our ERMF and Risk Taxonomy, and are actively managed.

### Prioritisation and transition plans

We prioritise our climate-related risks and opportunities through the system of working groups described on page 65 of this report. This year, we have evolved our approach to the assessment of climate-related risks and opportunities by enhancing our quantitative climate scenario model to include an additional, complementary, data set (see page 69). The prioritisation of our identified climate-related risks and opportunities, originally produced in 2023, was reviewed by our divisional CFOs, and the TCFD Working Group, in 2024. No changes were made to either the risk or opportunity priority level, and they remain an accurate reflection of the key climate-related risks and opportunities for the Group.

Our approach to transitioning to a low-carbon economy centres around our carbon neutral ambition, and the steps we are taking to reduce the GHG emissions from our operations. The sustainability section of this report (pages 24 to 41) includes the outline of our transition plan. We are working towards developing a detailed transition plan aligned to the UK government's Transition Plan Taskforce framework, which will be published in due course.

### The resilience of our strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario

We use scenario analysis to inform our understanding of the resilience of our strategy in uncertain climate futures. On pages 65 to 70 we set out the approach used in our qualitative and quantitative scenario analysis, including the scenario sets used. The tables on page 67 to 69 include a description of our plans to monitor and manage each identified priority climate-related risk and opportunity. We keep our assessment under review, and will continue to return to it as part of our ongoing commitment to assessing and managing the impact of climate change on our business.

We are not immune from risks stemming from climate change. We generate income through broking. It is key, therefore, that the Group correctly recognises which elements of the business will grow or decline as clients, the economy, and governments adapt to the transition to a low-carbon economy. We are actively pursuing opportunities in this area, including a new strategic partnership with Amazon Web Services ('AWS'), exploring opportunities to co-develop innovative sustainability-focused trading solutions (see pages 14 and 29).



## Risk management

### Processes for identifying and assessing climate-related risks

Climate-related risks are identified, assessed, and managed within the overall scope of our group-wide ERMF. This includes:

- A review of the climate-related risks the Group is exposed to categorised in accordance with the Group's risk taxonomy;
- A review of the risk management requirements, as these relate to climate risks; and
- An assessment of the Group's current climate risk profile relative to risk appetite, including climate-related risks.

#### Risk identification

Climate-related risks are incorporated into our ERMF to ensure a sufficiently broad consideration into the Group's risk framework. Climate-related risks can crystallise across multiple categories within the Group's risk taxonomy, as follows:

- Business Continuity and Crisis Management Risk includes the risk that the Group fails to address appropriately physical or transition climate risk impacts on the Group, or third-party infrastructure and business continuity providers;
- Regulatory Risk includes the risk that the Group fails to comply with current or emerging climate-related regulatory requirements in any of the jurisdictions in which we operate, with potential sanctions for non-compliance including fines, public censure, and associated damage to the Group's reputation;
- Credit Risk includes the risk that a counterparty defaults due to the direct or indirect impact of physical or transition climate risk; and
- Strategic Risk includes the risk that the Group:
  - Fails to respond effectively to the impact of physical or transition climate risk on client demand;
  - Fails to address any long-term loss of operability, due to the impact of physical or transition climate risk impacts on the Group, its employees, third-party infrastructure providers or other key suppliers which fundamentally undermines the Group's ability to operate its business models; or
  - Incurs reputational damage caused by a failure to meet stakeholder expectations in relation to ESG strategy and performance (including climate change), leading to key stakeholders being unwilling to deal with the Group (including investors, clients, suppliers and employees).

#### Risk management framework requirements

The Board articulates the overall level of risk the Group is willing to accept for the various risks it faces within its Risk Appetite Statement, including climate-related risks.

As part of the ERMF, the Group defines risk management requirements for its various risks. In relation to climate risks the Group will continue to embed the Climate Change Planning Framework and integrate climate considerations into BAU management processes and systems.

#### Risk assessment

Through the ERMF, the Group principally assesses its risk profile on a forward-looking basis and it seeks to identify any potential changes to its risk profile over the short and medium term. Discussions with management across the business confirmed that applying climate-related risk considerations to our existing risks has not materially changed this assessment of their risk profile. We do not foresee any probable climate change-related risk consideration crystallising in the next 12 months that will materially affect our business. However, in line with the results of our detailed climate scenario analysis undertaken in 2023, the Group has identified climate-related risks that could lead to a change in risk profile over the longer term. These include potential transition risk impacts to the Group, and more specifically to the E&C division.

The Group operates a formal issue management process across the three lines of defence to manage any issues which could materially impact the Group's risk profile, including climate-related risk. In determining the appropriate response, the Group will prioritise its remediation activity according to the potential impact of each relevant risk.

