

## FINAL TERMS

22 November 2012

### TULLETT PREBON PLC

Issue of Sterling 5.25 per cent. Notes due June 2019

under the £1,000,000,000  
Euro Medium Term Note Programme

Any person making or intending to make an offer of the Notes may only do so:

- (i) in the Public Offer Jurisdiction mentioned in paragraph 7(vi)(a) of Part B below, provided such person is of a kind specified in that paragraph and that the offer is made during the Offer Period specified in that paragraph; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 15 November 2012 which constitutes a base prospectus for the purposes of the Prospectus Directive (the "**Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. A summary of the Notes (which comprises the summary in the Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Prospectus has been published via the regulatory news service maintained by the London Stock Exchange ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html)).

- |    |     |  |                       |
|----|-----|--|-----------------------|
| 1. | (a) | Series Number:   | 1                     |
|    | (b) | Tranche Number:  | 1                     |
|    | (c) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable        |
| 2. |     | Specified Currency or Currencies:                                      | Pounds Sterling ("£") |
| 3. |     | Aggregate Nominal Amount:  |                       |

- (a) Series: The aggregate nominal amount of the Notes to be issued (the "**Aggregate Nominal Amount**") will depend, among other things, on the amount of Notes for which indicative offers to subscribe are received during the Offer Period (as defined at paragraph 7(vi)(a) of Part B below) and will be specified in an announcement (the "**Final Terms Confirmation Announcement**") to be published shortly after expiration of the Offer Period.
- (b) Tranche: As per paragraph 3(a) above
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. (a) Specified Denominations: £100
- (b) Calculation Amount: £100
6. (a) Issue Date: 11 December 2012
- (b) Interest Commencement Date: Issue Date
7. Maturity Date: 11 June 2019
8. Interest Basis: 5.25 per cent. Fixed Rate  
(see paragraph 13 below)
9. Redemption: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable
12. (a) Status of the Notes: Senior
- (b) Date of Board/Committee approval for issuance of Notes obtained: The Issuer has authorised the issue of the Notes at a meeting of the Board of Directors held on 8 November 2012 and a meeting of a duly authorised Committee of the Board of Directors held on 14 November 2012

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 5.25 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 11 June and 11 December in each year from (and including) 11 June 2013 up to (and including) the Maturity Date
- (c) Fixed Coupon Amount(s): £2.625 per Calculation Amount

(d)	Broken Amount(s):	Not Applicable
(e)	Day Count Fraction:	Actual/Actual (ICMA)
(f)	Determination Date(s):	11 June and 11 December in each year
14.	Floating Rate Note Provisions	Not Applicable
15.	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16.	Notice periods for Condition 7.2:	Minimum period: 30 days Maximum period: 60 days
17.	Issuer Call:	Not Applicable
18.	Investor Put:	Not Applicable
19.	Final Redemption Amount:	£100 per Calculation Amount
20.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	£100 per Calculation Amount

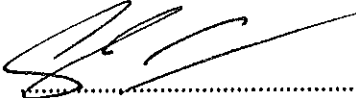
#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

21.	Form of Notes:	
	(a) Form:	Registered Notes:  Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg  CREST Depository Interests ("CDIs") representing the Notes may also be issued in accordance with the usual procedures of Euroclear UK & Ireland Limited ("CREST")
	(b) New Global Note:	No
22.	Additional Financial Centre(s):	Not Applicable
23.	Talons for future Coupons to be attached to Definitive Notes in bearer form:	No

#### **Third Party Information**

The description of a Fitch Ratings "BBB" credit rating contained at paragraph 2 of Part B below has been extracted from information published by Fitch Ratings. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Fitch Ratings, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Tullett Prebon plc:

By:   
.....  
*Duly authorised* GILES MARTIN.

## PART B – OTHER INFORMATION

- 1. LISTING AND ADMISSION TO TRADING**

Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange and admitted to its electronic Order Book for Retail Bonds (**ORB**) and to be listed on the Official List of the UK Listing Authority with effect from 11 December 2012.
- 2. RATINGS**

Ratings: The Notes to be issued are expected to be rated BBB by Fitch Ratings Limited.

Fitch Ratings has, in its August 2012 publication "*Definitions of Ratings and Other Forms of Opinion*", described a long term credit rating of BBB for corporate finance obligations in the following terms:

*"BBB" ratings indicate that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity.*
- 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to Lloyds TSB Bank plc and The Royal Bank of Scotland plc (the "**Joint Lead Managers**") as discussed under "*Subscription and Sale*" and the fees payable to Authorised Offerors (as described below), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.
- 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

  - (i) Reasons for the offer: The net proceeds from the issue of the Notes will be applied by the Issuer for its general corporate purposes, which include making a profit.
  - (ii) Estimated net proceeds: The estimated net proceeds will be specified in the Final Terms Confirmation Announcement.
  - (iii) Estimated total expenses: The estimated total expenses will be specified in the Final Terms Confirmation Announcement.
- 5. YIELD**

Indication of yield: The yield in respect of the issue of the Notes is 5.25 per cent. per annum.

The yield is calculated at the Issue Date on the basis of the Issue Price, using the formula below. It is not an indication of future yield.

$$P = \frac{C}{r} (1 - (1 + r)^{-n}) + A(1 + r)^{-n}$$

Where:

"P" is the Issue Price of the Notes;

"C" is the annualised Interest Amount;

"A" is the principal amount of Notes due on redemption;

"n" is time to maturity in years; and

"r" is the annualised yield.

## 6. OPERATIONAL INFORMATION

- |       |  |   |
|-------|--|---|
| (i)   | ISIN Code:   | XS0859261520  |
| (ii)  | Common Code:   | 085926152   |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | The Notes will settle in Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme. The Notes will also be made eligible for CREST via the issue of CDIs representing the Notes |
| (iv)  | Delivery:  | Delivery against payment  |
| (v)   | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |

