

**TNS Insight Limited**

**Annual report and financial statements**

**For the year ended 31 December 2012**

**Company Registration No. 03032722**



# **TNS Insight Limited**

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# **TNS Insight Limited**

## **Officers and professional advisers**

### **Directors**

R Bowtell

A Chappin (resigned 30 June 2012)

A Czarnowski (resigned 28 February 2012)

D Burgess (appointed 16 July 2012)

### **Secretary**

WPP Group (Nominees) Ltd

### **Registered Office**

27 Farm Street

London

W1J 5RJ

### **Auditor**

Deloitte LLP

Chartered Accountants

London

# **TNS Insight Limited**

## **Directors' report**

### **For the year ended 31 December 2012**

The directors present their report together with the audited financial statements of the company for the year ended 31 December 2012

#### **Principal activities, business review and future developments**

The principal activity of the company during the year was, and will continue to be, market research fieldwork. Both the level of business and the year end financial position were satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future. A detailed description of TNS Insight Limited's market and of the main trends and factors likely to affect the future development, performance and position of the company's business, that fulfils the requirements of the business review, can be found in the 2012 annual report of WPP plc in the Letter to share owner's on pages 20 to 42 and the Chief Executive's report on pages 84 to 102.

#### **Results and dividends**

The profit for the financial year after taxation is £174,000 (2011 £116,000). The company paid an interim dividend during the year of £503,298 (2011 £1,750,317) to TNS UK Limited. The directors do not recommend the payment of a final dividend (2011 £nil).

#### **Research and development**

In a competitive industry it is vital to find new products and services that meet client demand for additional insight and analysis. The company remains committed to meeting the needs of its customers with responsive service and innovative products combining speed and accuracy with reliable performance. The company will continue to invest to maintain its market leading position in providing market information services.

#### **Future outlook**

The current UK economic environment remains tough and competitive and 2013 is expected to present challenging trading conditions. However, the directors continue to target a steady, medium-term growth in both revenue and operating profit.

#### **Principal risks and uncertainties**

The principal risks and uncertainties facing TNS Insight Limited are integrated with the principal risks and uncertainties of WPP plc and are not managed separately. Accordingly the principal risks and uncertainties of WPP plc, which include those of the company, are discussed as part of the Risk section of the Directors' Report on pages 162 to 165 of the Group's annual report, which does not form part of this report.

#### **Key performance indicators (KPIs)**

The directors of WPP plc manage the Group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of TNS Insight Limited. The development, performance and position of the WPP Group, which includes the company, is discussed in the Group's annual report which does not form part of this report.

# **TNS Insight Limited**

## **Directors' report (continued)**

### **For the year ended 31 December 2012**

#### **Charitable and political contributions**

No charitable or political contributions were made during the year (2011 £nil)

#### **Going concern**

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in the accounting policies in the financial statements.

#### **Directors**

The directors of the company who held office during the year and up to the date of signing the financial statements are listed below:

R Bowtell

A Chappin (resigned 30 June 2012)

A Czarnowski (resigned 28 February 2012)

D Burgess (appointed 16 July 2012)

#### **Auditor**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

TNS Insight Limited is in the elective regime under provisions of the Companies Act 2006. As there will not be an AGM, the auditor, Deloitte LLP, have indicated their willingness to continue in office, and will therefore be deemed to have been automatically reappointed.

Approved by the Board of Directors and signed on behalf of the Board



D Burgess

Director

27 Farm Street, London, W1J 5RJ

26/06 2013

## **TNS Insight Limited**

### **Statement of directors' responsibilities**

#### **For the year ended 31 December 2012**

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and 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, and
- 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 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.

## **Independent auditor's report to the members of TNS Insight Limited**

We have audited the financial statements of TNS Insight Limited for the year ended 2012 which comprise the profit and loss account, the balance sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## **Independent auditor's report to the members of TNS Insight Limited (continued)**

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

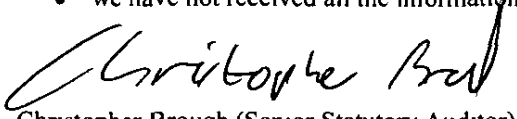
### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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

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

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

  
Christopher Brough (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom

28 July 2013



## **TNS Insight Limited**

### **Profit and loss account For the year ended 2012**

	<b>Notes</b>	<b>2012 £000</b>	<b>2011 £000</b>
<b>Turnover</b>	2	1,333	1,243
Cost of sales		(1,159)	(1,081)
<b>Operating profit</b>		<u>174</u>	<u>162</u>
<b>Profit on ordinary activities before taxation</b>	3	174	162
Taxation on profit on ordinary activities	5	-	(46)
<b>Retained Profit for the financial year</b>	9	<u>174</u>	<u>116</u>

The profit on ordinary activities before taxation derives entirely from continuing activities

The company has no recognised gains and losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented

## TNS Insight Limited

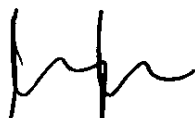
### Balance sheet

At at 31 December 2012

	Notes	2012 £000	2011 £000
<b>Current assets</b>			
Debtors	7	174	503
<b>Net assets</b>		<u>174</u>	<u>503</u>
<b>Capital and reserves</b>			
Called up share capital	8	-	-
Profit and loss account	9	174	503
<b>Shareholders' funds</b>	10	<u>174</u>	<u>503</u>

The financial statements of TNS Insight Limited registered number 03032722 were approved by the Board of Directors on 26/06 2013

Signed on behalf of the Board of Directors



D Burgess  
Director

# **TNS Insight Limited**

## **Notes to the accounts**

### **For the year ended 31 December 2012**

#### **1. Accounting policies**

##### *Basis of accounting*

The financial statements are prepared on the going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable UK accounting standards

The Company meets its day-to-day working capital requirements through participating in group banking arrangements with its ultimate parent company, WPP plc, and has access to a group cash management facility. After making enquiries, and as is referred to in the director's report, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going-concern basis in preparing the accounts.

