Registered number: 8457573

# ICE Benchmark Administration Limited

## Annual Report and Financial Statements

## For the Year Ended 31 December 2023

## Company information

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| **Directors** | John David Crompton<br>Benoit Leonard de Juvigny<br>Elizabeth Kathryn King<br>Candice Koederitz<br>Gerard Anthony Manley<br>Michel André Jean-Edmond Prada<br>Clive Pieter de Ruig<br>Nigel Paul Topping |
| **Company secretary** | Thomas Christopher Evans |
| **Registered number** | 8457573 |
| **Registered office** | Milton Gate<br>60 Chiswell Street<br>London<br>EC1Y 4SA |
| **Auditor** | Ernst & Young LLP<br>25 Churchill Place<br>London<br>E14 5EY |

**ICE Benchmark Administration Limited**

**Contents**

## Strategic Report
## For the Year Ended 31 December 2023

### Introduction

The directors present their Strategic Report for ICE Benchmark Administration Limited ('the Company') for the year ended 31 December 2023.

### Principal activities and review of the business

The Company is the regulated administrator of a range of benchmarks and services and currently administers LIBOR®, ICE Swap Rate®, the LBMA Gold Price and the LBMA Silver Price, ICE Term Reference Rates, ICE Risk Free Rate ('RFR') Indexes and, until 29 December 2023, the Tradeweb ICE U.S. Treasury Closing Prices. ICE, ICE LIBOR, LIBOR and ICE Swap Rate are trademarks of the Company and/or its affiliates. The Company also operates the ISDA Standard Initial Margin Model ('SIMM') Crowdsourcing Utility and the ICE Carbon Reference Entity Data Service ('ICE CRED'). In addition, the Company operates as the calculation agent for EFTERM, a forward-looking €STR-based term rate administered by the European Money Markets Institute ('EMMI'). In addition, the Company is developing the ICE Commodity Traceability ('ICE CoT') service which is a platform designed to help cocoa and coffee traders and operators satisfy their due diligence obligations under the EU Deforestation Regulation ('EUDR') which is due to enter into application on 30 December 2024.

The Company combines robust regulatory and governance frameworks with advanced technology to bring credibility and trust to globally important benchmarks and other services. The Company is independently capitalised.

Turnover decreased by $4,217,000, or 8%, for the year ended 31 December 2023, from the comparable period in 2022. Administrative expenses increased by $629,000, or 2%, for the year ended 31 December 2023, from the comparable period in 2022. As a result, operating profit decreased by $4,846,000, or 19%, for the year ended 31 December 2023, from the comparable period in 2022.

The Company is authorised and regulated by the UK's Financial Conduct Authority ('FCA') for the regulated activity of administering a benchmark and the Company is authorised as a benchmark administrator under the UK Benchmarks Regulation ('UK BMR').

The Company is a wholly-owned subsidiary of NYSE Holdings UK Limited, a private limited company registered in England and Wales. The Company's ultimate parent and controlling entity is Intercontinental Exchange, Inc. ('ICE'), a corporation registered in Delaware, United States. Related companies in these financial statements refer to members of the ICE Group of companies ('the Group').

#### *LIBOR®*

LIBOR was a short-term interest rate benchmark. Immediately prior to 31 December 2021, LIBOR was calculated for five currencies (USD, GBP, EUR, CHF and JPY) and for seven tenors in respect of each currency (Overnight/Spot Next, 1-Week, 1-Month, 2-Months, 3-Months, 6-Months and 12-Months) using input data contributed by large banks active in the wholesale money markets.

LIBOR is in the process of being wound-down.

Publication of all CHF and EUR LIBOR settings, the 1 Week and 2 Months USD LIBOR settings, and the Overnight/Spot Next, 1-Week, 2-Months and 12-Months GBP and JPY LIBOR settings ceased after the publications on 31 December 2021.

Publication of the Overnight and the 12-Months USD LIBOR settings ceased after the publications on 30 June 2023.

The FCA designated the 1-, 3- and 6-Months GBP and JPY LIBOR settings as "Article 23A benchmarks" for the purposes of the UK BMR with effect from 1 January 2022, and designated the 1-, 3- and 6-Months USD

LIBOR settings as “Article 23A benchmarks” with effect from 3 July 2023, and compelled the Company to publish these settings from these dates. The FCA required the Company to calculate these settings using a changed, “synthetic” methodology. The “synthetic” methodology is not based on panel bank contributions and the resulting settings are not representative of the underlying market or economic reality they were intended to measure before designation as “Article 23A benchmarks”, including for the purposes of the UK BMR.

The FCA is requiring the Company to continue to publish the 3-Months “synthetic” GBP LIBOR setting until 28 March 2024, after which this setting is expected to permanently cease.

The FCA is also requiring the Company to continue to publish the 1-, 3- and 6-Months “synthetic” USD LIBOR settings, which is expected to continue until 30 September 2024, after which these settings are expected to permanently cease.

Publication of the 1-, 3- and 6-Months “synthetic” JPY LIBOR settings ceased after the publications on 30 December 2022.

Publication of the Overnight and the 1- and 6-Months “synthetic” GBP LIBOR settings ceased after the publications on 31 March 2023.

Usage of any “synthetic” LIBOR settings may be restricted or prohibited in certain circumstances under applicable law and may also be subject to regulator guidance. Users of LIBOR should take legal and financial advice in all relevant jurisdictions to ensure they understand the impact of the cessation or unrepresentativeness of any LIBOR settings on themselves and their counterparties.

Further details are available at https://www.ice.com/iba/libor.

***ICE Swap Rate®***

ICE Swap Rate is recognised as the principal global benchmark for swap rates and spreads for interest rate swaps. ICE Swap Rate is used as the exercise value for cash-settled swaptions, for close-out payments on early terminations of interest rate swaps, for some floating rate bonds and for valuing portfolios of interest rate swaps.

The Company publishes GBP SONIA ICE Swap Rate benchmark settings. The Company also publishes GBP SONIA Spread-Adjusted ICE Swap Rate settings, determined in line with the methodology proposed by the Non-Linear Task Force of the Working Group on Sterling Risk-Free Reference Rates in its paper “Transition in Sterling Non-Linear Derivatives referencing GBP LIBOR ICE Swap Rate (ISR)”.