## 7. DISTRIBUTION

- (i) Name(s) and address(es) of Managers: Lloyds TSB Bank plc  
10 Gresham Street  
London EC2V 7AE
- The Royal Bank of Scotland plc  
135 Bishopsgate  
London EC2M 3UR
- (ii) Underwriting/placing obligations of the Manager(s): The Notes will be placed on a 'best efforts' basis, and will not be underwritten. The Joint Lead Managers will, pursuant to the Subscription Agreement referred to below, severally agree to deliver the Notes to the Authorised Offerors who have paid for the Notes.
- (iii) Date and material features of the underwriting/placing agreement: The Joint Lead Managers are expected to enter into an agreement (the "**Subscription Agreement**") on or around 7 December 2012. The Subscription Agreement will contain the terms on which the Joint Lead Managers agree to place the Notes as described above, including as to the payment to them of the fee referred to below. Pursuant to the Subscription Agreement, the Joint Lead Managers will have the benefit of certain representations, warranties, undertakings and indemnities given by the Issuer in connection with the issue of the Notes.
- (iv) Total commission and concession: The Joint Lead Managers will receive a fee of 1.00 per cent. of the Aggregate Nominal Amount of the Notes. From this fee, the Joint Lead Managers will pay each Initial Authorised Offeror (as defined in paragraph 8(xii) below) a fee of 0.50 per cent. of the aggregate nominal amount of the Notes allotted to such Initial Authorised Offeror and each Additional Authorised Offeror (as defined in paragraph 8(xii) below) a fee of 0.25 per cent. of the aggregate nominal amount of the Notes allotted to such Additional Authorised Offeror.
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable
- (vi) (a) Public Offer: An offer of the Notes may be made by the Joint Lead Managers, the other Initial Authorised Offerors identified in paragraph 8(xii) below and any Additional Authorised Offerors appointed in accordance with paragraph 8(xii) below, other than pursuant to Article 3(2) of the Prospectus Directive, in the United Kingdom (the "**Public Offer Jurisdiction**") during the Offer Period.

The "**Offer Period**" commences on 22 November 2012 and is expected to end at 12.00 noon (London time) on 6 December 2012, provided that the Issuer may choose to end the Offer Period earlier or later than such date and time (in which case it will announce the change to the end of the Offer Period via a Regulatory Information Service,

expected to be the Regulatory News Service operated by the London Stock Exchange).

See further paragraph 8 below.

(b) General Consent: Not Applicable

## 8. TERMS AND CONDITIONS OF THE OFFER

- (i) Offer Price: The Notes will be issued at the Issue Price. Any investor intending to acquire any Notes from an Authorised Offeror will do so at the Issue Price subject to and in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor (unless acting as an Authorised Offeror in that capacity) either Joint Lead Manager is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor (unless acting as an Authorised Offeror in that capacity) either Joint Lead Manager has any responsibility to an investor for such information.
- (ii) Conditions to which the offer is subject: The issue of the Notes will be (i) conditional upon the Subscription Agreement being signed by the Issuer and the Joint Lead Managers and (ii) subject to the terms of the Subscription Agreement which will in certain circumstances entitle the Joint Lead Managers to be released and discharged from their obligations under the Subscription Agreement prior to the issue of the Notes.
- (iii) Description of the application process: Applications to purchase Notes cannot be made directly to the Issuer. Notes will be issued to the investors in accordance with the arrangements in place between the relevant Authorised Offeror and such investor, including as to application process, allocations and settlement arrangements.

Investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof as soon as practicable after the Final Terms Confirmation Announcement is made, which will be after the Offer Period has ended.

After the closing time and date of the Offer Period no Notes will be offered for sale (i) by or on behalf of the Issuer or (ii) by the Authorised Offerors (in their capacity as Authorised Offerors) except with the consent of the Issuer.

Investors may not be allocated all of the Notes for which they apply, for example if the total amount of orders for the Notes exceeds the aggregate amount of the Notes



ultimately issued.

- (iv) Details of the minimum and/or maximum amount of application: The minimum subscription per investor is £2,000 in nominal amount of the Notes.
- (v) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: There will be no refund as investors will not be required to pay for any Notes until any application for Notes has been accepted and the Notes allotted.
- (vi) Details of the method and time limits for paying up and delivering the Notes: The Notes will be issued on the Issue Date against payment to the Issuer by the Joint Lead Managers of the subscription moneys (less any amount of fees that the Issuer and the Joint Lead Managers agree should be deducted from the subscription moneys). Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any) and the settlement arrangements in respect thereof.
- (vii) Manner in and date on which results of the offer are to be made public: The results of the offer will be specified in the Final Terms Confirmation Announcement published by the Issuer after the Offer Period via a Regulatory Information Service (expected to be the Regulatory News Service operated by the London Stock Exchange) prior to the Issue Date; such announcement is currently expected to be made on or around 6 December 2012.
- (viii) Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
- (ix) Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: Notes will be offered by the Authorised Offerors to the public in the United Kingdom, Jersey, Guernsey and the Isle of Man during the Offer Period.
- (x) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any). No arrangements have been put in place by the Issuer as to whether dealings may begin before such notification is made. Accordingly, whether investors can commence dealing before such notification will be as arranged between the relevant investor and the relevant Authorised Offeror.
- (xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: No expenses or taxes upon issue will be allocated by the Issuer to any investor. Any investor intending to acquire any Notes from an Authorised Offeror will do so in accordance with any terms and other arrangements in place between the Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor (unless acting as an

Authorised Offeror in that capacity) either Joint Lead Manager is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor (unless acting as an Authorised Offeror) either Joint Lead Manager has any responsibility to an investor for such information.

- (xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.

The Initial Authorised Offerors identified below and any additional financial intermediaries who obtain the Issuer's consent to use the Prospectus in connection with the Public Offer and who are identified on the website of the Issuer ([www.tullettprebon.com](http://www.tullettprebon.com)) as additional authorised offerors (the "**Additional Authorised Offerors**" and, together with the Initial Authorised Offerors, the "**Authorised Offerors**").

The following financial intermediaries are, together with the Joint Lead Managers, the "**Initial Authorised Offerors**":

Barclays Stockbrokers Limited  
1 Churchill Place  
London E14 5HP

Brewin Dolphin Limited (trading as Stocktrade)  
12 Smithfield Street  
London EC1A 9BD

Canaccord Genuity Limited (trading as Collins Stewart Wealth Management)  
88 Wood Street  
London EC2V 7QR

Halifax Share Dealing Limited  
Lovell Park Road  
Leeds LS1 1NS

Killik & Co LLP  
46 Grosvenor Street  
London W1K 3HN

NCL Investments Limited (trading as Smith and Williamson Securities)  
25 Moorgate  
London EC2R 6AY

Redmayne-Bentley LLP  
9 Bond Court  
Leeds LS1 2JZ

Talos Securities Limited (trading as Selftrade)  
Boatman's House  
2 Selsdon Way  
London E14 9LA

- (xiii) Name(s) and address(es) of the entities which have a firm commitment to act as intermediaries in secondary market trading, providing liquidity through bid and offer rates and description of the main terms of its/their commitment.
- The Royal Bank of Scotland plc will be appointed as registered market maker through ORB ([www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html](http://www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html)) when the Notes are issued.