A summary of the principal accounting policies which have been applied consistently in the current and prior year is set out below.

##### *Cash flow statement*

The company is a wholly owned subsidiary of WPP plc. The cash flows of the company are included in the consolidated cash flow statement of WPP plc. Consequently the company is exempt under the terms of Financial Reporting Standard Number 1 (Revised) from producing a cash flow statement.

##### *Related party disclosures*

The company has taken advantage of the exemption available under Financial Reporting Standard 8 not to disclose transactions with entities that are part of the WPP plc group.

##### *Taxation*

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Tax deferred or accelerated by the effect of timing differences is accounted for to the extent that a transaction or event that has occurred at the balance sheet date gives rise to an obligation to pay more tax or a right to pay less tax in the future. Deferred tax assets are recognised to the extent that, based on available evidence, it is more likely than not that suitable taxable profits will arise from which the reversal of the asset can be deducted.

#### **2. Turnover**

Turnover is exclusive of VAT, and represents the total amounts earned by the company in respect of services to customers, all of which are group companies, and all of which was earned entirely within the United Kingdom.

# TNS Insight Limited

## Notes to the accounts

### For the year ended 31 December 2012

#### 3. Profit on ordinary activities before taxation

All auditors' remuneration in respect of the years ended 31 December 2012 and 2011 has been borne by the immediate parent company, TNS UK Limited, and no recharge is made. Fees payable to the company's auditor for the audit of the company's annual accounts are £2,000 (2011: £2,000).

#### 4. Directors' remuneration

The company has no employees (2011: none). The directors received no remuneration for their services as directors of the company during the year (2011: £nil).

#### 5. Taxation on profit on ordinary activities

	2012 £'000	2011 £'000
<b>Analysis of charge for the year</b>		
UK corporation tax at 24.5% (2011: 26.5%)		
- Current	-	-
- Prior	-	(46)
<b>Tax on profit on ordinary activities</b>	<b>-</b>	<b>(46)</b>

The current tax charge for the year was lower than expected by applying the standard rate of corporation tax in the UK 24.5% (2011: 26.5%) to the result for the year. The differences are explained below:

	2012 £'000	2011 £'000
Profit on ordinary activities before tax	174	116
Profit on ordinary activities before tax multiplied by standard rate of corporation tax 24.5% (2011: 26.5%)	43	31
Effects of:		
Utilisation of group relief for £nil consideration	(43)	(31)
Adjustments to tax charge in respect of previous periods	-	(46)
Current tax charge	-	(46)

The company benefited from the surrender of losses, resulting in a £nil corporation tax charge for 2012 (2011: £46,000). Such losses were surrendered to TNS Insight Limited at nil cost, from other companies within the Group.

There is no unprovided deferred tax in the company (2011: £nil).

# TNS Insight Limited

## Notes to the accounts

### For the year ended 31 December 2012

#### 6. Dividends

	2012 £'000	2011 £'000
Interim 2012 dividend £251,649 per ordinary share (2011 £875,158.5 per ordinary share)	503	1,750

#### 7. Debtors

	2012 £'000	2011 £'000
Amounts owed by parent undertaking	174	503
	174	503

The above amounts are interest free and receivable on demand

#### 8. Called up share capital

	2012 £	2011 £
Allotted, called up and fully paid		
2 ordinary shares of £1 each	2	2

#### 9. Reserves

	Profit and loss account £'000
Balance at 1 January 2012	503
Profit for the year	174
Dividend (note 6)	(503)
Balance at 31 December 2012	174

#### 10. Reconciliation of movements in equity shareholders' funds

	2012 £'000	2011 £'000
Opening shareholders' funds	503	2,137
Profit for the year	174	116
Dividends (note 6)	(503)	(1,750)
Closing shareholders' funds	174	503

# **TNS Insight Limited**

## **Notes to the accounts**

### **For the year ended 31 December 2012**

#### **11. Financial guarantees and commitments**

##### *Guarantees*

The company participates in group banking arrangements with its parent, WPP plc, and has access to a group cash management facility. The company guarantees the facility to the extent of its cash deposited in the United Kingdom with a clearing bank (£nil as at 31 December 2012, £nil as at 31 December 2011). The company, together with its parent, WPP plc, and certain other subsidiary undertakings, are parties to the group's syndicated banking arrangements. The company has jointly and severally guaranteed the borrowings under these arrangements, details of which are included in the financial statements of WPP plc.

The company also guarantees the liabilities of the ultimate parent company, WPP plc.

##### *Lease Commitments*

The company does not have any annual lease commitments.

#### **12. Related Party Transactions**

The company has taken advantage of the exemption under Financial Reporting Standard 8 and not disclosed transactions with group undertakings.

#### **13. Ultimate parent company and controlling party**

The directors regard TNS UK Limited, a company incorporated in the United Kingdom, as the immediate parent company, and WPP plc, a company incorporated in Jersey, as the ultimate parent company and the ultimate controlling party.

At the year end the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is WPP plc, registered in Jersey. The parent undertaking of the smallest group is Lexington International B V, registered in the Netherlands.

Copies of the financial statements of WPP plc are available at [www.wppinvestor.com](http://www.wppinvestor.com). Copies of the financial statements of Lexington International B V can be obtained from Laan op Zuid 167, 3072 DB Rotterdam, Netherlands or 27 Farm Street, London, W1J 5RJ, UK.