The Company publishes USD SOFR ICE Swap Rate benchmark settings. The Company launched USD SOFR Spread-Adjusted ICE Swap Rate settings as a benchmark for use by licensees on 3 July 2023. The settings are determined in line with the methodology suggested by the Alternative Reference Rates Committee (‘ARRC’) in its white paper “Suggested Fallback Formula for the USD LIBOR ICE Swap Rate”.

The Company ceased the publication of all USD LIBOR ICE Swap Rate benchmark “runs” (i.e., USD LIBOR Rates 1100, USD LIBOR Spreads 1100 and USD LIBOR Rates 1500) for all tenors after 30 June 2023. Publication of all GBP LIBOR ICE Swap Rate settings ceased after 31 December 2021. The Company refers users of ICE Swap Rate settings in respect of which LIBOR serves as the floating leg for the relevant interest rate swaps to the information regarding LIBOR above and https://www.ice.com/iba/libor.

Further details are available at https://www.ice.com/iba/ice-swap-rate.

### *LBMA Gold Price and the LBMA Silver Price*

The LBMA Gold Price and the LBMA Silver Price are the global benchmark prices for unallocated gold and silver delivered in London, derived from the Company's electronic auction process. Banks, producers, the investment community, central banks, fabricators, jewellers and other consumers, as well as market participants from around the globe, use the benchmarks as reference prices.

The Company operates electronic auctions for spot, unallocated loco London gold and silver, providing a market-based platform for buyers and sellers to trade. The auctions are run in USD at 10:30 and 15:00 London time for gold and at 12:00 London time for silver. The final auction prices are published as the LBMA Gold Price AM, the LBMA Gold Price PM and the LBMA Silver Price benchmarks respectively, with benchmarks also published in GBP and EUR.

Further details are available at https://www.ice.com/iba/lbma-gold-silver-price.

### *ICE Term Reference Rates*

The Company's ICE Term Reference Rates are designed to measure expected (i.e., forward-looking) risk-free-rates over 1-, 3-, 6-, and 12- Month tenor periods, and are based on a waterfall methodology.

The Company currently publishes ICE Term SONIA Reference Rates and ICE Term SOFR Reference Rates.

Further details are available at https://www.ice.com/iba/risk-free-rates.

### *ICE Risk Free Rate (RFR) Indexes*

The ICE Risk Free Rate (RFR) Indexes are a set of indexes based on SOFR, SONIA, €STR and TONA, providing daily values that represent accrued compound interest relative to a first day value of 100.

The ICE RFR Indexes have been developed to help address the key operational considerations of lenders and borrowers of RFR-based loans. The index values are designed to provide a simple method for calculating compound interest between any two index dates, allowing parties to agree transparently on interest accruals.

Further details are available at https://www.ice.com/iba/rfr-indexes.

### *Tradeweb ICE U.S. Treasury Closing Prices*

The Company administered the Tradeweb ICE U.S. Treasury Closing Prices, a source of comprehensive, high quality reference prices for the U.S. Treasury market, until 29 December 2023.

Further details are available at https://www.ice.com/iba/us-treasuries.

### *ISDA SIMM*

The ISDA Standard Initial Margin Model ('ISDA SIMM') is a common methodology for calculating initial margin for non-centrally cleared derivatives. With ISDA SIMM, the margin calculations depend upon the identification of appropriate ISDA SIMM Risk Buckets for each underlying asset. The Company's ISDA SIMM Crowdsourcing Facility covers the aggregation and compilation of risk buckets for the underlying assets, enabling market participants to implement the ISDA SIMM consistently and agree the margin that needs to be exchanged.

Further details are available at https://www.ice.com/iba/isda-simm/crowdsourcing-facility.

### *ICE Carbon Reference Entity Data Service*

The Company has launched the ICE Carbon Reference Entity Data Service (‘ICE CRED’) as a reference data service for the carbon markets. The Company imports data in respect of carbon credits from registries daily, and uses organisational data management to normalise, standardise and aggregate the data.

ICE CRED is designed to support carbon credit market participants throughout the trading lifecycle, providing the opportunity to reduce operational risk and cost and promote greater scalability in their carbon credit trading operations.

Further details are available at https://www.ice.com/iba/ice-cred.

## Section 172(1) statement - Stakeholder engagement

The following disclosures describe how the directors have had regard to the matters set out in section 172(1)(a) to (f) and form the directors’ statement required under section 414CZA of the Companies Act 2006.

The Board oversees, challenges and directs management in the long-term interests of the Company, its customers, shareholders and other stakeholders. It is the duty of the Board to serve as a prudent fiduciary for shareholders, to oversee the management of the Company and to promote the success of the Company. Board decisions are undertaken with regard to the success and long-term stability of the Company for the benefits of its stakeholders and the Board is regularly engaged in business strategy, risk oversight, financial reporting and corporate responsibility matters.

The tables that follow on pages 4 to 10, describe how the directors have performed their duty to promote the success of the Company as required by 172(1)(a) to (f) of The Companies Act 2006 during 2023.

| Stakeholder group | Form of Engagement | Key topics and impact of engagement |
|---|---|---|
| **Shareholder**<br>Intercontinental Exchange, Inc., as ultimate shareholder, and its affiliates (“ICE Group” or “ICE”). ICE’s network of exchanges, clearing houses, data and technology services enables market participants around the world to raise and invest capital and manage risk.<br><br>The Company operates independently, acting as a regulated administrator of a range of benchmarks and a provider of other information and data. | The President (a director of the Company) is a member of the ICE Group Operational Oversight Committee.<br><br>The Company also engages with ICE on global best practices for enterprise risk management, business continuity arrangements and other key functions, and in relation to ICE’s provision of services to the Company (as discussed in the Suppliers section, on page 6). | Development of benchmark and other data administration technology to enhance benchmark and other data administration services, designing and building administrative tools to develop existing and new initiatives, and the cessation of and transition from LIBOR. |