### How climate-related risks are identified, assessed, managed, and integrated into the organisation's overall risk management

We manage climate-related risks within the scope of our overall existing ERMF. Please see pages 59 to 60 for more details.

## Metrics and targets

### The metrics used to assess climate-related risks and opportunities in line with our strategy and risk management process

We use the TCFD's cross-industry climate-related metric categories to establish the relevant and proportionate metrics for our reporting. Due to the increased stakeholder interest in climate change, and in particular measurement and management of Scope 1, 2 and 3 emissions, we consider these metrics to be relevant for this disclosure. We also use E&C revenues by asset class as an internal metric for risk and opportunity monitoring. We will keep these metrics under review as we further develop our response to the identified risks and opportunities.

We follow the GHG Protocol in calculating and, where necessary, extrapolating our emissions. We report our corporate emissions under the operational control method. We therefore account for 100% of the GHG emissions where we have operational control. This includes the Group and its subsidiaries, but excludes joint ventures where we do not have operational control, and associates.

Building emissions and business travel data was collected as part of SECR compliance covering 1 January 2024 – 31 December 2024. This data covered building energy use, refrigerant use, business travel and waste.

Purchased Goods & Services emissions were calculated using the environmentally extended input-output ('EEI/O') table method based on emissions per GBP spend. We measure, and report, our emissions for Scope 1, 2 and six of the 15 Scope 3 GHG emission sub-categories. We do not report on nine out of the 15 Scope 3 GHG categories because we do not have any emissions, or any significant emissions, in these areas. The services we provide – for example, trade execution and advisory – do not generate their own emission streams. Therefore, emissions from Downstream and Upstream Distribution and Transportation, and Processing, Use or End-of-Life Treatment of Sold Products are not relevant. Our business does not operate on a franchise model, and as a result, we do not disclose any emissions in the Franchises Scope 3 sub-category. We have not yet calculated emissions from our investments in associates, however we anticipate these to be minimal. We will conduct a thorough assessment on this in 2025, with a view to reporting on the Scope 3 Investments sub-category from next year.

### Scope 1, Scope 2 and Scope 3 GHG emissions

Our total emissions equalled 52,438t$CO_2$e. This equates to a 9% reduction compared to the previous year. Notably, we reduced our Scope 1 and Scope 2 emissions by 27% year-on-year. 68% of our total emissions stem from Scope 3 Purchased Goods & Services.

Building on the progress made in recent years to improve environmental data collection, this year we agreed a new partnership with Watershed, a leading sustainability platform for emissions measurement and reporting. We use Watershed's platform to support our environmental data collection and disclosures.

### Other metrics

In 2023, we assessed our sensitivity to carbon pricing to understand the relevance and applicability of potential carbon costs directly and indirectly on the Group. This assessment considered the current and potential changes to carbon pricing mechanisms, and any potential impact on the Group. The Group is asset light and does not conduct emissions-intensive business operations. We are not subject to a carbon tax and given our small emissions profile, we do not expect to be subject to a tax in the future. Incremental increases in the cost of procured goods and services are also not expected to be significant. At the time, the assessment concluded that the Group is not sensitive to carbon pricing. As there have been no significant changes to the Group this year in relation to its structure, or markets and jurisdictions served, this also remains the case for 2024.

Performance-related metrics are included in the Company's remuneration approach for Executive Directors for the execution of key deliverables, regulatory or otherwise, in relation to climate change. Their bonus is determined 70% based on financial performance and 30% based on performance against a scorecard of non-financial objectives. The attainment of certain ESG targets is assessed as part of the non-financial element of the bonus. Further details are included in the Report of the Remuneration Committee on pages 131 to 133.

### Targets used to manage climate-related risks and opportunities, and performance against these targets

#### Scope 1 and 2 – Target and road map

To help meet the net zero ambition set by the UK government, our absolute emissions target is to be carbon neutral across both Scope 1 and Scope 2 emissions by the end of 2026. On Scope 1 and 2, we continue to make progress with emissions reducing 27% in the year. This performance has been driven by our ongoing office and data centre consolidation programme, which is a core element of our emissions reduction strategy (see page 28 for further detail). We also transitioned to a new provider (Watershed) with some one-off differences in approach between it and the legacy supplier contributing to the reduction. Our focus between now and the end of 2026 is to (a) continue with our office and data centre consolidation, and (b) implement actions to promote energy efficiency, including working with our landlords.

#### Scope 3

Emissions from Purchased Goods & Services, or our supply chain, remain the most significant element of our carbon footprint. We recognise the importance of deepening our understanding of the sources of these emissions, and working with our suppliers to reduce them. This year, the calculation of our Scope 3 footprint utilises Watershed's supplier-specific emissions factors where possible. These emissions factors allow for a more precise calculation of the greenhouse gas emissions associated with a specific supplier's products or services, rather than relying on industry or category averages.

