Registered number: 05265883

UBIQUITOUS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015



COMPANY INFORMATION

Directors

A D Barnett L J Barnett M L Harris R K Burnett N E S Jacobs N J Barnett

Company secretary

A D Barnett

Registered number

05265883

Registered office

Eastgate House

16-19 Eastcastle Street

London W1W 8DA

Independent auditors

Nyman Libson Paul

Chartered Accountants & Statutory Auditors

Regina House 124 Finchley Road

London NW3 5JS

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DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

The directors present their report and the audited financial statements for the year ended 30 September 2015.

Results and dividends

The profit for the year, after taxation, amounted to £1,124,466 (2014 - £1,046,195).

The directors do not recommend payment of a final ordinary dividend.

Research and development activities

During the year the company continued its efforts within the field of mobile digital advertising with its ongoing investment into bespoke taxi-top-mounted digital displays which deliver geographic-specific promotional content. All related expenditure is written off to the profit and loss in the period in which it was incurred.

Future developments

The directors are confident that the business will continue to grow organically with emphasis on offering added value to the current portfolio of services offered.

Financial instruments

The company's principal financial instruments comprise of bank balances, trade creditors and trade debtors. The main purpose of these instruments is to finance the company's operations.

Due to the nature of the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is shown below.

In respect of bank balances the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through fixed term deposits at floating rates of interest. The company makes use of money market facilities where funds are available.

Payments policy

The company does not have a standard creditor payment policy. Payment terms are normally agreed with suppliers at the time of placing orders. All suppliers fulfilling the conditions of order will be paid in accordance with the terms agreed.

Directors

The directors who served during the year were:

A D Barnett

L J Barnett

M L Harris

R K Burnett

N E S Jacobs

N J Barnett

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, the directors' 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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.

Disclosure of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that

This report was approved by the board on 13 June 2016

and signed on its behalf.

A D Barnett Director

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

Introduction

The principal activity of the company, during the year under review, continued to be that of advertising contractors.

Business review

The results of the company for the year show a pre tax profit of £1,418,189 (2014: £1,369,931) based on sales of £13,051,417 (2014: £11,753,936). The directors consider the results for the year satisfactory and in line with expectations.

The company continues to invest in and execute its strategy towards being the leader within its market niche as the directors believe that this will reap significant benefits in the future.

Principal risks and uncertainties

Although the market remains very competitive in the advertising arena the directors believe that the company is well positioned in terms of its contracts and relationships to continue to succeed.

The key business risks and uncertainties affecting the company are considered to relate to competition from similar format contractors, as well as other competing formats in the outdoor advertising arena, such as billboards and video displays.

The company manages these risks through an ongoing process of monitoring and researching the general economy, its customers and competitor activity as well as trends within the advertising arena.

Financial key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business.

This report was approved by the board on 13 June 20 (6

and signed on its behalf.

A D Barnett **Director**

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF UBIQUITOUS LIMITED

We have audited the financial statements of Ubiquitous Limited for the year ended 30 September 2015, set out on pages 6 to 17. 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 auditors

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 strategic report and the directors' 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.

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 30 September 2015 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF UBIQUITOUS LIMITED

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.

Nyman Libson Paul

Chartered Accountants Statutory Auditors

Regina House 124 Finchley Road London NW3 5JS Date:

13 June 2016

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2015

	-	2045	
	Note	2015 £	2014 £
TURNOVER	1	13,051,417	11,753,936
Cost of sales		(8,428,420)	(7,402,292)
GROSS PROFIT		4,622,997	4,351,644
Distribution costs		(401,438)	(350,679)
Administrative expenses		(2,855,383)	(2,696,756)
OPERATING PROFIT	3	1,366,176	1,304,209
Interest receivable and similar income	•	52,013	66,140
Interest payable and similar charges	6		(418)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,418,189	1,369,931
Tax on profit on ordinary activities	7	(293,723)	(323,736)
PROFIT FOR THE FINANCIAL YEAR	14	1,124,466	1,046,195
		·	

All amounts relate to continuing operations.

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

The notes on pages 9 to 17 form part of these financial statements.