**Strategic Report (Continued)**
**For the Year Ended 31 December 2023**

| Stakeholder group | Form of Engagement | Key topics and impact of engagement |
|---|---|---|
| **Customers**<br>The Company's customers are wide-ranging. Access to accurate, reliable information is essential to the integrity and everyday functioning of global markets and the economies which they support. Benchmarks and other information form a vital part of this ecosystem, helping market participants to assess the value of assets and make informed business decisions with confidence. | The Company liaises regularly with customers through its licensing and operational teams and the Company's management team regularly conducts outreach with customers to understand their ongoing requirements.<br><br>Trade associations and other stakeholders are present on the Company's Oversight Committees for its benchmarks and information services.<br><br>The Company publishes various information and discussion papers on its benchmarks and other information services and on other strategic initiatives.<br><br>The Company consults with customers and other stakeholders on material changes to its benchmark methodologies and on potential benchmark cessations. | Through its engagement, the Company has sought to support and contribute towards the integrity and continued proper functioning of global markets and the economies which they support.<br><br>The Company launched USD SOFR Spread-Adjusted ICE Swap Rate settings as a benchmark for use by licensees on 3 July 2023.<br><br>In June 2023 the Company announced its plans to launch the ICE CoT service to support the cocoa and coffee industries in meeting the requirements of the EU's regulation relating to deforestation and forest degradation. The Company anticipates launching ICE CoT in 2024.<br><br>In September 2023 the Company announced its collaboration with Meridia Land B.V ('Meridia'), an agricultural technology company specializing in the verification of farm origin and supply chain data, to support the launch of the ICE CoT service.<br><br>The Company has continued to update its customers regarding LIBOR cessation and transition and USD LIBOR ICE Swap Rate cessation. Further details are available at https://www.ice.com/iba/libor and https://www.ice.com/iba/ice-swap-rate.<br><br>Please see the Principal activities and review of the business section for further details. |

| Stakeholder group | Form of Engagement | Key topics and impact of engagement |
|---|---|---|
| **People** | | |
| Our people include colleagues directly employed by the Company, and secondees and consultants who work exclusively for the Company.<br><br>The Company's long-term success is predicated on the skills, commitment, engagement and success of our people and, in many functions, their specific expertise required in the provision of benchmark and other information services. | Engagement with our people includes interactive 'town halls', periodic staff update meetings, interactive 'Lunch and Learn' sessions and a broad range of email and web-based communications.<br><br>Feedback is gathered across a mix of 'always on feedback', employee surveys and individual employee-focused assessments. The President regularly communicates the outcome of this engagement with our people to the Board and provides feedback on various employee matters. In addition, functional heads present on various topics to the Board at meetings. There is also an established whistleblowing policy and procedure. | The ICE Group continues to conduct a biannual employee survey (most recently conducted in 2022) and feedback gathered on topics such as collaboration, communication, problem solving and leadership is being used to develop our people's work experience. Employee feedback has resulted in the introduction of new online training tools.<br><br>In 2023 ICE announced plans for a new London office to be opened and Company employees are expected to re-locate to the new location, which remains in the City of London, mid-2024.<br><br>The Company continues to develop and refine, with employee feedback, its adopted tiered and flexible work arrangement policy which includes a mix of home-based and office-based working. |
| **Suppliers** | | |
| To support operations, ICE provides various services to the Company. The Company uses technology owned and developed by ICE, and related services, to provide its services.<br><br>The Company sources data from various data providers in order to provide and administer its benchmarks and other information services.<br><br>The Company also utilises a range of other suppliers and service providers which provide the Company with the goods and services relied upon for operations, ranging from large multinational companies to smaller-scale local service providers. | Management and the Board utilise the mechanisms discussed in the Shareholder section, on page 4, to engage effectively with suppliers of services from the ICE Group.<br><br>The Company has contractual outsourcing and data provision arrangements which govern its relationships with both internal and external outsourced service providers.<br><br>Data providers are present on some of the Company's Oversight Committees for its benchmarks and information services.<br><br>The Company performs thorough due diligence regarding its non-ICE Group suppliers when on-boarding and on a recurring basis.<br><br>We expect all our suppliers to be compliant with the Modern Slavery Act and we work closely with our suppliers to build on our knowledge and promote best practice. | Key topics of engagement in relation to the ICE Group suppliers included technology development and business continuity arrangements, see the Shareholder section on page 4 for more detail.<br><br>Generally, any changes to services and development initiatives are worked on concurrently between the Company and its service providers.<br><br>The Board receives updates on the duty to report on prompt payment, practices and performance. The most recently published payment practices report showed the average time to pay an invoice was 21 days. The Company continues to engage with suppliers to improve workflow and refine payment practices.<br><br>The Board approves the Company Modern Slavery statement on an annual basis. |

**Strategic Report (Continued)**
**For the Year Ended 31 December 2023**

| Stakeholder group | Form of Engagement | Key topics and impact of engagement |
|---|---|---|
| **Regulators and Policy Makers** | | |
| The Company is authorised and regulated by the UK's Financial Conduct Authority (FCA) for the regulated activity of administering a benchmark. The Company is authorised as a benchmark administrator under the UK BMR.<br><br>Effective engagement with the Company's regulator and other policy makers is fundamental to the business, which requires regulatory permissions to operate. | The Company is subject to ongoing supervision by its regulator. Members of the Board and senior management meet with the Company's regulator on various topics on an ongoing basis.<br><br>Routine reports on a broad range of data are provided to the FCA. Further, the Company shares knowledge and expertise with regulators, legislators and industry organisations to contribute to the development of policy initiatives.<br><br>Information provided by management at Board meetings is made available to the FCA.<br><br>The President of the Company and other senior management present regularly at conferences and other industry events related to benchmarks and data. | Key topics of engagement with regulators included the evolution of the benchmarks administered by the Company, the development of new benchmarks and data services, and LIBOR cessation and transition.<br><br>Maintaining good relationships with our regulator and other policy makers and ensuring compliance with applicable legal and regulatory obligations helps to contribute towards maintaining high standards of business conduct. |
| **Community and society** | | |
| The global financial community, the non-financial economy, and wider society including the environment are stakeholders impacted by the actions and continued success of the Company.<br><br>The ICE Group's annual Sustainability Report and more information about ICE's approach to Environmental, Social and Governance ('ESG') can be found by visiting: https://www.ice.com/about/corporate-responsibility<br><br>This report addresses a range of key topics that are also relevant for the Company. | The benchmarks and information services operated by the Company are relied upon globally. The Company has implemented processes, governance, systems, controls and technology that enhance the transparency and integrity of these services.<br><br>We believe that it is important to create opportunities for the Company and its people to make a difference by helping others in our communities.<br><br>We pursue that goal through financial support and volunteering both time and talents using several channels, including charitable donations and an employee matching program. | The ICE Group operates a certified environmental management system for the Company's primary office to ensure that we meet and, wherever possible, exceed compliance obligations such as legal and regulatory requirements, industry standards and other voluntary commitments related to our environmental aspects.<br><br>ICE's energy management program is heavily focused on its data centres.<br><br>The Directors' Report, page 13, contains information on the Company's statutory energy and carbon reporting.<br><br>The ICE Group's Modern Slavery Statement and Data Privacy Policies have been published on the ICE website and these statements and policies apply to the Company. |