Our core suppliers are at different stages of their reporting journeys, and we have not engaged the entirety of our supply chain. We will continue to engage with them to, (a) pursue a better-quality Scope 3 emissions footprint and, (b) develop a deeper understanding of their plans to address their emissions. We note, however, that six of our top ten suppliers have published commitments to be net zero by 2050. Against this backdrop, we have no plans to set a Scope 3 emissions reduction target at this time, and will continue to engage with our key suppliers about their net zero plans.

### Carbon emissions[1]

| | Total | | Global | | AMER | | APAC | | EMEA | |
|---|---|---|---|---|---|---|---|---|---|---|
| | **2024**[2] | 2023 | **2024**[2] | 2023 | **2024**[2] | 2023 | **2024**[2] | 2023 | **2024**[2] | 2023 |
| Scope 1 t/$CO_2$e | **912** | 1,442 | | | **239** | 1,157 | **46** | – | **627** | 286 |
| Of which from Fuel Consumption | **685** | 1,288 | | | **165** | 1,074 | – | – | **521** | 214 |
| Of which from Fugitive Emissions | **226** | 155 | | | **74** | 83 | **46** | – | **106** | 72 |
| | | | | | | | | | | |
| Scope 2 (location-based) t/$CO_2$e – Purchased Electricity, Heat or Steam | **4,691** | 6,182 | | | **1,804** | 3,176 | **1,691** | 1,922 | **1,196** | 1,085 |
| Scope 2 (market-based) t/$CO_2$e – Purchased Electricity, Heat or Steam | **3,409** | 5,998 | | | **1,662** | 3,147 | **1,491** | 1,935 | **256** | 916 |
| | | | | | | | | | | |
| Scope 3 t/$CO_2$e | **46,835** | 50,099 | | | | | | | | |
| Of which Purchased Goods & Services (incl. Capital Goods) | **35,422** | 38,583 | **35,422** | 38,583 | – | – | – | – | – | – |
| Of which Fuel & Energy | **1,454** | 2,244 | – | – | **512** | 1,278 | **450** | 578 | **493** | 388 |
| Of which Waste Disposal | **473** | 2,052 | – | – | **143** | 1,190 | **121** | 523 | **210** | 340 |
| Of which Business Travel | **4,624** | 3,344 | **641** | 63 | **886** | 796 | **1,272** | 992 | **1,825** | 1,492 |
| Of which Employee Commuting | **4,842** | 3,876 | – | – | **2,087** | 1,518 | **1,097** | 1,109 | **1,659** | 1,247 |
| Of which Upstream Leased Assets | **20** | – | – | – | – | – | **12** | – | **7** | – |
| | | | | | | | | | | |
| Total t/$CO_2$e | **52,438** | 57,723 | **36,063** | 38,646 | **5,671** | 9,115 | **4,688** | 5,124 | **6,016** | 4,838 |

1 Due to rounding, the sum of individual emissions categories or regional breakdowns may not exactly match the reported emissions totals.

2 This year, we changed our carbon emissions reporting supplier. It uses a different estimation methodology for fugitive emissions, fuel and electricity consumption, and emissions from waste disposal. See pages 28 and 72 for further information.

An independent third party has calculated the above greenhouse gas emissions estimates to cover all material sources of emissions for which the Group is responsible. The methodology used was that of the 'Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (revised edition, 2015)'. Responsibility for emissions sources was determined using the operational approach. All emission sources required under the 'Companies, Partnerships and Groups (Accounts and non-financial reporting) Regulations 2016' are included.

### Energy consumption ('SECR')

| | Current reporting year 1 January 2024–31 December 2024 | | Comparison reporting year 1 January 2023–31 December 2023 | |
|---|---|---|---|---|
| | **UK** | **Global (excluding UK)** | UK | Global (excluding UK) |
| Energy consumption used to calculate Scope 1 emissions (kWh) | **2,449,507** | **1,194,097** | 1,110,505 | 5,983,697 |
| Energy consumption used to calculate Scope 2 emissions (kWh) | **4,374,272** | **10,045,336** | 4,010,312 | 15,205,266 |
| Energy consumption used to calculate Scope 3 emissions (kWh) | **3,312,446** | **15,964,431** | 5,744,540 | 6,756,708 |
| Total energy consumption based on the above (kWh) | **10,136,225** | **27,203,864** | 10,865,358 | 27,945,671 |
| Intensity ratio: t$CO_2$e (gross Scope 1, 2,+3 Business Travel) per employee | **1.90** | | 2.06 | |

The above table and supporting narrative on page 28 summarise the Streamlined Energy and Carbon Reporting ('SECR') disclosure in line with the requirements for a quoted company, as per The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. The disclosure also extends beyond the scope of a quoted company and includes emissions intensity from Scope 3 Business Travel, including air and taxi.