



## **XTX Markets Limited - Consideration of the interests of key stakeholders**

The board of directors (“the Board”) of XTX Markets Limited (the “Company”) are satisfied that they have acted in accordance with their S.172(1) duty and have taken decisions likely to promote the success of the company for the benefit of its members as a whole, having regard (amongst other matters) to factors (a) to (f) of S.172(1) of the Companies Act. The Chair of the Board reminded the Board, as a standing agenda item, at each Board meeting of their S.172(1) duty and that it should be a consideration for any decisions that they take. Discussed below are some examples of how the Board have had regard to the matters set out in sections 172(1)(a)-(f) when discharging their section 172 duties.

The Board’s primary objective is promoting the success of the Company in the interests of its all its stakeholders. The Company aims to use its leading technology to help promote more fair and efficient financial markets. The Company continued to participate in various industry initiatives to improve governance and market conduct behaviour including chairing the Fixed Income, Currencies and Commodities Markets Standards Board (FMSB) Statement of Good Practice for Trading Platforms and participating in various Global Foreign Exchange Committee (GFXC) Working Groups in respect of the Global FX Code; the Company has signed a Statement of Commitment adhering to the FX Global Code and is committed to conducting its foreign exchange market activities in a manner consistent with the principles of the Code.

The Board regularly assesses the effectiveness of the Company’s governance arrangements and its long-term value creation strategies. The Board appointed a second non-executive director during 2019 to further improve the overall governance structure.

The Board also consider other companies in the wider XTX Markets group of companies (the “Group”) to be important stakeholders, so give consideration to any operational or financial interaction between them. Considering the long-term success of the Group, the board approved paying £83.6m in interim dividends to the immediate parent largely for the purposes of strengthening the capital base of the Group entities.

The Board consider the employees of the Company are a critical stakeholder group and a key asset of the business. The Board took an active role in some of the key decisions implemented by the senior management of the Company with the focus on the interests of the employees. Training and development opportunities such as management training were provided throughout the year not only to senior managers but also rolled out to wider employees. In order to improve both physical and mental health and wellbeing of the employees, appropriate resources and access to the relevant professional experts at no cost to the employees were put in place. Further, a comprehensive employee survey was undertaken at the direction of the Board and the findings were a consideration in subsequent decisions the Board took.

The Board considers the interests of all business counterparts, and in particular promotes paying the suppliers of the Company with no undue delays in order to foster the Company’s business relationships with suppliers. The Company’s standard payment terms are 30 days from the date of the invoice. According to the published payment practices data for 2019, the average time taken to pay a supplier of the Company was 17 days.

The Board is also keen to support the wider community in which the Company operates, with a particular desire to support charitable causes in healthcare and the promotion of mathematics education. The Board approved donations of £0.7m to charities during 2019. The charities included Great Ormond Street Children’s Hospital charity, Kings College Maths school and the Dravet syndrome UK charity. During Q1 2020, the Board approved donations of £10.0m to NHS Charities Together to provide financial support to local NHS Charities supporting frontline NHS staff and volunteers fighting the adverse impacts of Covid-19 (Coronavirus), as well as £1.0m to Great Ormond Street Hospital for its Covid-19 response and £1.0m to the Trussell Trust to support food supplies to those in need due to Covid-19.

Decisions were taken also in line with good business standards and conduct that the Company has helped drive (for example the Global FX Code) and when taking decisions, the Board take into account the views of industry codes, regulators, exchanges and counterparts.