## Principal decisions

The Company defines principal decisions as those made during the year that are material and significant to any key stakeholder groups as defined in the Stakeholder engagement section of the Strategic Report. In making the following principal decisions the Board considered the outcome from its stakeholder engagement as well as the need to maintain a reputation for high standards of business conduct.

| Decision | Impact | Stakeholder considerations |
|---|---|---|
| **Benchmark methodologies and governance**<br>The Board reviews and approves the methodologies for each of the benchmarks administered by the Company, the establishment and membership of oversight committees, and related governance policies and frameworks. | The Company monitors and evolves its benchmarks to produce reliable values which are designed to reflect the relevant underlying market, in line with applicable law and regulation.<br><br>The Company determines its benchmarks in accordance with the approved methodologies and operates in accordance with relevant governance procedures and frameworks.<br><br>The Board considered a number of development opportunities to enhance further the benchmark and other information services available to the Company's customers. | The Board considered and approved the SOFR Spread-Adjusted ISR methodology benchmark methodology.<br><br>The Board considered and approved oversight committee membership appointments and reappointments, and the governance policies and frameworks to be in the best interests of the Company.<br><br>No single or combined stakeholder groups were left disadvantaged by the Board's approvals. |
| **Regulatory capital requirements**<br>The Board reviewed and approved the annual regulatory capital requirements and the amount of capital and financial resources allocated to meet these requirements (see note 11 for amounts). | Holding sufficient capital to safeguard against risk and meet ongoing regulatory requirements is necessary for the immediate and long-term sustainability and success of the Company and underpins the business model. | Restricting and safeguarding appropriate amounts of capital ensures the Company has adequate levels of capital to protect against the risk of disruption to the provision of services, or to be able to wind down or restructure following a stress event, if necessary. |
| **Board appointments**<br>In January 2023, Mr. Nigel Topping was appointed to the Company's Board of directors.<br><br>In July 2023, Ms. Elizabeth King was appointed to the Company's Board of directors. | The new appointments bring extensive experience, skills and knowledge serving the needs of the Company and its stakeholders. | The appointment of a director is subject to a rigorous procedure which includes interviews with various members of management and the Board of directors and, in the case of the President, approval from the FCA.<br><br>Approval from the FCA is required for the appointment of the chair of the Board of directors of the Company. |

**Strategic Report (Continued)**
**For the Year Ended 31 December 2023**

| Decision | Impact | Stakeholder considerations |
|---|---|---|
| **Dividends**<br>The Board reviewed and approved a total of $18.7 million in dividend distributions which were paid during the year, see note 16. | During determination of the dividend distributions, the Board duly considered the Company's ongoing operational, capital, regulatory and legal requirements and incorporated adequate contingency for reasonable foreseeable future events in order to assess suitability of making a distribution.<br><br>No alternative use of capital was identified as having been foregone in favour of the dividends paid as all financial resources and capital required for other principal decisions made had been provided for. | The Board considered the dividends to be in the best interests of the Company having carefully considered the impact to all of its stakeholders based on the information provided by senior management at the time of each dividend.<br><br>No single or combined stakeholder groups were left disadvantaged or lacking resources otherwise needed following the dividend declarations. |
| **Business developments**<br>The Board considers strategic and business development opportunities to enhance further the benchmark and other information available to the Company's customers. | The Board approved the ongoing development of the ICE CoT service. | By considering strategic and business development initiatives, and launching prototype benchmarks and data services prior to formal launch, the Company seeks to develop and produce benchmark rates and data that it can publish and license on a reliable and representative basis, to assist market participants with their benchmarking and data needs. |
| **Provision of LIBOR settings**<br>Further to FCA announcements, certain LIBOR settings have ceased or will cease, and certain other LIBOR settings have been, continue to be, and may in the future be, published on a "synthetic" basis under compulsion from the FCA.<br><br>Please see the Principal activities and review of the business section for further details. | The Company has ceased to provide the LIBOR settings that the FCA stated would cease after 31 December 2021 and 30 June 2023, and has published the "synthetic" LIBOR settings required by the FCA. | The Company has informed stakeholders of the FCA's announcements relating to the cessation of certain LIBOR settings and the requirements to publish "synthetic" LIBOR.<br><br>The Company has notified licence holders regarding the cessations of certain LIBOR settings and the requirements to publish "synthetic" LIBOR. |
| **Provision of ICE Swap Rate Settings**<br>Following consultation, the Company announced that it would cease the publication of all USD LIBOR ICE Swap Rate settings after publication on 30 June 2023. | During 2022, the Company consulted on a proposal to cease the publication of all USD LIBOR ICE Swap Rate settings after end-June 2023 and published its feedback statement. | The Company ceased the publication of all USD LIBOR ICE Swap Rate settings after end-June 2023.<br><br>The Company intends to launch a SOFR Swap Spreads ICE Swap Rate and a €STR ICE Swap Rate as soon as possible during 2024. |

| Decision | Impact | Stakeholder considerations |
|---|---|---|
| **Provision of ICE Swap Rate Settings (continued)** | | |
| Following consultation, the Company announced that it intends to launch a SOFR Swap Spreads ICE Swap Rate a €STR ICE Swap Rate. | The Company consulted in October 2023 on proposals to extend the current suite of ICE Swap Rate benchmarks to include a SOFR Swap Spreads ICE Swap Rate and a €STR ICE Swap Rate and published the feedback statement in February 2024. | |

## Principal risks and uncertainties

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

1. The Company's revenues depend on the administration of benchmarks and other data. Should the Company fail to adequately administer the benchmarks and other data, there is a risk that the existing mandates to operate them could become untenable and opportunities to operate other benchmarks and other data would be restricted.