## ANNEX

### SUMMARY OF THE PROGRAMME AND THE NOTES

*Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for Notes, the Issuer and TPHL. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in this summary because of the type of securities and the Issuer and TPHL, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".*

#### Section A – Introduction and warnings

**A.1** This summary must be read as an introduction to the Prospectus. Any decision to invest in any Notes should be based on a consideration of the Prospectus as a whole, including any documents incorporated by reference. Where a claim relating to information contained in the Prospectus is brought before a court, the plaintiff may, under the national legislation of the Member State of the European Economic Area where the claim is brought, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated. No civil liability will attach to the Issuer solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or, following the implementation of the relevant provisions of Directive 2010/73/EC in the relevant Member State of the European Economic Area, it does not provide, when read together with the other parts of this Prospectus, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Notes.

#### **A.2** *Issue specific summary:*

*Consent:* Subject to the conditions set out below, the Issuer consents to the use of this Prospectus in connection with a Public Offer (as defined below) of Notes by Lloyds TSB Bank plc and The Royal Bank of Scotland plc (the "**Joint Lead Managers**") and by Barclays Stockbrokers Limited, Brewin Dolphin Limited (trading as Stocktrade), Canaccord Genuity Limited (trading as Collins Stewart Wealth Management), Halifax Share Dealing Limited, Killik & Co LLP, NCL Investments Limited (trading as Smith and Williamson Securities), Redmayne-Bentley LLP and Talos Securities Limited (trading as Selftrade) and each financial intermediary whose name is published on the Issuer's website ([www.tullettprebon.com](http://www.tullettprebon.com)) and identified as an Authorised Offeror in respect of the relevant Public Offer.

A "**Public Offer**" of Notes is an offer of Notes (other than pursuant to Article 3(2) of the Prospectus Directive) in the United Kingdom during the Offer Period specified below. Those persons to whom the Issuer gives its consent in accordance with the foregoing provisions are the "**Authorised Offerors**" for such Public Offer.

*Offer Period:* The Issuer's consent referred to above is given for Public Offers of Notes during the period from 22 November 2012 until 12 noon (London time) on 6 December 2012 (the "**Offer Period**").

*Conditions to consent:* The conditions to the Issuer's consent are that such consent (a) is only valid in respect of the relevant Tranche of Notes; (b) is only valid during the Offer Period; and (c) only extends to the use of the Prospectus to make Public Offers of the relevant Tranche of Notes in the United Kingdom.

**An investor intending to acquire or acquiring any Notes in a Public Offer from an Authorised Offeror other than the Issuer will do so, and offers and sales of such Notes to an investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor including as to price, allocations, expenses and settlement arrangements. The investor must look to the relevant Authorised Offeror at the time of such offer for the provision of such information and the Authorised Offeror will be solely responsible for such information.**

#### Section B – Issuer and any guarantor

<b>B.1</b>	The legal and commercial name of the issuer.	The Notes will be issued by Tullett Prebon plc (the " <b>Issuer</b> ").
<b>B.2</b>	The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.	The Issuer is a public limited liability company incorporated and domiciled in England and Wales, operating under the Companies Act 2006 (as amended).
<b>B.4b</b>	A description of any known trends affecting the issuer and the industries in which it operates.	Not Applicable – the Issuer has not identified any trends that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year.
<b>B.5</b>	If the issuer is part of a group, a description of the group and the	The sole purpose of the Issuer is to act as a holding company within the Tullett Prebon group of companies consisting of the Issuer and its subsidiaries and

	issuer's position within the group.	subsidiary undertakings and, where the context requires, its associated undertakings (the "Group" or "Tullett Prebon").  The Issuer is the ultimate holding company of the Group.
B.9	Where a profit forecast or estimate is made, state the figure.	Not Applicable – the Issuer has not made any public profit forecast or profit estimate.
B.10	A description of the nature of any qualifications in the audit report on the historical financial information.	Not Applicable – the audit reports on the Issuer's audited financial statements for the years ended 31 December 2010 and 2011 are unqualified.

**B.12** Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information, and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year except that the requirement for comparative balance sheet information is satisfied by presenting the year end balance sheet information.

A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information.

The following summary financial data as of, and for each of the years ended, 31 December 2010 and 2011 and as of, and for the six month periods ended 30 June 2011 and 30 June 2012, has been extracted without any adjustment from, and is qualified by reference to and should be read in conjunction with, the Issuer's consolidated financial statements in respect of those dates and periods:

#### Consolidated Income Statement

	Six months ended 30 June 2012 (unaudited) £m	Six months ended 30 June 2011 (unaudited) £m	Year ended 31 December 2011 (audited) £m	Year ended 31 December 2010 (audited) £m
Revenue	455.1	454.8	910.2	908.5
Underlying operating profit	73.7	79.4	148.4	160.1
(Charge)/credit relating to major legal actions	(6.9)	0.8	(6.6)	(7.7)
Restructuring costs	(14.8)	-	(11.5)	-
Reported operating profit	52.0	80.2	130.3	152.4
Net finance cost	(5.4)	(5.6)	(12.3)	(11.1)
Other gains and losses	-	-	1.2	-
Profit before tax	46.6	74.6	119.2	141.3
Taxation	(10.6)	(21.3)	(30.3)	(33.7)
Profit of consolidated companies	36.0	53.3	88.9	107.6
Share of results of associates	0.8	0.8	1.2	1.5
Profit for the period	36.8	54.1	90.1	109.1

#### Consolidated Balance Sheet

	As of 30 June 2012 (unaudited) £m	As of 30 June 2011 (unaudited) £m	As of 31 December 2011 (audited) £m	As of 31 December 2010 (audited) £m
Non-current assets	504.2	485.3	488.2	457.2
Current assets	29,908.1	28,501.9	5,628.7	4,612.6
Total assets	30,412.3	28,987.2	6,116.9	5,069.8
Current liabilities	(29,688.1)	(28,253.9)	(5,377.5)	(4,300.3)
Non-current liabilities	(240.4)	(275.8)	(263.9)	(357.7)
Total liabilities	(29,928.5)	(28,529.7)	(5,641.4)	(4,658.0)
Net assets	483.8	457.5	475.5	411.8
Equity				
Share capital	54.4	53.8	53.8	53.8
Share premium	17.1	9.9	9.9	9.9
Reverse acquisition reserve	(1,182.3)	(1,182.3)	(1,182.3)	(1,182.3)
Other reserves	137.1	146.5	148.4	146.7
Retained earnings	1,454.5	1,426.5	1,442.6	1,380.9
Equity attributable to equity holders of the parent	480.8	454.4	472.4	409.0
Minority interests	3.0	3.1	3.1	2.8
Total equity	483.8	457.5	475.5	411.8