UBIQUITOUS LIMITED REGISTERED NUMBER: 05265883

BALANCE SHEET AS AT 30 SEPTEMBER 2015

				
Note	£	2015 £	£	2014 £
8		91,326		147,911
		,		
9	4,384,109		2,787,573	
10	1,052,800		-	
	5,643,507		5,957,839	
	11,080,416		8,745,412	
11	(6,942,496)		(5,286,338)	
		4,137,920		3,459,074
ITIES		4,229,246		3,606,985
12		(7,117)	•	(9,322)
		4,222,129		3,597,663
				
13		100		· 100
14		4,222,029		3,597,563
15		4,222,129		3,597,663
	8 9 10 11 11 12 13 14	8 9 4,384,109 10 1,052,800 5,643,507 11,080,416 11 (6,942,496) ITIES 12 13 14	Note £ £ 8 91,326 9 4,384,109 10 1,052,800 5,643,507 11,080,416 11 (6,942,496) 4,137,920 4,229,246 12 (7,117) 4,222,129 13 100 4,222,029	Note £ £ £ £ 8 91,326 9 4,384,109 2,787,573 10 1,052,800 5,643,507 5,957,839 11,080,416 8,745,412 11 (6,942,496) (5,286,338) 4,137,920 4,229,246 12 (7,117) 4,222,129 13 100 4,222,029

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

A D Barnett Director

The notes on pages 9 to 17 form part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2015

	Note	2015 £	2014 £
Net cash flow from operating activities	22	1,583,081	2,097,077
Returns on investments and servicing of finance	23	51,911	66,140
Taxation		(360,000)	(380,000)
Capital expenditure and financial investment	23	(1,089,324)	(16,160)
Equity dividends paid		(500,000)	(300,000)
(DECREASE)/INCREASE IN CASH IN THE YEAR		(314,332)	1,467,057

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 30 SEPTEMBER 2015

2015 £	2014 £
(314,332)	1,467,057
(314,332)	1,467,057
5,957,839	4,490,782
5,643,507	5,957,839
	£ (314,332) (314,332) 5,957,839

The notes on pages 9 to 17 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Turnover

Turnover represents amounts receivable for advertising services provided gross of agency commissions and net of VAT.

Turnover on advertising contracts is recognised over the term of the contract, and the related direct costs are recognised accordingly.

Income relating to the production of media is recognised immediately on completion of production and the related production costs are recognised accordingly.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Leasehold improvements

Straight line over the term of the lease

S/Term Leasehold Property

Straight line over the term of the lease

Motor vehicles

Straight line over 4 years

Fixtures, fittings and equipment

Straight line over 4 years

1.4 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.5 Pensions

The company contributes to personal pension plans of certain directors and employees and the pension charge represents the amounts payable by the company to the funds in respect of the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES (continued)

1.6 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.7 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

1.8 Research and development

Research and development expenditure is written off in the year in which it is incurred.

1.9 Share-based compensation

The company operates an equity-settled share option based compensation plan on behalf of its employees.

Share options granted are measured at fair value at the date of grant and expensed on a straight line basis over the vesting period, based on an estimate of the number of shares that will eventually vest.

All share options currently granted by the company were granted in a previous financial reporting period and, as fully detailed in note 5 of the financial statements, have had no impact on the financial position and performance of the company during the period under review.

2. TURNOVER

All turnover arose within the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

3.	OPERATING PROFIT		•
	The operating profit is stated after charging:		
		2015 £	2014 £
	Depreciation of tangible fixed assets:	00.400	440.400
	- owned by the company Auditors' remuneration	93,109 10,000	110,438 9,500
	Auditors' remuneration - non-audit	6,449	3,061
	Operating lease rentals:	•	
	- other operating leases	161,048	162,287
	Staff costs (note 4)	1,936,966	1,845,940
4	Research and development expenditure	31,750	. 77,802 ————
4.	STAFF COSTS	•	·
	Staff costs, including directors' remuneration, were as follows:		
		2015 £	2014 £
	Wages and salaries	1,482,818	1,595,963
	Social security costs	201,307	170,373
	Other pension costs	252,841	79,604
		1,936,966	1,845,940
	The average monthly number of employees, including the directors,	during the year was	as follows:
		2015	2014
		No.	No.
		39	41
5.	DIRECTORS' REMUNERATION		•
		2015	2014
		£	£
	Remuneration	435,470 —————	479,189 ————
	Company pension contributions to defined contribution pension		
	schemes	240,500	69,500
	•		

During the year retirement benefits were accruing to 5 directors (2014 - 4) in respect of defined contribution pension schemes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

5. DIRECTORS' REMUNERATION (continued)

The highest paid director received remuneration of £NIL (2014 - £153,103).

