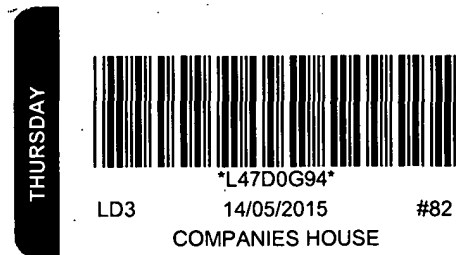


TNS Insight Limited
Annual report and financial statements
For the year ended 31 December 2014

Company Registration No. 03032722



TNS Insight Limited

Contents

Page

Officers and professional advisers	1
Directors' report	2
Directors' responsibilities statement	4
Independent auditor's report	5
Profit and loss account	7
Balance sheet	8
Notes to the accounts	9

TNS Insight Limited

Officers and professional advisers

Directors

R Bowtell

D Burgess

Company Secretary

WPP Group (Nominees) Ltd

Registered Office

27 Farm Street

London

W1J 5RJ

Auditor

Deloitte LLP

Chartered Accountants and Statutory Auditor

London

TNS Insight Limited

Directors' report

For the year ended 31 December 2014

The directors present their report together with the audited financial statements of the company for the year ended 31 December 2014. The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. Accordingly the company has not been required to prepare a Strategic report for the year.

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 2014 annual report of WPP plc in the Strategic Report to share owner's on pages 24 to 43 and the Chief Executive's report on pages 87 to 101.

Results and dividends

The profit for the financial year after taxation is £132,000 (2013: £113,000). An interim dividend payment of £286,705 was made during the year (2013: £nil). The directors do not recommend the payment of a final dividend (2013: £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 2015 is expected to present challenging trading conditions. However, the directors continue to target a steady, medium-term growth in both revenue and operating profit.

TNS Insight Limited

Directors' report (continued)

For the year ended 31 December 2014

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

D Burgess

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

06/05/ 2015

TNS Insight Limited

Directors' responsibilities statement

For the year ended 31 December 2014

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; 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 31 December 2014 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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 2014 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; or
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.

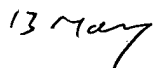


Jeremy Black (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London



2015

TNS Insight Limited

Profit and loss account

For the year ended 31 December 2014

	Notes	2014 £'000	2013 £'000
Turnover	2	1,010	865
Cost of sales		(878)	(752)
Operating profit		132	113
Profit on ordinary activities before taxation	3	132	113
Taxation on profit on ordinary activities	5	-	-
Retained profit for the financial year	9	132	113

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

As at 31 December 2014

	Notes	2014 £'000	2013 £'000
Current assets			
Debtors	7	<u>132</u>	<u>287</u>
Net assets		<u>132</u>	<u>287</u>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	<u>132</u>	<u>287</u>
Shareholders' funds	10	<u>132</u>	<u>287</u>

The financial statements of TNS Insight Limited registered number 03032722 were approved by the Board of Directors and authorised for issue on 06/05/2015.

Signed on behalf of the Board of Directors



D Burgess
Director

TNS Insight Limited

Notes to the financial statements

For the year ended 31 December 2014

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 financial statements.

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 financial statements (continued)

For the year ended 31 December 2014

3. Profit on ordinary activities before taxation

All auditors' remuneration in respect of the years ended 31 December 2014 and 2013 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 financial statements are £2,000 (2013: £2,000).

4. Directors' remuneration

The company has no employees (2013: none). The directors received no remuneration for their services as directors of the company during the year (2013: £nil).

5. Taxation on profit on ordinary activities

	2014 £'000	2013 £'000
Analysis of charge for the year		
UK corporation tax at 21.50% (2013: 23.25%)		
- Current	-	-
- Prior	-	-
Tax on profit on ordinary activities	-	-

The current tax charge for the year was lower (2013: lower) than expected by applying the standard rate of corporation tax in the UK 21.50% (2013: 23.25%) to the profit for the year. The differences are explained below:

	2014 £'000	2013 £'000
Profit on ordinary activities before tax	132	113
Profit on ordinary activities before tax multiplied by standard rate of corporation tax 21.50% (2013: 23.25%)	28	26
Effects of:		
Utilisation of group relief for £nil consideration	(28)	(26)
Current tax charge	-	-

The company benefited from the surrender of losses, resulting in a £nil corporation tax charge for 2014 (2013: £nil). 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 (2013: £nil).

TNS Insight Limited

Notes to the financial statements (continued)

For the year ended 31 December 2014

6. Dividends

	2014 £'000	2013 £'000
Interim 2014 dividend £142,352.50 per ordinary share (2013: £nil per ordinary share)	<u>287</u>	<u>-</u>

7. Debtors

	2014 £'000	2013 £'000
Amounts owed by parent undertaking	<u>132</u>	<u>287</u>

The above amounts are interest free and receivable on demand.

8. Called-up share capital

	2014 £	2013 £
Allotted, called up and fully paid		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

9. Reserves

	Profit and loss account £'000
Balance at 1 January 2014	287
Profit for the year	132
Dividend (note 6)	(287)
Balance at 31 December 2014	<u>132</u>

TNS Insight Limited

Notes to the financial statements (continued)

For the year ended 31 December 2014

10. Reconciliation of movements in shareholders' funds

	2014 £'000	2013 £'000
Opening shareholders' funds	287	174
Profit for the year	132	113
Dividends (note 6)	(287)	-
Closing shareholders' funds	132	287

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 2014; £nil as at 31 December 2013). 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.

Lease Commitments

The company does not have any annual lease commitments.

12. Related party transactions

The company has taken advantage of the exemption from disclosure of related party transactions given under paragraph 3(c) of FRS 8. This allows subsidiary undertakings whose voting rights are 100% held within the Group to avoid disclosure of related party transactions within the Group when the consolidated financial statements of that Group are publicly available. There are no other related party transactions requiring disclosure.

13. Ultimate parent company and controlling party

The directors regard TNS UK Limited, a company incorporated in the United Kingdom and registered in England and Wales, 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, incorporated in Jersey. The parent undertaking of the smallest such group is WPP Jubilee Limited, incorporated in England and Wales.

Copies of the financial statements of WPP plc are available at www.wppinvestor.com. Copies of the financial statements of WPP jubilee Limited can be obtained from 27 Farm Street, London, W1J 5RJ.