### Consolidated Cash Flow Statement

	Six months ended 30 June 2012 (unaudited) £m	Six months ended 30 June 2011 (unaudited) £m	Year ended 31 December 2011 (audited) £m	Year ended 31 December 2010 (audited) £m
Net cash from operating activities.....	(29.9)	13.8	95.2	94.7
Net cash used in investment activities.....	(16.8)	(3.6)	(15.7)	(14.8)
Net cash used in financing activities.....	(54.6)	(116.1)	(128.2)	(61.9)
Net (decrease)/increase in cash and cash equivalents.....	(101.3)	(105.9)	(48.7)	18.0
Cash and cash equivalents at the beginning of the period.....	342.0	390.1	390.1	366.1
Effect of foreign exchange rate changes.....	(2.3)	0.3	0.6	6.0
Cash and cash equivalents at the end of the period.....	<u>238.4</u>	<u>284.5</u>	<u>342.0</u>	<u>390.1</u>

### Material/Significant Change

There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2012 and there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2011.

B.13	A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.	Not Applicable – there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	If the issuer is part of a group, a description of the group and the issuer's position within the group. If the issuer is dependent upon other entities within the group, this must be clearly stated.	The sole purpose of the Issuer is to act as a holding company within the Group. As such, the financial performance of the Issuer is dependent upon the success of the operating subsidiaries within the Group.
B.15	A description of the issuer's principal activities.	<p>The principal activity of the Group is inter-dealer broking, acting as an intermediary in the wholesale financial markets and facilitating the trading activities of its clients, in particular commercial and investment banks, hedge funds and buy-side institutions.</p> <p>The business of the Group covers five major product groups: (i) "Fixed Income Securities" and their derivatives, (ii) "Interest Rate Derivatives", (iii) "Treasury Products", (iv) "Equities" and (v) "Energy". The Group also has an information sales business, which collects, cleanses, collates and distributes real-time information to data providers and directly to end-users.</p> <p>The business brokers the products on three distinct broking models: a "Name Give-Up" basis (where the counterparties to a transaction settle directly with each other); a "Matched Principal" basis (where Tullett Prebon is the counterparty to each leg of a transaction); or an "Executing Broker" basis (where Tullett Prebon executes transactions on certain regulated exchanges as per client orders, and then 'gives-up' the trade to the relevant client). Tullett Prebon does not take any proprietary positions in financial instruments.</p> <p>The Group operates in Europe, the Middle East, North and South America and Asia Pacific. Its principal offices are in London, New York, New Jersey, Singapore, Hong Kong and Tokyo.</p>
B.16	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.	The Issuer is not directly or indirectly owned or controlled.
B.17	Credit ratings assigned to an issuer or its debt securities at the request or with the co-operation of the issuer in the rating process.	<p>Fitch Ratings Limited has assigned a long-term Issuer Default Rating of BBB to the Issuer. Fitch Ratings Limited is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended). Notes issued under the Programme may be rated or unrated, as specified below.</p> <p>Fitch Ratings has, in its August 2012 publication "Definitions of Ratings and Other Forms of Opinion", described a rating of BBB in the following terms: "BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse</p>

*business or economic conditions are more likely to impair this capacity.”*

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

**Issue specific summary:**

The Notes to be issued are expected to be rated BBB by Fitch Ratings Limited.

**B.18** A description of the nature and scope of the guarantee.

Notes issued under the Programme will initially be irrevocably and unconditionally guaranteed (the “**TPHL Guarantee**”) by TP Holdings Limited (“**TPHL**”) pursuant to a deed of guarantee dated 15 November 2012 (the “**Deed of Guarantee**”). The TPHL Guarantee will constitute an unsecured, unsubordinated obligation of TPHL, guaranteeing all monies due under the Notes.

Subject to the following proviso, the TPHL Guarantee will immediately and automatically terminate, and cease to have any effect, upon all of the 7.04 per cent. Guaranteed Notes due 2016 (ISIN: XS0437404824) issued by Tullett Prebon Group Holdings plc on 6 July 2009 and also guaranteed by TPHL (the “**2016 Notes**”) ceasing to be outstanding (currently expected to be 6 July 2016, being the maturity date of the 2016 Notes); provided that, if, at such time, there is outstanding any other Capital Markets Indebtedness (other than Excluded Indebtedness) issued or guaranteed by TPHL, the TPHL Guarantee shall continue in full force and effect until the time at which no Capital Markets Indebtedness (other than Excluded Indebtedness) issued or guaranteed by TPHL is outstanding, at which time the TPHL Guarantee will immediately and automatically terminate and cease to have any effect.

For these purposes:

“**Capital Markets Indebtedness**” means any indebtedness which is in the form of or represented by any bond, note, debenture, debenture stock, loan stock, certificate or other similar instrument which is listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market); and

“**Excluded Indebtedness**” means (i) any Notes issued under the Programme and (ii) any other Capital Markets Indebtedness guaranteed by TPHL on terms that such guarantee will terminate automatically in the same circumstances as the TPHL Guarantee.

**B.19** Section B information about the guarantor as if it were the issuer of the same type of security that is the subject of the guarantee. Therefore provide such information as required for a summary for the relevant annex.

- |   |   |
|---|---|
| <b>B.1</b> The legal and commercial name of the guarantor.  | The TPHL Guarantee will be provided by TP Holdings Limited.   |
| <b>B.2</b> The domicile and legal form of the guarantor, the legislation under which the guarantor operates and its country of incorporation. | TPHL is a private limited liability company incorporated and domiciled in England and Wales, operating under the Companies Act 2006 (as amended).                     |
| <b>B.4b</b> A description of any known trends affecting the guarantor and the industries in which it operates.                                | Not Applicable – TPHL has not identified any trends that are reasonably likely to have a material effect on TPHL’s prospects for at least the current financial year. |
| <b>B.5</b> If the guarantor is part of a group, a description of the group and the guarantor’s position within the group.                     | The sole purpose of TPHL is to act as an intermediate holding company within the Group.   |
| <b>B.9</b> Where a profit forecast or estimate is made, state the figure.   | Not Applicable – TPHL has not made any public profit forecast or profit estimate.   |
| <b>B.10</b> A description of the nature of any qualifications in the audit report on the historical financial information.                    | Not Applicable – the audit reports on TPHL’s audited financial statements for the years ended 31 December 2010 and 2011 are unqualified.                              |

B.12 Selected historical key financial information regarding the guarantor, presented for each financial year of the period covered by the historical financial information, and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year except that the requirement for comparative balance sheet information is satisfied by presenting the year end balance sheet information.