2. There is a risk of any failures, negative publicity or lawsuits in relation to the Company's administration of benchmarks, which could result in a loss of confidence in the administration of these benchmarks and could harm our business and reputation.

3. The Company faces intense competition. If the Company is unable to keep up with rapid changes in technology and client preferences, it could negatively impact its competitive position.

4. The Company requires eligible and sufficient input data from relevant markets to calculate and publish its benchmarks and other data, and there is a risk that the availability of this data reduces or that it becomes unavailable, or that activity in the markets underlying its benchmarks and other data declines or disappears.

5. The Company's systems and those of its third-party service providers are vulnerable to cyber-attacks, hacking and other cyber security risks, which could result in wrongful manipulation, disclosure, destruction, or use of our information or that of a third party, or which could make the participants reluctant to use the Company's products.

6. The Company faces the risk of changes to the regulatory environment in which it operates, which may result in changes to and transitions from its benchmarks and other data, reduced revenues, higher costs or changes to the business model. As a regulated administrator of a range of benchmarks, the Company will continue to be subject to extensive regulation, including the UK BMR. Any action by regulators or regulatory developments may be significant to the business.

7. Risks could adversely affect the Company as a consequence of the process involved in the cessation of and transition from LIBOR, including the requirement for the Company to continue publishing certain LIBOR settings using a changed and unrepresentative methodology (also known as "synthetic" methodology), the FCA announcing the cessation of certain LIBOR settings and the recommendations of alternative replacement rates for LIBOR settings.

## Strategic Report (Continued)
## For the Year Ended 31 December 2023

8. The Company's success largely depends on key personnel, including senior management, and having adequate succession plans in place. The Company may not be able to attract, retain and develop the highly skilled employees needed to support the business.

### LIBOR Litigation

*McCarthy et al. v. ICE, et al.*

A complaint against ICE and several of its subsidiaries, including the Company, as well as several multinational banks and various of their respective subsidiaries and affiliates was filed in the United States District Court for the Northern District of California on behalf of a number of individual plaintiffs in August 2020. This complaint was not brought as a class action.

The lawsuit alleges that the setting of USD LIBOR is per se horizontal price fixing and an unlawful conspiracy to monopolise in breach of the Sherman and Clayton Antitrust Acts, resulting in LIBOR being set too high. Plaintiffs sought unspecified treble damages and other relief.

On 23 December 2021, the court denied the plaintiffs' motion for a preliminary injunction. Additionally, Defendants filed a motion to dismiss the complaint on 1 October 2021, and the motion was granted on 13 September 2022. The court dismissed the case without prejudice, with leave to amend. On 4 October 2022, the plaintiffs filed an amended complaint. The Defendants filed a new motion to dismiss, and the briefing on this motion was completed on 10 January 2023. The complaint was dismissed without leave to amend on 10 October 2023. Plaintiffs filed a notice of appeal on 8 November 2023 to the United States Court of Appeals for the Ninth Circuit, and briefing of the appeal is scheduled to be completed by the end of March 2024.

### Approval

This report was approved by the board on 25 March 2024 and signed on its behalf.

Clive de Ruig (Mar 27, 2024 09:30 GMT)

Clive Pieter de Ruig
Director

## Directors' Report
## For the Year Ended 31 December 2023

The directors present their report and the financial statements for the year ended 31 December 2023.

### Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Results and dividends

The profit for the year, after taxation, amounted to $16,388,000 (2022: $20,165,000).

Dividends of $18,700,000 were declared by the directors and paid during the year (2022: $24,500,000).

### Directors

The directors who served during the year or subsequent to year end up to the date of authorisation of these financial statements were:

Timothy Joseph Bowler (resigned 15 February 2024)
John David Crompton
Benoit Leonard de Juvigny (appointed 1 March 2024)
Elizabeth Kathryn King (appointed 6 July 2023)
Candice Koederitz
Gerard Anthony Manley (appointed 22 February 2024)
Michel André Jean-Edmond Prada
Clive Pieter de Ruig
Nigel Paul Topping (appointed 1 January 2023)

Information on how the directors have discharged their duties under s. 172 of the Companies Act 2006 is available in the Company's Strategic Report.

**Directors' Report (Continued)**
**For the Year Ended 31 December 2023**

### Global Market Conditions

The Company is affected by global economic conditions, including macroeconomic conditions and geopolitical events or conflicts. Since 2022, macroeconomic conditions, including interest rates volatility, inflation and significant market volatility, along with geopolitical concerns, including the conflicts in Ukraine, Israel and Gaza, have created ongoing uncertainty and volatility in the global economy and resulted in a dynamic operating environment, and these impacts may continue in 2024. From an operational perspective these events have not resulted in a material negative impact to the Company.

The Company expects the macroeconomic environment to remain dynamic in the near-term, and continues to monitor macroeconomic conditions, including interest rates, the inflationary environment, geopolitical events and military conflicts, including repercussions from the conflicts in Ukraine, Israel and Gaza and the impact that any of the foregoing may have on the global economy and on our business.

### Streamlined Energy and Carbon Report

The Company's Streamlined Energy and Carbon Report ('SECR') disclosures are presented at an ICE UK Group level in the financial statements of ICE Europe Parent Limited, registered company number 7295772, which will be publicly available on Companies House prior to 30 September 2024.

### Non-adjusting post balance sheet event

A dividend of $2,100,000 was paid on 21 March 2024.

### Qualifying third-party indemnity provisions

The Company has granted an indemnity to directors against liabilities in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third-party indemnity provisions were in place during the relevant financial year and remain in force as at the date of approving the Directors' Report.

### Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### Auditors

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

**Directors' Report (Continued)**
**For the Year Ended 31 December 2023**

**Approval**

This report was approved by the board on 25 March 2024 and signed on its behalf.

