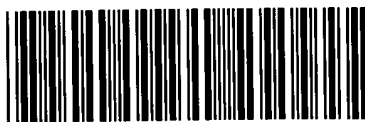

UBIQUITOUS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2016

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UBIQUITOUS LIMITED

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UBIQUITOUS LIMITED

COMPANY INFORMATION

Directors	A D Barnett L J Barnett M L Harris (resigned 25 October 2016) R K Burnett N E S Jacobs N J Barnett
Company secretary	A D Barnett
Registered number	05265883
Registered office and principal place of business	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

UBIQUITOUS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2016

Introduction

Ubiquitous Limited, henceforth referred to as the 'Company', is the UK's leading taxi advertising company and has been for more than 10 years. The 'home of intelligent taxi advertising', the Company is renowned in the advertising industry for working alongside their clientele and delivering cost-effective and market engaging taxi advertising solutions that combine media insight with creative ideas and innovation.

Leading the way in putting taxi advertising on Route, the Out-of-Home advertising industry's audience measurement platform, the Company holds the greatest national footprint of any taxi company in the UK, operating both in London and in more than 20 key cities outside of the capital through its regional operation centres enabling clientele reach their brand target audience.

Business review

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

The results of the Company for the year show a pre-tax profit of £1,939,277 (2015: £1,418,189) based on turnover of £12,137,090 (2015: £13,051,417). The directors consider the results for the year satisfactory and in line with expectations.

In recent years the Company has observed a rise in popularity for the use of taxi advertising as a means of brand marketing. Taxis are a unique outdoor advertising format; always on the move, reaching new people every day both in busy city centres as well as in quiet residential streets where there is simply no other form of outdoor media. The ubiquity of taxi advertising places brands in front of an audience that is becoming increasingly both time-poor and upwardly mobile.

The directors are of the opinion that, with increased market data showing that taxi advertising is seen as a principal driver of brand awareness; especially in densely populated cities, the market's customer base will look more towards taxi advertising as a means of driving sales of their brands; and as such the directors believe that with further investment in the format, exploiting advances in technology and raising awareness within the market of the increasing number of successful marketing campaigns that utilised taxi advertising will reap significant financial benefits for the Company.

Principal risks and uncertainties

Overall responsibility for the Company's systems of internal control and risk management and for reviewing their overall effectiveness is held by the directors of the Company whom together apply an adaptive approach in identifying and mitigating such risks and taking appropriate steps to embed changes as areas for improvement are brought to their attention.

Execution of the Company's strategy is subject to a number of risks and in the opinion of the directors, the key business risks and uncertainties affecting the Company are considered to relate to direct competition from similar format contractors as well as other available formats in the Out-of-Home advertising market, such as billboards and video displays. The directors of the Company manage these risks through continued research of the general economy and Out-of-Home advertising market. Through this research, the directors are able to continually evolve and tailor the value-added services provided by the Company and forge, as well as maintain, strong trading relationships.

UBIQUITOUS LIMITED

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2016

Financial key performance indicators

Given the straightforward and individual nature of the business, the directors consider turnover, gross and operating profit, net asset position and cash flow as the relevant financial key performance indicators sufficient to ensure an appropriate understanding to the true underlying financial performance and position of the Company.

Details of these financial key performance indicators for the current and preceding financial reporting periods can be found on pages 9 to 13 of these financial statements.

Other key performance indicators

The directors do not consider, in the context of the market in which the Company trades, that there are any consistent non-financial key performance indicators which would assist in ensuring a sufficient understanding of the Company's underlying performance not already determinable from information available elsewhere.

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



A D Barnett
Director

Date:

26 May 2017

UBIQUITOUS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2016

The directors present their report and the financial statements for the year ended 30 September 2016.

Directors

The directors who served during the year were:

A D Barnett
L J Barnett
M L Harris (resigned 25 October 2016)
R K Burnett
N E S Jacobs
N J Barnett

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements 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.