A statement that there has been no material adverse change in the prospects of the guarantor since the date of its last published audited financial statements or a description of any material adverse change.

A description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information.

The following summary financial data as of, and for each of the years ended, 31 December 2010 and 2011 and as of, and for the six month periods ended, 30 June 2011 and 30 June 2012, has been extracted without any adjustment from, and is qualified by reference to and should be read in conjunction with, TPHL's non-consolidated financial statements in respect of those dates and periods:

### Non-consolidated Profit and Loss Account

	Six months ended 30 June 2012 (unaudited) £000	Six months ended 30 June 2011 (unaudited) £000	Year ended 31 December 2011 (audited) £000	Year ended 31 December 2010 (audited) £000
Operating loss	(2,890)	(2,729)	(6,058)	(1,301)
Profit on sale of fixed asset investments	-	-	-	89
Dividends received from subsidiaries	27,724	41,500	160,726	418,409
Profit on ordinary activities before taxation	24,834	38,771	154,668	417,197
Tax credit on profit on ordinary activities	708	723	1,605	364
Profit on ordinary activities after taxation	25,542	39,494	156,273	417,561

### Non-consolidated Balance Sheet

	As of 30 June 2012 (unaudited) £000	As of 30 June 2011 (unaudited) £000	As of 31 December 2011 (audited) £000	As of 31 December 2010 (audited) £000
Fixed assets	586,855	586,855	586,855	586,855
Current assets	6,092	22,858	36,623	40,437
Creditors: amounts falling due within one year	(29,843)	(98,866)	(30,490)	(30,109)
Total assets less current liabilities	563,104	510,847	592,988	597,183
Creditors: amounts falling due after more than one year	(58,716)	(87,670)	(87,575)	(180,000)
Net assets	504,388	423,177	505,413	417,183
Capital and reserves				
Called-up share capital	1	1	1	1
Share premium reserve	130,499	-	130,499	-
Profit and loss account	373,888	423,176	374,913	417,182
Total equity	504,388	423,177	505,413	417,183

### Non-consolidated Cash Flow Statement

	Six months ended 30 June 2012 (unaudited) £000	Six months ended 30 June 2011 (unaudited) £000	Year ended 31 December 2011 (audited) £000	Year ended 31 December 2010 (audited) £000
Net cash inflow/(outflow) from operating activities (pre-financing)	1,576	135	(1,469)	(191)
Returns on investments and servicing of finance	25,343	39,622	156,076	417,937
Taxation	-	-	1,605	364
Acquisitions and disposals	-	-	-	(298,830)
Equity dividends paid	(26,567)	(33,500)	(198,542)	(574,086)
Cash inflow/(outflow) before financing	352	6,257	(42,330)	(454,806)
Financing	(30,000)	(24,422)	37,075	437,514
Decrease in cash in the period	(29,648)	(18,165)	(5,255)	(17,292)

### Material/Significant Change

There has been no significant change in the financial or trading position of TPHL since 30 June 2012 and there has been no material adverse change in the prospects of TPHL since 31 December 2011.

- B.13 A description of any recent events particular to the guarantor which are to a material extent relevant to the evaluation of the guarantor's solvency. Not Applicable – there have been no recent events particular to the TPHL which are to a material extent relevant to the evaluation of TPHL's solvency.
- B.14 If the guarantor is part of a group, a description of the The sole purpose of TPHL is to act as an intermediate holding company within the Group. As such, the financial performance of TPHL is dependent upon the



<p>group and the guarantor's position within the group. If the guarantor is dependent upon other entities within the group, this must be clearly stated.</p>	<p>success of the operating subsidiaries within the Group.</p>
<p><b>B.15</b> A description of the guarantor's principal activities.</p>	<p>TPHL is an intermediate holding company within the Group. The principal activities of the Group are described under Element B.15 above.</p>
<p><b>B.16</b> To the extent known to the guarantor, state whether the guarantor is directly or indirectly owned or controlled and by whom and describe the nature of such control.</p>	<p>TPHL is directly wholly-owned by Tullett Prebon Group Holdings plc, which in turn is directly wholly-owned by the Issuer.</p>
<p><b>B.17</b> Credit ratings assigned to a guarantor or its debt securities at the request or with the co-operation of the guarantor in the rating process.</p>	<p>TPHL is not rated.</p>