Clive de Ruig (Mar 27, 2024 09:30 GMT)

Clive Pieter de Ruig
Director

## Opinion

We have audited the financial statements of ICE Benchmark Administration Limited for the year ended 31 December 2023 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 21, including a summary of significant accounting policies The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

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

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

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period up to 25 March 2025, being not less than twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

## Other information

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

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

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

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

## Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion :

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 12, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

## Auditor's responsibilities for the audit of the financial statements

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

***Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud***

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company. It is authorised and regulated by the Financial Conduct Authority ('FCA') in the UK for the regulated activity of administering a benchmark and is authorised as a benchmark administrator under the UK Benchmarks Regulation ('UK BMR'). The Company is required to comply with the UK BMR and the FCA's rules for benchmark administrators. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Financial Reporting Standard 102 and the relevant direct and indirect taxation regulations.
- We understood how the Company is complying with those frameworks to prevent override of controls designed to prevent fraud by enquiry of management and the directors to understand how the Company maintains and communicates its policies and procedures as well as through the evaluation of corroborating documentation. We also reviewed correspondence with relevant authorities.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by making enquiries of management, and those charged with governance, and by considering their incentives to manage earnings or influence the perceptions of stakeholders.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations and to address the risk of management override of controls. Our procedures involved testing controls that exist at the entity level, as well as controls at the individual transaction level. We tested specific manual adjusting journal entries, where we exercised a heightened level of professional scepticism and included an element of unpredictability in the nature, timing and extent of our testing.

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

**Use of our report**

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

Ernst & Young LLP

Thomas Slater
Senior statutory auditor
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
27 March 2024

Notes:

1. The maintenance and integrity of the ICE Benchmark Administration Limited web site is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the web site.

2. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Statement of Comprehensive Income
## For the Year Ended 31 December 2023

| | Note | 2023<br>$000 | 2022<br>$000 |
|---|---|---|---|
| Turnover | 2 | **46,829** | 51,046 |
| **Gross profit** | | **46,829** | 51,046 |
| Administrative expenses | | **(26,467)** | (25,838) |
| **Operating profit** | 3 | **20,362** | 25,208 |
| Interest receivable | 7 | **854** | 81 |
| **Profit before tax** | | **21,216** | 25,289 |
| Tax on profit | 8 | **(4,828)** | (5,124) |
| **Profit for the financial year** | | **16,388** | 20,165 |
| Other comprehensive income for the year | | **—** | — |
| **Total comprehensive income for the year** | | **16,388** | 20,165 |

There were no recognised gains and losses for 2023 or 2022 other than those included in the Statement of Comprehensive Income.

The notes on pages 22 to 32 form part of these financial statements.

**ICE Benchmark Administration Limited**
**Registered number: 8457573**

**Balance Sheet**
**As at 31 December 2023**

| | Note | 2023 $000 | 2023 $000 | 2022 $000 | 2022 $000 |
|---|---|---|---|---|---|
| **Fixed assets** | | | | | |
| Intangible assets | 9 | | **278** | | — |
| | | | **278** | | — |
| **Current assets** | | | | | |
| Debtors: amounts falling due after one year | 10 | — | | 214 | |
| Debtors: amounts falling due within one year | 10 | **2,637** | | 4,062 | |
| Cash at bank and in hand | 11 | **24,781** | | 23,856 | |
| | | **27,418** | | 28,132 | |
| Creditors and other payables: amounts falling due within one year | 12 | **(7,109)** | | (4,250) | |
| **Net current assets** | | | **20,309** | | 23,882 |
| **Total assets less current liabilities** | | | **20,587** | | 23,882 |
| Creditors: amounts falling due after more than one year | 13 | | **(1,090)** | | (1,086) |
| **Net assets** | | | **19,497** | | 22,796 |
| **Capital and reserves** | | | | | |
| Called up share capital | 15 | | **15,700** | | 15,700 |
| Profit and loss account | | | **3,797** | | 7,096 |
| | | | **19,497** | | 22,796 |

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 25 March 2024.

Clive de Ruig (Mar 27, 2024 09:30 GMT)

Clive Pieter de Ruig
Director

The notes on pages 22 to 32 form part of these financial statements.

ICE Benchmark Administration Limited

## Statement of Changes in Equity
For the Year Ended 31 December 2023

| | Called up share capital | Profit and loss account | Total equity |
|---|---|---|---|
| | $000 | $000 | $000 |
| At 1 January 2022 | 15,700 | 10,124 | 25,824 |
| **Comprehensive income for the year** | | | |
| Profit for the year | — | 20,165 | 20,165 |
| **Total comprehensive income for the year** | — | 20,165 | 20,165 |
| Dividends: Equity capital | — | (24,500) | (24,500) |
| Payments under share-based payment agreements | — | (2,247) | (2,247) |
| Effect of capital contributions relating to share-based payment agreements | — | 1,581 | 1,581 |
| Decrease in amounts due under share-based payments recharge agreements | — | 1,973 | 1,973 |
| **Total transactions with owners** | — | (23,193) | (23,193) |
| At 1 January 2023 | 15,700 | 7,096 | 22,796 |
| **Comprehensive income for the year** | | | |
| Profit for the year | — | 16,388 | 16,388 |
| **Total comprehensive income for the year** | — | 16,388 | 16,388 |
| Dividends: Equity capital | — | (18,700) | (18,700) |
| Payments under share-based payment agreements | — | (1,646) | (1,646) |
| Effect of capital contributions relating to share-based payment agreements | — | 720 | 720 |
| Increase in amounts due under share-based payments recharge agreements | — | (61) | (61) |
| **Total transactions with owners** | — | (19,687) | (19,687) |
| **At 31 December 2023** | 15,700 | 3,797 | 19,497 |

The notes on pages 22 to 32 form part of these financial statements.

## 1. Accounting policies

### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard ('FRS') 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

### 1.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland':

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Intercontinental Exchange, Inc., as at 31 December 2023 and these financial statements may be obtained from www.ice.com.

### 1.3 Going concern

The Company has adequate financial resources and generates revenue from a number of different sources. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully in spite of the current uncertain economic and regulatory outlook.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period up to 25 March 2025, being not less than twelve months from when the financial statements are authorised for issue. In reaching this determination they have considered the cash flows and capital resources of the Company. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### 1.4 Turnover

Turnover comprises revenue recognised by the Company in respect of goods and services supplied during the year, exclusive of value added tax and trade discounts.

### 1.5 Intangible assets and amortisation

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

### 1.6 Cash at bank and in hand

Cash and cash equivalents comprise cash at bank and in hand and cash equivalents, which are short-term, highly liquid investments that are readily convertible to known amounts of cash, that are subject to an insignificant risk of changes in value. Therefore, an investment qualifies as a cash equivalent only when it has a short maturity of three months or less from the date of acquisition.

