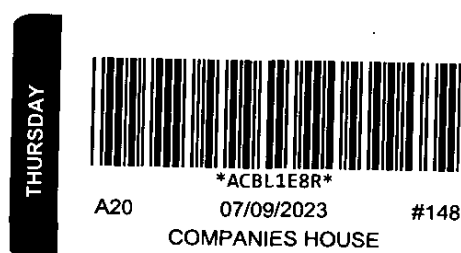


**THISTLECLUB LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2022**



**Registered office address:**

**Sea Containers House**

**18 Upper Ground**

**London**

**SE1 9GL**

**United Kingdom**

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**THISTLECLUB LIMITED**

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## THISTLECLUB LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

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The Directors present their Strategic report on Thistleclub Limited (the 'Company') for the year ended 31 December 2022.

#### **Principal activities**

The Company is a member of the WPP plc Group (the 'Group'). The Company's principal activity is to act as an investment holding company.

#### **Future developments**

The Directors intend to maintain the Company as a dormant entity in the foreseeable future.

#### **Business review**

The Company made a loss for the year ended 31 December 2022 of £129 which will be transferred from reserves (2021: a loss of £122,224,786 which was transferred from reserves).

During 2021 and 2022, as part of an internal group re-structuring process, the Company transferred all of its assets and liabilities to fellow group companies.

#### **Dividends**

The Company did not pay or declare any dividends in the current year to its ordinary shareholders (2021: an interim dividend of £1.48 per share totalling £4,305,383,679). No final dividend has been declared since the balance sheet date.

#### **Going concern and liquidity risk**

During 2021 and 2022, the Company's assets and liabilities were transferred to fellow group companies. The Directors have assessed that post transfer the Company will be maintained as a dormant entity.

The Company is a subsidiary of WPP plc and is supported by the overall WPP plc financing arrangements.

The Directors therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

#### **Financial risk management and principal risks and uncertainties**

The Directors of the Company have considered the principal risks and uncertainties affecting the Company as at 31 December 2022 and up to date of this report. As the Company is primarily an investment holding company with a limited amount of transactions, the Directors believe that the Company has no principal risks and uncertainties other than going concern and liquidity. Going concern and liquidity risks are discussed above.

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THISTLECLUB LIMITED

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STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022

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Financial key performance indicators

	2022	2021	Change
	£	£	%
Loss before tax	(129)	(122,224,786)	(100.0)%
Net assets	-	129	(100.0)%

The Company is a wholly owned subsidiary of WPP plc. For this reason, the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of WPP plc, which includes this Company, is discussed in the Group's annual report, which does not form part of this report. The financial statements of WPP plc are available at [www.wpp.com/investors](http://www.wpp.com/investors).

**Directors' statement of compliance with duty to promote the success of the Company**

The Directors of the Company, as those of all UK companies, must act in accordance with section 172 of the UK Companies Act 2006. The Directors are of the opinion that they have acted fairly and in good faith to promote the success of the Company for the benefits of its members.

The Directors have carried out these duties and have made decisions and undertaken short and long term strategies to maintain its financial performance and position. The Directors continue to recognise the importance of the Company's partnership with all stakeholders, including employees, members, suppliers, customers and the community, as well as maintaining its high standards of business conduct and reputation.

The Directors are of the opinion that the remaining details of how they meet their duty is in line with those reflected by the Directors of WPP plc in their Annual report. Refer to pages 109-111 of the Annual report of WPP plc available at [wpp.com/investors](http://wpp.com/investors) for more information on how the Group directors meet their duty.

This report was approved by the board on 5 September 2023 and signed on its behalf.



R Payne  
Director

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## THISTLECLUB LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

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The Directors present their Annual report and the financial statements for the year ended 31 December 2022.

#### Results

The Company's results for the financial year are shown in the income statement on page 5.

#### Directors and their interests

The Directors who served during the year and up to the date of signing of the financial statements, unless otherwise stated, were:

R Payne (appointed 1 July 2022)  
N Douglas (appointed 30 September 2022)  
A Payne (resigned 31 July 2023)  
C van der Welle (resigned 30 September 2022)  
D Conaghan (resigned 8 July 2022)  
A Ashby (appointed 31 July 2023)  
K Johnson (appointed 31 July 2023)

No Director had, during the year or at the end of the year, any material interest in any contract of significance to the Company's business.

#### Directors' indemnity

Each of the Directors benefit from a third party qualifying indemnity given by the Company in respect of liabilities incurred by the Director in the execution and discharge of their duties. The provision remains in force throughout the financial year and up until the date of this report.

#### Directors' responsibilities statement

The Directors are responsible for preparing the Annual 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 101 'Reduced Disclosure Framework'. 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 and then apply them consistently;
- make judgements 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.

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THISTLECLUB LIMITED

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DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**Matters covered in the strategic report**

The following items have been included in the strategic report on pages 1 - 2:

- principal activities and future developments;
- review of business;
- dividends paid or declared;
- going concern statement; and
- financial risk management policies and objectives.