**Section C – Securities**

<p><b>C.1</b> A description of the type and the class of the securities being offered and/or admitted to trading, including any security identification number.</p>	<p>The Notes described in this summary are debt securities which may be issued under the £1,000,000,000 Euro Medium Term Note Programme of Tullett Prebon plc.</p> <p>The Notes will be issued in series (each a “Series”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in one or more tranches (each a “Tranche”) on the same or different issue dates. The specific terms of each Tranche will be completed in the applicable final terms (the “Final Terms”).</p> <p>The Notes may be Fixed Rate Notes, Floating Rate Notes or Zero Coupon Notes, as specified below.</p> <p>Each Series of Notes may be issued in bearer form or in registered form. Notes may be issued in definitive form, or may initially be represented by one or more global securities deposited with a common depository or common safekeeper for Euroclear Bank S.A./N.V. (“Euroclear”) and Clearstream Banking, <i>société anonyme</i> (“Clearstream, Luxembourg”) and/or any other relevant clearing system, with interests in such global securities being traded in the relevant clearing system(s). Global securities may be exchanged for Notes in definitive form in the limited circumstances described in the relevant global security.</p> <p>In addition, in certain circumstances, investors may also hold interests in the Notes indirectly through Euroclear UK &amp; Ireland Limited through the issuance of dematerialised depository interests issued, held, settled and transferred through CREST (“CDIs”). CDIs represent interests in the relevant Notes underlying the CDIs; the CDIs are not themselves Notes. CDIs are independent securities distinct from the Notes, are constituted under English law and transferred through CREST and will be issued by CREST Depository Limited pursuant to the global deed poll dated 25 June 2001 (as subsequently modified, supplemented and/or restated). CDI holders will not be entitled to deal directly in the Notes.</p> <p><i>Issue specific summary:</i></p> <p>Series Number: 1</p> <p>Tranche Number: 1</p> <p>Aggregate Nominal Amount:</p> <p>(i) Series: The aggregate nominal amount of the Notes to be</p>
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		<p>issued (the "Aggregate Nominal Amount") will depend, among other things, on the amount of Notes for which indicative offers to subscribe are received during the Offer Period and will be specified in an announcement (the "Final Terms Confirmation Announcement") to be published shortly after expiration of the Offer Period.</p> <p>(ii) Tranche: As per "Series" above.</p> <p>Form of Notes: Registered Notes: Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg CREST Depository Interests ("CDIs") representing the Notes may also be issued in accordance with the usual procedures of Euroclear UK &amp; Ireland Limited ("CREST")</p> <p>ISIN Code: XS0859261520</p> <p>Common Code: 085926152</p> <p>Relevant clearing system(s): The Notes will settle in Euroclear and Clearstream, Luxembourg. The Notes will also be made eligible for CREST via the issue of CDIs.</p>
C.2	Currency of the securities issue.	<p>Subject to compliance with all applicable laws, regulations and directives, Notes may be issued in any currency agreed between the Issuer and the relevant Dealer at the time of issue.</p> <p><i>Issue specific summary:</i> The specific currency of the Notes to be issued will be pounds Sterling ("£").</p>
C.5	A description of any restrictions on the free transferability of the securities.	<p>The primary offering of any Notes will be subject to offer restrictions in the United States, the European Economic Area (including the United Kingdom), Japan, Jersey, Guernsey and the Isle of Man and to any applicable offer restrictions in any other jurisdiction in which such Notes are offered.</p> <p>With respect to the United States, the Issuer is Category 2 for the purposes of Regulation S under the Securities Act 1933, as amended.</p> <p>Interests in Notes traded in Euroclear and Clearstream, Luxembourg and/or any other clearing system will be transferred in accordance with the procedures and regulations of the relevant clearing system(s).</p> <p>Subject thereto, the Notes will be freely transferable.</p> <p><i>Issue specific summary:</i> Regulation S Compliance Category 2. TEFRA not applicable.</p>
C.8	<p>A description of the rights attached to the securities including:</p> <ul style="list-style-type: none"> <li>• ranking</li> <li>• limitations to those rights</li> </ul>	<p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p><i>Ranking (status)</i> Notes will constitute direct, unconditional, unsubordinated and (subject to the provisions of the Issuer's negative pledge below) unsecured obligations of the Issuer and will rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time outstanding.</p> <p><i>Negative pledge</i> The terms of the Notes will contain a negative pledge provision to the effect that, so long as any Note remains outstanding, the Issuer shall not, and shall procure that none of its material subsidiaries will, create or permit to subsist any</p>

mortgage, charge, pledge, lien or other security interest upon the whole or any part of its present or future undertaking, assets or revenues (subject to certain exceptions with respect to any asset, or any asset of any person, acquired by a member of the Group after issue of the Notes) to secure any Relevant Indebtedness or any guarantee of Relevant Indebtedness of the Issuer or any material subsidiary, without at the same time or prior thereto securing the Notes equally and rateably therewith or providing other security for the Notes.

“**Relevant Indebtedness**” means any specified indebtedness which is in the form of or represented by any bond, note, debenture, debenture stock, loan stock, certificate or other similar instrument which is listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market).

#### *Taxation*

All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by the United Kingdom or any authority thereof or therein having power to tax, unless required by law. In the event that any such deduction is made, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted.

All payments in respect of the Notes will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the “Code”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, or any law implementing an intergovernmental approach thereto.

#### *Events of default*

The terms of the Notes will contain, *inter alia*, the following events of default:

- (a) default in payment of any principal or interest due in respect of the Notes, continuing for a period of 14 days;
- (b) non-performance or non-observance by the Issuer of any of its other obligations under the conditions of the Notes or the Trust Deed, continuing for a specified period of time;
- (c) if (i) any indebtedness of the Issuer or a material subsidiary is not paid when due (or within any applicable grace period), any indebtedness becomes due and payable prior to its stated maturity other than at the option of the Issuer, the material subsidiary or (provided that no event of default, howsoever described, has occurred) any person entitled to such indebtedness or (ii) the Issuer or any material subsidiary fails to pay when due any amount payable by it under any guarantee of indebtedness, provided that the amount of such indebtedness (in the case of (i) and (ii)) and/ or the amount payable under the guarantee (in the case of (iii)) individually or in aggregate exceeds £20,000,000 (or equivalent in other currencies);
- (d) if one or more judgment(s) or order(s) for the payment of an amount in excess of £20,000,000 (or equivalent in other currencies), individually or in aggregate, is rendered against the Issuer or (for so long as it is a guarantor in respect of the Notes) TPHL and continue(s) unsatisfied and unstayed for a specified time;
- (e) a secured party takes possession of, or a receiver or similar officer is appointed in respect of, the whole or substantially the whole of the undertaking, assets and revenues of the Issuer or (for so long as it is a guarantor in respect of the Notes) TPHL;
- (f) events relating to the insolvency or winding up of the Issuer or (for so long as it is a guarantor in respect of the Notes) TPHL; and
- (g) if, at any point prior to termination of the TPHL Guarantee in accordance with its terms, the Deed of Guarantee is not (or is claimed by TPHL not to

be) in full force and effect.

### **Meetings**

The conditions of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

### **Governing law**

The Notes will be governed by, and construed in accordance with, English law.

C.9

A description of the rights attached to the securities including:

- the nominal interest rate
- the date from which interest becomes payable and the due dates for interest
- where the rate is not fixed, description of the underlying on which it is based
- maturity date and arrangements for the amortisation of the loan, including the repayment procedures
- an indication of yield
- name of representative of debt security holders

### **INTEREST**

#### **Interest rates, interest accrual and payment dates**

Notes may or may not bear interest. Interest-bearing Notes will either bear interest payable at a fixed rate or a floating rate. Interest will be payable on such date or dates as may be specified below.

#### **Fixed Rate Notes**

Fixed interest will be payable in arrear at the rate(s) and on the date or dates in each year specified below.

#### **Issue specific summary:**

Rate of Interest: 5.25 per cent. per annum payable semi-annually in arrear on each Interest Payment Date

Interest Payment Date(s): 11 June and 11 December in each year from (and including) 11 June 2013 up to (and including) the Maturity Date.

#### **Floating Rate Notes**

#### **Issue specific summary:**

The Notes to be issued are not Floating Rate Notes.

#### **Zero Coupon Notes**

#### **Issue specific summary:**

The Notes to be issued are not Zero Coupon Notes.

### **REDEMPTION**

#### **Maturity**

The relevant maturity date for a Tranche of Notes is specified below. The redemption amount payable at maturity of the Notes is specified below.

Notes having a maturity of less than one year will constitute deposits for the purposes of the prohibition on accepting deposits contained in section 19 of the FSMA unless they are issued to a limited class of professional investors and have a denomination of at least £100,000 or its equivalent.

#### **Issue specific summary:**

The maturity date for the Notes shall be 11 June 2019.