### 1.7 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities.

Debt instruments that are payable or receivable within one year, typically trade receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

Basic financial liabilities including trade and other payables are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the liability is measured at the present value of the future payments discounted at a market rate of interest. Basic financial liabilities, other than short-term payables, are subsequently carried at amortised cost, using the effective interest rate method. The effective interest rate amortisation is included in interest payable and similar expenses in the Statement of Comprehensive Income. Short-term trade and other payables with no stated interest rate which are payable within one year are recorded at transaction price.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

### 1.8 Provisions and contingent liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties. When payments are made, they are charged to the provision carried in the Balance Sheet.

Contingent liabilities are disclosed unless the probability of outflow of resources in settlement is remote.

### 1.9 Foreign currencies

The Company's functional and presentational currency is US dollars (“USD” or “$”). Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into US dollars at the rate ruling on the date of the transaction. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction.

Exchange gains and losses are recognised in the Statement of Comprehensive Income.

### 1.10 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid.

### 1.11 Pensions

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

### 1.12 Interest receivable

Interest receivable is recognised as earned.

### 1.13 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

### 1.14 Share-based transactions

The cost of employees' services received in exchange for the grant of rights under ICE group equity-based employee compensation schemes is measured at the fair value of the equity instruments at the date of the grant and is expensed over the vesting period. This expense in the profit and loss account is offset by the recognition of a capital contribution in reserves. In the case of Employee Stock Purchase Plans ('ESPP') and options granted, fair value is measured using the Black-Scholes pricing model. Under ESPP, employees may purchase ICE shares at a price equal to 85% of the lesser of the fair market value of the shares on the first or the last trading day of each offering period. A share-based payment expense is recognised for the 15% discount given to participating employees.

The Company has entered into recharge agreements with ICE in respect of ICE group incentive plans. Under the terms of the recharge agreements, the Company may be charged for the benefit of share-based compensation at the date of vesting/exercise, pro-rated over the period that the employees were in the service of the Company. Any amounts paid under these agreements have been recorded as a reduction of reserves.

Any liability under the recharge agreements with respect to outstanding share-based compensation, calculated at the share price at the balance sheet date and pro-rated over the life of the equity instrument, is also recorded as a distribution of reserves.

## 2. Turnover

An analysis of turnover by class of business is as follows:

| | **2023** | 2022 |
|---|---|---|
| | **$000** | $000 |
| Europe | **26,395** | 28,531 |
| North America | **11,643** | 11,617 |
| Rest of the world | **8,791** | 10,898 |
| | **46,829** | 51,046 |

## 3. Operating profit

The operating profit is stated after charging/(crediting):

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Exchange differences | **(225)** | 897 |

## 4. Audit remuneration

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts | **160** | 160 |
| Auditors' remuneration - non-audit | **233** | 218 |
| | **393** | 378 |

Non-audit fees relate to interim profit reviews and UK BMR compliance fees.

## 5. Employees

Staff costs, including directors' remuneration, were as follows:

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Wages and salaries | **4,864** | 6,367 |
| Social security costs | **515** | 546 |
| Cost of defined contribution scheme | **254** | 245 |
| | **5,633** | 7,158 |

Included in the wages and salaries costs disclosed above was a charge of $720,000 (2022: $1,581,000) in respect of share-based payment transactions.

The average monthly number of employees, including the executive directors, during the year was as follows:

| | 2023 No. | 2022 No. |
|---|---|---|
| | **19** | 20 |

## 6. Directors' remuneration

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Directors' emoluments | **1,044** | 1,354 |
| Company contributions to defined contribution pension schemes | **45** | 23 |
| | **1,089** | 1,377 |

During the year retirement benefits were accruing to 1 directors (2022: 2) in respect of defined contribution pension schemes. 1 directors (2022: 2) received shares in respect of qualifying services during the year.

The highest paid director received remuneration of $696,000 (2022: $615,000). The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to $45,000 (2022: $3,000).

## 7. Interest receivable

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Bank interest receivable | **854** | 81 |
| | **854** | 81 |

## 8. Taxation

| | 2023 $000 | 2022 $000 |
|---|---|---|
| **Current tax** | | |
| Current tax on profit for the year | **4,713** | 4,637 |
| Adjustments in respect of previous periods | **—** | 70 |
| | **4,713** | 4,707 |
| **Foreign tax** | | |
| Foreign tax on income for the year | **115** | 158 |
| **Total current tax** | **4,828** | 4,865 |
| **Deferred tax** | | |
| Changes to tax rates | **(4)** | 27 |
| Deferred tax charge/(credit) for the year | **4** | 232 |
| **Total deferred tax** | **—** | 259 |
| **Tax charge on profit on ordinary activities** | **4,828** | 5,124 |

### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2022: higher than) the standard rate of corporation tax in the UK of 23.5% (2022: 19%). The differences are explained below:

| | **2023** | 2022 |
|---|---|---|
| | **\$000** | \$000 |
| **Profit on ordinary activities before tax** | **21,216** | 25,289 |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.5% (2022: 19%) | **4,986** | **4,805** |
| **Effects of:** | | |
| Adjustments to tax charge in respect of prior periods | **—** | 70 |
| Income not taxable for the year | **(21)** | (8) |
| Statutory deduction on share schemes in (excess)/shortfall of accounting charges | **(248)** | 72 |
| Change in rates | **(4)** | 27 |
| Foreign tax on income for the year | **115** | 158 |
| **Total tax charge for the year** | **4,828** | 5,124 |

### Factors that may affect future tax charges

The headline rate of UK corporation tax for the period was 19%. On 3 March 2021 it was announced, and later enacted on 10 June 2021, that the UK corporation tax rate would increase from 19% to 25% from 1 April 2023. The blended rate of UK corporation tax for the period was therefore 23.5%.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Given that the 25% rate was enacted at the time of the balance sheet date, the closing deferred tax balances have been calculated with reference to this rate. The deferred tax asset is expected to decrease by $67,000 before 31 December 2024.