The value of the company's contributions payable to a defined contribution pension scheme in respect of the highest paid director amounted to £175,000 (2014 - £NIL).

The company operates an Enterprise Management Initiative share option plan, under which 1,111 options (2014: 1,111 options) have been granted to 1 director allowing them to acquire 1,111 Ordinary share of 1p nominal value at an exercise price of £36 per share.

526 options were exercisable on an exit event transpiring on or after 30 July 2008. A further 585 options were exercisable on or after 1 January 2015 with the proviso that an exit event had taken place prior to exercise.

Unexercised first and second options will lapse after 20 years from the grant date of 13 July 2008 and at the balance sheet date, no options were exercised.

6. INTEREST PAYABLE

	2015 £	2014 . £
Other interest payable	-	418
7. TAXATION		
	2015 £	2014 £
Analysis of tax charge in the year		•
Current tax (see note below)		
UK corporation tax charge on profit for the Adjustments in respect of prior periods	ne year 318,326 (22,398)	336,478 (529)
Total current tax	295,928	335,949
Deferred tax (see note 12)		
Origination and reversal of timing differe	ences (2,205)	(12,213)
Tax on profit on ordinary activities	293,723	323,736

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

7. TAXATION (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014 - higher than) the standard rate of corporation tax in the UK of 20.5% (2014 - 22%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before tax	1,418,189	1,369,931
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.5% (2014 - 22%)	290,729	301,385
Effects of:		
Expenses not deductible for tax purposes	18,588	16,453
Capital allowances for year in excess of depreciation	9,009	. 19,411
Adjustments to tax charge in respect of prior periods	(22,398)	(529)
Capital gains	-	(729)
Differences in tax charge	-	(42)
Current tax charge for the year (see note above)	295,928	335,949

8. TANGIBLE FIXED ASSETS

	Short leasehold £	Motor vehicles £	Fixtures & fittings	Office equipment £	Computer equipment £	Total £
Cost		•				
At 1 October 2014 Additions	159,120 -	91,634 -	211,565 1,047	46,845 875	190,091 34,602	699,255 36,524
At 30 September						
2015	159,120	91,634	212,612	47,720	224,693	735,779
Depreciation						
At 1 October 2014	159,120	41,057	145,831	41,883	163,453	551,344
Charge for the year	<u> </u>	18,722	47,028	3,565	23,794	93,109
At 30 September 2015	159,120	59,779	192,859	45,448	187,247	644,453
Net book value						
At 30 September 2015	-	31,855	19,753	2,272	37,446	91,326
At 30 September 2014	-	50,577	65,734	4,962	26,638	147,911

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

$\overline{}$			
9.	DEBTORS		
		2015	2014
		£	£
	Trade debtors Other debtors	3,451,861 691,867	2,035,235 506,056
	Prepayments and accrued income	240,381	246,282
	r ropaymento ana acordea mosme		
		4,384,109 	2,787,573
	Included in other debtors are deposits held, amounting to £6, way of a deed.	,650 (2014: £6,650), which	are secured by
10.	CURRENT ASSET INVESTMENTS		·
		2015	2014
		£	£
	Unlisted investments	1,052,800	-
11.	CREDITORS:		
	Amounts falling due within one year		
	•	2015	2014
		£	£
	Trade creditors	346,611	378,172
	Corporation tax	109,838	174,012
	Other taxation and social security Other creditors	586,794 229,173	561,503 77,486
	Accruals and deferred income	5,670,080	4,095,165
		6,942,496	5,286,338
		· ·	
12.	DEFERRED TAXATION		•
		2015	2014
		£	£
	At beginning of year	9,322	21,535
	Released during year (P&L)	(2,205)	(12,213)
	At end of year	7,117	9,322
	, , , , , , , , , , , , , , , , , , , ,		

	NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015			
13.	SHARE CAPITAL	2015 £	2014 £	
	Allotted, called up and fully paid			
	10,000 Ordinary shares of £0.01 each	100	100	
14.	RESERVES			
1-4.			Profit and loss account	
	At 1 October 2014 Profit for the financial year Dividends: Equity capital		3,597,563 1,124,466 (500,000)	
	At 30 September 2015		4,222,029	
15.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS			
		2015 £	2014 £	
	Opening shareholders' funds Profit for the financial year Dividends (Note 16)	3,597,663 1,124,466 (500,000)	2,851,468 1,046,195 (300,000)	
	Closing shareholders' funds	4,222,129	3,597,663	
46	DIVIDENDE			
16.	DIVIDENDS	2015 £	2014 £	
	Dividends paid on equity capital	500,000	300,000	
			 	

17. CONTINGENT LIABILITIES

All monies due or to become due by the company to Natwest Bank plc on any account held are secured by way of a fixed and floating charge over the company and all of its present and future assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

18. PENSION COMMITMENTS

The company makes contributions to the personal pension schemes of certain directors and employees. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the fund and amounted to £252,841 (2014: £79,604). There were no contributions outstanding at the year end.

19. OPERATING LEASE COMMITMENTS

At 30 September 2015 the company had annual commitments under non-cancellable operating leases as follows:

	Land a	Land and buildings	
	2015	2014	
	£	£	
Expiry date:			
Within 1 year	-	44,047	
Between 2 and 5 years	47,078	-	
After more than 5 years	28,500	26,600	

20. CONTROLLING PARTY

The company was under the control of A D Barnett throughout the year to date.

21. RELATED PARTY TRANSACTIONS

During the year, the following directors were issued dividends by the company and provided the company with unsecured interest-free loan facilities. Amounts due by the company on the loan facilities are repayable on demand with no fixed date of repayment.

The balance due by the company to the directors' as at the balance sheet date including the value of dividends issued by the company in the year are shown in the table below:

	2015 £	Dividends issued 2014 £	2015 £	Loan account balance 2014
A D Barnett	258,000	154,800	34,677	77,486
L J Barnett	46,000	27,600	82,553	· .
N J Barnett	48,000	28,800	51,600	-
N E S Jacobs	48,000	28,800	60,348	<u>.</u> .
R K Burnett	100,000	60,000	-	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

22.	NET CASH FLOW FROM OPER	ATING ACTIVITIES	· }		
				2015	2014
				£	£
	Operating profit			1,366,176	1,304,209
	Depreciation of tangible fixed ass			93,109	110,438
	Profit on disposal of tangible fixed (Increase)/decrease in debtors	assets		- (1,596,536)	(3,313) 493,479
	Increase in creditors			1,720,332	192,264
	Net cash inflow from operating	activities		1,583,081	2,097,077
00	ANALYSIS OF CASULFLOWS F		TTED IN CASH E	LOWISTATEME	AIT
23.	ANALYSIS OF CASH FLOWS FO	JK NEADINGS NE	I IEU IN CASH F	2015	2014
				£	£
	Returns on investments and se	rvicing of finance			
	Interest received			51,911	-
	Interest paid			•	66,140
	Net cash inflow from returns or of finance	n investments and	servicing	51,911	66,140
				2015 £	2014 £
	Capital expenditure and financi	al investment			
	Purchase of tangible fixed assets			(36,524)	(35,160)
	Sale of tangible fixed assets				19,000
	Purchase of short term unlisted in	vestments		(1,052,800) ————	
	Net cash outflow from capital e	xpenditure		(1,089,324)	(16,160)
24.	ANALYSIS OF CHANGES IN NE	T FUNDS		-	
	•			Other	•
		_		non-cash	
		1 October	Cash flow	changes	30 September
		2014 £	£	£	2015 £
	Cook at bank and in hand			L	
	Cash at bank and in hand	5,957,839	(314,332)		5,643,507
	Net funds	5,957,839 	(314,332)	-	5,643,507