Unless redeemed or purchased and cancelled earlier, the Issuer will redeem the Notes on the maturity date at par.

#### **Early Redemption**

The Issuer may elect to redeem the Notes prior to the maturity date in certain circumstances for tax reasons.

In addition, if so specified below, the Notes may be redeemed prior to their maturity date in certain circumstances, including pursuant to an Issuer call option and/or an investor put option.

*Issue specific summary:*

*Issuer Call:* Not Applicable

*Investor Put:* Not Applicable

**Indication of Yield**

The yield in respect of each issue of Fixed Rate Notes will be calculated on the basis of the Issue Price using the following formula:

$$P = \frac{C}{r} \left( 1 - (1+r)^{-n} \right) + A(1+r)^{-n}$$

Where:

“P” is the Issue Price of the Notes;

“C” is the annualised Interest Amount;

“A” is the principal amount of Notes due on redemption;

“n” is time to maturity in years; and

“r” is the annualised yield.

Yield is not an indication of future price.

*Issue specific summary:*

The yield in respect of the issue of the Notes is 5.25 per cent. per annum.

The yield is calculated at the Issue Date on the basis of the Issue Price, using the formula above. It is not an indication of future yield.

**Representative of holders**

The Issuer has appointed U.S. Bank Trustees Limited to act as trustee for the holders of Notes.

<p>C.10</p>	<p>If the security has a derivative component in the interest payment, provide a clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s), especially under the circumstances when the risks are most evident</p>	<p>Not Applicable – there is no derivative component in the interest payments made in respect of any Notes issued under the Programme.</p>
<p>C.11</p>	<p>An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with indication of the markets in question.</p>	<p>Notes may be listed on the London Stock Exchange or such other stock exchange or market specified below, or may be issued on an unlisted basis.</p> <p>Notes may be admitted to trading on the electronic order book for retail bonds on the London Stock Exchange’s regulated market.</p> <p><i>Issue specific summary:</i></p> <p>Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange and admitted to its electronic Order Book for Retail Bonds (ORB) with effect from 11 December 2012.</p>

## Section D – Risks

### D.2

#### Key information on the key risks that are specific to the issuer.

In purchasing Notes, investors assume the risk that the Issuer and TPHL may become insolvent or otherwise be unable to make all payments due in respect of the Notes and the TPHL Guarantee, respectively. There is a wide range of factors which individually or together could result in the Issuer and/or TPHL becoming unable to make all payments due in respect of the Notes and the TPHL Guarantee. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer and TPHL may not be aware of all relevant factors and certain factors which each of them currently deems not to be material may become material as a result of the occurrence of events outside the Issuer's and TPHL's control. However, the Issuer and TPHL have identified in this Prospectus a number of factors which could materially adversely affect their business and ability to make payments due under the Notes and the TPHL Guarantee, and they consider that the risks identified in this Prospectus include all the principal risks of an investment in the Notes. These factors include:

- the Issuer and TPHL are holding companies and their financial performance is dependent, in large part, upon other members of the Group;
- the Group is currently operating in challenging market conditions, characterised by relatively short periods of volatility and extended periods of subdued market activity. Domestic or international market factors that reduce activity levels could significantly reduce the Group's revenues;
- changes in market dynamics or structure as a result of new regulations directly or indirectly affecting the Group's activities or its customers, or a rapid change in the method of broking in one or more products, could significantly harm the Group;
- the markets in which the Group operates are highly competitive and competition could intensify in the future. If the Group is unable to continue to compete effectively for any reason, certain aspects of its business may be materially damaged which could result in lower revenues and loss of reputation;
- the Group operates in a regulated environment that imposes costs and significant compliance requirements. Changes in regulations may increase the cost and complexity of doing business, or may disadvantage the Group relative to its competitors. The failure to comply with regulations could subject the Group to sanctions, force it to cease providing certain services, or oblige it to change the scope or nature of its operations;
- the Group's future success depends to a significant degree upon the continued contributions of its key personnel, its ability to recruit, train, retain and motivate personnel, and to ensure that employment contract terms are appropriate; and
- customers and counterparties that owe the Group money, securities or other assets may default on their obligations to the Group due to bankruptcy, lack of liquidity, operational failure or other reasons.

### D.3

#### Key information on the key risks that are specific to the securities.

There are also risks associated with specific types of Notes, and with the Notes and the markets generally, including:

- unlike a bank deposit, the Notes are not protected by the Financial Services Compensation Scheme (the "FSCS"). As a result, the FSCS will not pay compensation to an investor in the Notes upon the failure of the Issuer and/or TPHL. If the Issuer and/or TPHL go out of business or becomes insolvent, Noteholders may lose all or part of their investment in the Notes;
- an optional redemption feature of Notes is likely to limit their market value; the market value is unlikely to rise above the redemption price during any period when the Issuer may elect to redeem the Notes. In addition, the Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes; at those times, an investor may only be able to reinvest its money at a significantly lower rate;
- investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Fixed Rate Notes;
- the conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority;
- the Issuer and other financial institutions through which payments on the Notes are made may be required to withhold taxes at a rate of 30 per cent. on all, or a portion of, payments made after 31 December 2016 in

respect of (i) any Notes issued or materially modified prior to the date that is six months after the date on which final regulations that define "foreign passthru payments" are published, and (ii) any Notes which are treated as equity for U.S. federal tax purposes, whenever issued, pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986. In such circumstances, payments to investors of interest or principal on the Notes may be less than expected;

- Notes may have no established trading market when issued, and one may never develop, or may be illiquid. In such case, investors may not be able to sell their Notes easily or at favourable prices;
- the TPHL Guarantee will automatically terminate in the circumstances described in Element B.18 above. If the Issuer fails to make a payment when due under the Notes after the termination of the TPHL Guarantee, Noteholders will have no recourse to TPHL for such payment; and
- investors in CDIs will have an interest in a separate legal instrument and will not be the legal owners of the Notes in respect of which the CDIs are issued. Accordingly, rights under the Underlying Notes cannot be enforced by CDI Holders except indirectly through the intermediary depositories and custodians. Further, such investor will be subject to provisions outside of, and different from, the Notes by virtue of its holding CDIs issued by the CREST Depository.

### Section E – Offer

**E.2b**      **Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks.**      The net proceeds from each issue of Notes will be applied by the Issuer for its general corporate purposes, which include making a profit, unless otherwise specified below with respect to a specific issue of Notes.

*Issue specific summary:*

Reasons for the offer:      General corporate purposes.

Use of proceeds:      The net proceeds from the issue of the Notes will be applied by the Issuer for its general corporate purposes, which include making a profit.