**Post balance sheet events**

The Company's investment in Readysquare Two Limited is treated as disposed during the year as the subsidiary had entered dissolution proceedings during the year which completed in January 2023. No gain or loss was recognised on the disposal. There have been no other significant events affecting the Company since the year end.

This report was approved by the board on 5 September 2023 and signed on its behalf.

*R Payne*

R Payne  
Director

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THISTLECLUB LIMITED

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INCOME STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2022

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	Notes	2022 £	2021 £
Administrative expenses		(129)	-
Income from investments	6	-	4,324,438,131
Impairment of investments in subsidiaries		-	(4,446,662,917)
<b>Loss before tax</b>		<b>(129)</b>	<b>(122,224,786)</b>
Tax on loss	7	-	-
<b>Loss for the financial year</b>		<b>(129)</b>	<b>(122,224,786)</b>

The notes on pages 8 to 14 form part of these financial statements.

The Company has no other comprehensive income during either the current year or prior year and therefore no separate statement to present other comprehensive income has been prepared.

**THISTLECLUB LIMITED**  
**REGISTERED NUMBER: 02298386**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2022**

	Notes	2022 £	2021 £
<b>Non-current assets</b>			
Investments	9	-	-
<b>Current assets</b>			
Cash at bank and in hand	10	-	75,897
<b>Current liabilities</b>			
Trade and other payables	11	-	(75,768)
<b>Net current assets</b>		-	129
<b>Total assets less current liabilities</b>		-	129
<b>Net assets</b>		-	129
<b>Capital and reserves</b>			
Called up share capital	12	29	29
Capital reserves		12,592,836	12,592,836
Profit and loss account		(12,592,865)	(12,592,736)
		-	129

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from the requirement to have an audit under section 479A of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 5 September 2023.

R Payne

R Payne  
Director

The notes on pages 8 to 14 form an integral part of these financial statements.



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**THISTLECLUB LIMITED**

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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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	Called up share capital £	Share premium account £	Capital reserves £	Profit and loss account £	Total equity £
<b>At 1 January 2021</b>	2,914,123,893	2,671,861,456	12,592,836	(1,170,969,191)	4,427,608,994
Loss and total comprehensive expense for the year	-	-	-	(122,224,786)	(122,224,786)
Share capital reduction	(2,914,123,864)	(2,671,861,456)	-	5,585,984,920	(400)
Dividends	-	-	-	(4,305,383,679)	(4,305,383,679)
<b>At 31 December 2021</b>	<u>29</u>	<u>-</u>	<u>12,592,836</u>	<u>(12,592,736)</u>	<u>129</u>
Loss and total comprehensive expense for the year	-	-	-	(129)	(129)
<b>At 31 December 2022</b>	<u><u>29</u></u>	<u><u>-</u></u>	<u><u>12,592,836</u></u>	<u><u>(12,592,865)</u></u>	<u><u>-</u></u>

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## THISTLECLUB LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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#### 1. General information

The Company is a private company, limited by shares and is incorporated in the United Kingdom under the Companies Act 2006. The Company is registered in England and Wales. The address of the registered office is Sea Containers House, 18 Upper Ground, London, SE1 9GL, United Kingdom.

The Company's principal business activities, future development and a review of its performance and position are set out in the Strategic report on pages 1 - 2.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

##### 2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

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## THISTLECLUB LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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## 2. Accounting policies (continued)

### 2.3 Consolidation and ultimate parent company

The Company is a wholly owned subsidiary of its ultimate parent company and as such has taken advantage of the exemption from preparing group financial statements under section 400 of the Companies Act 2006. WPP plc, a company incorporated in Jersey, is the Company's ultimate parent undertaking and controlling party. The largest group of undertakings for which group financial statements are prepared and which include the results of the Company are the consolidated financial statements of WPP plc. The registered address of WPP plc is 22 Grenville Street, St Helier, Jersey, JE4 8PX. Copies of the consolidated financial statements can be obtained from [www.wpp.com/investors](http://www.wpp.com/investors). The smallest group of undertakings for which group financial statements are prepared and which include the results of the Company are the consolidated financial statements of WPP Jubilee Limited, registered in the England and Wales. The registered address of WPP Jubilee Limited is Sea Containers House, 18 Upper Ground, London, SE1 9GL, United Kingdom. The immediate parent undertaking is WPP Group (UK) Limited. These financial statements are separate financial statements.

### 2.4 Going concern

During 2021 and 2022, the Company's assets and liabilities were transferred to fellow group companies. The Directors have assessed that post transfer the Company will be maintained as a dormant entity.

The Company is a subsidiary of WPP plc and is supported by the overall WPP plc financing arrangements.

The Directors therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

### 2.5 Impact of new international reporting standards, amendments and interpretations

No new accounting standards or IFRIC interpretations have had a material impact on the Company for the year ended 31 December 2022.