On 11 July 2023, the UK Finance (No. 2) Act 2023 enacted the Pillar Two income taxes legislation effective from 1 January 2024. Under the legislation, the Company would be required to pay, in the United Kingdom, top-up tax on profits in each jurisdiction in which the Company operates that are taxed at an effective tax rate of less than 15 per cent. The Company is in scope of the enacted legislation and has performed an assessment of its potential exposure to Pillar Two income taxes. The assessment of the potential exposure to Pillar Two income taxes is based on the most recent tax filings, country-by-country reporting and financial statements. Based on the assessment performed, the Pillar Two effective tax rates in all jurisdictions in which the Company operates are above 15% and, therefore, the Company does not anticipate a potential exposure to Pillar Two top-up taxes.

## 9. Intangible assets

| | Software development $ |
|---|---|
| **Cost** | |
| At 1 January 2023 | — |
| Additions | **278** |
| At 31 December 2023 | **278** |
| **Amortisation** | |
| At 1 January 2023 | — |
| At 31 December 2023 | — |
| **Net book value** | |
| At 31 December 2023 | **278** |
| At 31 December 2022 | — |

The amounts capitalised in 2023 relate to costs associated with the external development of the ICE CoT technology platform. Amortisation will begin from the point at which the asset is ready for its intended use.

## 10. Debtors

| | **2023 $000** | 2022 $000 |
|---|---|---|
| **Due after more than one year** | | |
| Deferred taxation | **—** | 214 |
| | **—** | 214 |
| **Due within one year** | | |
| Trade debtors | **195** | 410 |
| Amounts owed by group undertakings | **1,061** | 1,484 |
| Other debtors | **109** | 78 |
| Prepayments and accrued income | **963** | 1,702 |
| Corporation tax | **95** | 388 |
| Deferred taxation | **214** | — |
| | **2,637** | 4,062 |

## 11. Cash at bank and in hand

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Cash at bank and in hand | **24,781** | 23,856 |
| | **24,781** | 23,856 |

The Company is required by the FCA to restrict the use of the equivalent of the operating costs of administering a critical benchmark for a period of six months in cash or cash equivalents at all times. At 31 December 2023 the amount was $11,830,000 (2022: $11,830,000).

The Company is also expected to hold an operational risk buffer equivalent to the operating costs of administering a critical benchmark for a period of three months in cash or cash equivalents. At 31 December 2023 this amounted to $5,915,000 (2022: $5,915,000).

## 12. Creditors and other payables: Amounts falling due within one year

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Trade creditors | **6** | — |
| Amounts owed to group undertakings | **1,434** | 303 |
| Other taxation and social security | **214** | 266 |
| Accruals | **5,455** | 3,681 |
| | **7,109** | 4,250 |

All creditors are unsecured. Accruals include $315,000 (2022: $258,000) due under share-based payments recharge agreements.

## 13. Creditors and other payables: Amounts falling due after more than one year

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Accruals | **1,090** | 1,086 |
| | **1,090** | 1,086 |

Accruals consists of $1,090,000 (2022: $1,086,000) due under share-based payments recharge agreements.

## 14. Deferred taxation

| | 2023 $000 | 2022 $000 |
|---|---|---|
| At beginning of year | **214** | 473 |
| Debit to the profit and loss | **—** | (259) |
| **At end of year** | **214** | 214 |

The deferred tax asset is made up as follows:

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Decelerated capital allowances | **26** | 31 |
| Short-term timing differences | **188** | 183 |
| | **214** | 214 |

## 15. Share capital

| | 2023 $000 | 2022 $000 |
|---|---|---|
| **Allotted, called up and fully paid** | | |
| 15,700,000 (2022: 15,700,000) Ordinary shares of $1 each | **15,700** | 15,700 |
| 1 (2022: 1) Ordinary shares of £1 each | **—** | — |
| | **15,700** | 15,700 |

The Company is a private company limited by shares and incorporated under the laws of England and Wales.

## 16. Dividends

| | 2023 $000 | 2022 $000 |
|---|---|---|
| Dividends paid on equity capital | **18,700** | 24,500 |
| | **18,700** | 24,500 |

## 17. Pension commitments

The Company operates money purchase pension schemes for eligible employees. The assets of the schemes are held separately from those of the Company in independently administered funds. There were no contributions outstanding at 31 December 2023 (2022: nil).

## 18. Contingent liability

*McCarthy et al. v. ICE, et al.*

A complaint against ICE and several of its subsidiaries, including the Company (the 'ICE Defendants'), as well as several multinational banks and various of their respective subsidiaries and affiliates (the 'Panel Bank Defendants') was filed in the United States District Court for the Northern District of California on behalf of a number of individual plaintiffs in August 2020. This complaint was not brought as a class action.

The lawsuit alleges that the setting of USD LIBOR is per se horizontal price fixing and an unlawful conspiracy to monopolise in breach of the Sherman and Clayton Antitrust Acts, resulting in LIBOR being set too high. Plaintiffs sought unspecified treble damages and other relief.

On 23 December 2021, the court denied the plaintiffs' motion for a preliminary injunction. Additionally, Defendants filed a motion to dismiss the complaint on 1 October 2021, and the motion was granted on 13 September 2022. The court dismissed the case without prejudice, with leave to amend. On 4 October 2022, the plaintiffs filed an amended complaint. The Defendants filed a new motion to dismiss, and the briefing on this motion was completed on 10 January 2023. The complaint was dismissed without leave to amend on 10 October 2023. Plaintiffs filed a notice of appeal on 8 November 2023 to the United States Court of Appeals for the Ninth Circuit, and briefing of the appeal is scheduled to be completed by the end of March 2024.

ICE and the Company intend to continue to vigorously defend this matter but cannot reasonably estimate at this time what the outcome and related timings might be.

## 19. Ultimate parent undertaking and controlling party

The Company is a wholly-owned subsidiary of NYSE Holdings UK Limited, a company incorporated and registered in England and Wales. The ultimate parent company and controlling entity is Intercontinental Exchange, Inc., a corporation registered in Delaware, United States.

The Company's financial statements have been included in the group financial statements of the ultimate parent company, Intercontinental Exchange, Inc.

The group financial statements of Intercontinental Exchange, Inc., may be obtained from the website www.ice.com.

## 20. Non-adjusting post balance sheet events

A dividend of $2,100,000 was paid on 21 March 2024.

## 21. Registered office

The registered office of the Company is:

Milton Gate
60 Chiswell Street
London
EC1Y 4SA
United Kingdom