**E.3**      **A description of the terms and conditions of the offer.**      The terms and conditions of each offer of Notes will be determined by agreement between the Issuer and the relevant Dealers at the time of issue and specified in the applicable Final Terms. An investor intending to acquire or acquiring any Notes in a Public Offer from an offeror other than the Issuer will do so, and offers and sales of such Notes to an investor by such offeror will be made, in accordance with any terms and other arrangements in place between such offeror and such investor including as to price, allocations, expenses and settlement arrangements. The investor must look to the relevant Authorised Offeror for the provision of such information and the Authorised Offeror will be responsible for such information. The Issuer has no responsibility or liability to an investor in respect of such information.

*Issue specific summary:*

Offer Price:      The Notes will be issued at the Issue Price. Any investor intending to acquire any Notes from an Authorised Offeror will do so at the Issue Price subject to and in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor (unless acting as an Authorised Offeror in that capacity) either Joint Lead Manager is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor (unless acting as an Authorised Offeror in that capacity) either Joint Lead Manager has any responsibility to an investor for such information.

Conditions to which the offer is subject:      The issue of the Notes will be (i) conditional upon the Subscription Agreement being signed by the Issuer and the Joint Lead Managers and (ii) subject to the terms of the Subscription Agreement which will in certain circumstances entitle the Joint Lead Managers to be released and discharged from their obligations under the Subscription Agreement prior to the issue of the Notes.

Description of the application process:      Applications to purchase Notes cannot be made directly to the Issuer. Notes will be issued to the investors in accordance with the arrangements in place between the relevant Authorised Offeror and such investor, including as to

application process, allocations and settlement arrangements.

Investors will be notified by the relevant Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof as soon as practicable after the Final Terms Confirmation Announcement is made, which will be after the Offer Period has ended.

After the closing time and date of the Offer Period no Notes will be offered for sale (i) by or on behalf of the Issuer or (ii) by the Authorised Offerors (in their capacity as Authorised Offerors) except with the consent of the Issuer.

Investors may not be allocated all of the Notes for which they apply, for example if the total amount of orders for the Notes exceeds the aggregate amount of the Notes ultimately issued.

Details of the minimum and/or maximum amount of application:

The minimum subscription per investor is £2,000 in nominal amount of the Notes.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

There will be no refund as investors will not be required to pay for any Notes until any application for Notes has been accepted and the Notes allotted.

Details of the method and time limits for paying up and delivering the Notes:

The Notes will be issued on the Issue Date against payment to the Issuer by the Joint Lead Managers of the subscription moneys (less any amount of fees that the Issuer and the Joint Lead Managers agree should be deducted from the subscription moneys). Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any) and the settlement arrangements in respect thereof.

Manner in and date on which results of the offer are to be made public:

The results of the offer will be specified in the Final Terms Confirmation Announcement published by the Issuer after the Offer Period via a Regulatory Information Service (expected to be the Regulatory News Service operated by the London Stock Exchange) prior to the Issue Date; such announcement is currently expected to be made on or around 6 December 2012.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not Applicable

Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:

Notes will be offered by the Authorised Offerors to the public in the United Kingdom, Jersey, Guernsey and the Isle of Man during the Offer Period.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Investors will be notified by their relevant Authorised Offeror of their allocations of Notes (if any). No arrangements have been put in place by the Issuer as to whether dealings may begin before such notification is made. Accordingly, whether investors can commence dealing before such notification will be as arranged between the relevant investor and the relevant Authorised Offeror.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

No expenses or taxes upon issue will be allocated by the Issuer to any investor. Any investor intending to acquire any Notes from an Authorised Offeror will do so in accordance with any terms and other arrangements in place between the Authorised Offeror and such investor, including as to price, allocations and settlement arrangements. Neither the Issuer nor (unless acting as an Authorised Offeror in that capacity) either Joint Lead is party to such arrangements with investors and accordingly investors must obtain such information from the relevant Authorised Offeror. Neither the Issuer nor (unless acting as an Authorised Offeror) either Joint Lead Manager has any



<p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.</p>	<p>responsibility to an investor for such information.</p> <p>The Initial Authorised Offerors identified below and any additional financial intermediaries who obtain the Issuer's consent to use the Prospectus in connection with the Public Offer and who are identified on the website of the Issuer (<a href="http://www.tullettprebon.com">www.tullettprebon.com</a>) as additional authorised offerors (the "Additional Authorised Offerors" and, together with the Initial Authorised Offerors, the "Authorised Offerors").</p> <p>The following financial intermediaries are, together with the Joint Lead Managers, the "Initial Authorised Offerors":</p> <p>Barclays Stockbrokers Limited 1 Churchill Place London E14 5HP</p> <p>Brewin Dolphin Limited (trading as Stocktrade) 12 Smithfield Street London EC1A 9BD</p> <p>Canaccord Genuity Limited (trading as Collins Stewart Wealth Management) 88 Wood Street London EC2V 7QR</p> <p>Halifax Share Dealing Limited Lovell Park Road Leeds LS1 1NS</p> <p>Killik &amp; Co LLP 46 Grosvenor Street London W1K 3HN</p> <p>NCL Investments Limited (trading as Smith and Williamson Securities) 25 Moorgate London EC2R 6AY</p> <p>Redmayne-Bentley LLP 9 Bond Court Leeds LS1 2JZ</p> <p>Talos Securities Limited (trading as Selftrade) Boatman's House 2 Selsdon Way London E14 9LA</p> <p>Name(s) and address(es) of the entities which have a firm commitment to act as intermediaries in secondary market trading, providing liquidity through bid and offer rates and description of the main terms of its/their commitment.</p> <p>The Royal Bank of Scotland plc will be appointed as registered market maker through ORB (<a href="http://www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html">www.londonstockexchange.com/exchange/prices-and-markets/retail-bonds/retail-bonds-search.html</a>) when the Notes are issued.</p>
<p><b>E.4</b>      <b>A description of any interest that is material to the issue/offer including conflicting interests.</b></p>	<p>The relevant Dealers may be paid fees in relation to any issue of Notes under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, TPHL and their respective affiliates in the ordinary course of business.</p> <p><i>Issue specific summary:</i></p> <p>Save for any fees payable to the Joint Lead Managers as discussed under "Subscription and Sale" and the fees payable to Authorised Offerors, so far as the Issuer is aware, no person involved in the issue of the Notes has an</p>

interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

**E.7**      **Estimated expenses charged to the investor by the issuer or the offeror**

*Issue specific summary:*

There are no expenses charged to the investor by the Issuer.