### 2.6 Foreign currency translation

#### Functional and presentation currency

The Company's functional and presentational currency is Pounds Sterling (£).

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

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## THISTLECLUB LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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#### 2. Accounting policies (continued)

##### 2.7 Taxation

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.

##### 2.8 Investments in subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment.

##### 2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

##### 2.10 Trade and other payables

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### 2.11 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

##### 2.12 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

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## THISTLECLUB LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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#### 3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates

##### Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are addressed below:

##### *Impairment of investments*

Investments in subsidiaries and associates are held at cost less accumulated impairment losses. Annual impairment tests are carried out to ascertain if the carrying value of investments are impaired. These tests comprise a comparison between the carrying value of investment in subsidiary and associates and the net asset value of the subsidiary and associates. In some instances, valuations of subsidiary companies and associates are prepared. Valuations for impairment tests are based on established market multiples or risk-adjusted future cash flows over the estimated useful life of the asset, where limited, discounted using appropriate interest rates.

The assumptions relating to future cash flows, estimated useful lives and discount rates are based on business forecasts and are therefore inherently judgemental. Future events could cause the assumptions used in these impairment tests to change with a consequent adverse effect on the future results of the Company.

In the opinion of the Directors there are no critical judgements that have been made in the process of applying the accounting policies.

#### 4. Employees

The Company has no employees (2021: nil).

#### 5. Directors' remuneration

During the year all Directors of the Company were remunerated as executives of the Group by a fellow Group company. They received no remuneration in respect of their services to the Company (2021: £nil).

#### 6. Income from investments

	2022 £	2021 £
Dividends from subsidiaries	-	4,324,438,131

The Company received dividend income of £4,322,886,286 from Readysquare Limited and £1,551,845 from Colloquial UK Limited during the prior year.

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THISTLECLUB LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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7. Taxation

	2022 £	2021 £
Current tax on loss for the year	-	-

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £	2021 £
Loss before tax	(129)	(122,224,786)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	(25)	(23,222,709)
<b>Effects of:</b>		
Expenses not deductible for tax purposes	-	844,865,954
Non-taxable income	-	(821,643,245)
Group relief	25	-
<b>Total tax charge for the year</b>	-	-

**Factors that may affect future tax charges**

The UK tax rate for the year ended 31 December 2022 is 19%. The increase in the UK corporation tax rate from 19% to 25% effective from 1 April 2023 was enacted at the balance sheet date and was reconfirmed in the UK Budget on 15 March 2023. Deferred tax balances have been measured accordingly at 25% (2021: 25%).

8. Dividends

	2022 £	2021 £
Dividends paid (£1.48 per share)	-	4,305,383,679

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**THISTLECLUB LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**9. Investments**

	<b>Investments in subsidiaries £</b>
<b>Cost</b>	
At 1 January 2022	<b>5,016,095,772</b>
Disposals	<b>(5,016,095,772)</b>
At 31 December 2022	<u>-</u>
<b>Accumulated impairment</b>	
At 1 January 2022	<b>5,016,095,772</b>
Impairment on disposals	<b>(5,016,095,772)</b>
At 31 December 2022	<u>-</u>
<b>Net book value</b>	
At 31 December 2022	<u>-</u>
At 31 December 2021	<u>-</u>

On 17 March 2022 the Company transferred its shareholding in Readysquare Limited to WPP Group (UK) Limited at book value of £nil.

The Company's investment in Readysquare Two Limited is treated as disposed during the year as the subsidiary had entered dissolution proceedings during the year which completed in January 2023. No gain or loss was recognised on the disposal.

**10. Cash and cash equivalents**

	<b>2022 £</b>	<b>2021 £</b>
Cash at bank and in hand	<u>-</u>	<u>75,897</u>

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THISTLECLUB LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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11. Trade and other payables falling due within one year

	2022	2021
	£	£
Amounts owed to group undertakings	-	75,768

Amounts owed to group undertakings as at 31 December 2021 represented an interest-bearing intergroup loan with a fellow Group company in relation to the cash pooling arrangement.

12. Share capital

	2022	2021
	£'000	£'000
<b>Allotted, called up and fully paid</b>		
2,914,123,893 (2021 - 2,914,123,893) Ordinary shares of £0.00000001 each	29	29

13. Related party transactions

As a wholly owned subsidiary of the ultimate parent company, WPP plc, advantage has been taken of the exemption afforded by FRS 101 'Reduced Disclosure Framework' not to disclose any related party transactions with other wholly owned members of the Group, or information around remuneration of key management personnel.

14. Post balance sheet events

The Company's investment in Readysquare Two Limited is treated as disposed during the year as the subsidiary had entered dissolution proceedings during the year which completed in January 2023. No gain or loss was recognised on the disposal. There have been no other significant events affecting the Company since the year end.