Results and dividends

The profit for the year, after taxation, amounted to £1,538,837 (2015 - £1,124,466).

Interim dividends of £750,000 (2015: £500,000) were declared and paid during the year.

As of the date of this report being approved, the directors have not recommended payment of a final ordinary dividend.

UBIQUITOUS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

Future developments

The commercial environment in which the Company operates remains competitive. However, the directors are of the opinion that with the Company's established reputation and status as a leading provider of brand marketing, the Company will be able to maintain and build upon its current market position. The directors continue to explore all available opportunities to grow organically through ongoing evaluation of the ever-changing market.

Having reviewed the Company's observed trading activity after the reporting date and taking into account events expected to transpire proceeding the date of this report, the directors are confident the Company will continue to show positive results and growth as observed in recent years.

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 raise funds and to finance the Company's operations. Due to the nature of the principal financial instruments used by the Company there is no exposure to price risk.

Company's policy for payment of creditors

The Company does not follow any specific code nor standard practice on the payment of creditors. The Company's policy is tailored to the individual business requirements and to adhere to agreed terms and conditions ensuring timely payment in accordance with these terms for all suppliers.

Research and development activities

During the year the company continued its efforts within the field of mobile digital advertising through ongoing investment into bespoke creative formats that deliver context-relevant and/or geographic-specific promotional content.

All related expenditure is written off to the statement of comprehensive income in the period in which it was incurred.

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 the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the 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 information.

Post balance sheet events

As of the date of this report being approved, there have been no significant events that have transpired after the reporting date to bring to the attention of the reader.

Auditors

The auditors, Nyman Libson Paul, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

UBIQUITOUS LIMITED

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2016

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

A handwritten signature in black ink, appearing to read 'A D Barnett', with a stylized flourish at the end.

A D Barnett
Director

Date: 26 May 2017

UBIQUITOUS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF UBIQUITOUS LIMITED

We have audited the financial statements of Ubiquitous Limited for the year ended 30 September 2016, set out on pages 9 to 29. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 on page 4, 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 Financial Reporting Council'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.

Unqualified 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 2016 and of its profit or loss 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 those financial statements.

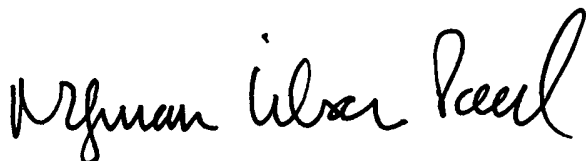
UBIQUITOUS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF UBIQUITOUS LIMITED
(CONTINUED)

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.



Richard Paul (senior statutory auditor)

for and on behalf of
Nyman Libson Paul

Chartered Accountants
Statutory Auditors

Regina House
124 Finchley Road
London
NW3 5JS

Date: 26 May 2017

UBIQUITOUS LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2016

	Note	2016 £	2015 £
Turnover	4	12,137,090	13,051,417
Cost of sales		(6,846,121)	(8,428,420)
Gross profit		<u>5,290,969</u>	<u>4,622,997</u>
Distribution costs		(585,594)	(401,438)
Administrative expenses		(2,827,569)	(2,855,383)
Operating profit	5	<u>1,877,806</u>	<u>1,366,176</u>
Interest receivable and similar income	9	<u>61,471</u>	<u>52,013</u>
Profit before tax		<u>1,939,277</u>	<u>1,418,189</u>
Tax on profit	10	(400,440)	(293,723)
Profit for the year		<u><u>1,538,837</u></u>	<u><u>1,124,466</u></u>

There were no recognised gains and losses for 2016 or 2015 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2016 (2015: £NIL).

The notes on pages 14 to 29 form part of these financial statements.

UBIQUITOUS LIMITED
REGISTERED NUMBER: 05265883

STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2016

	Note	2016 £	2015 £
Non-current assets			
Tangible assets	11	90,726	91,326
Investments	12	26,615	-
		<u>117,341</u>	<u>91,326</u>
Current assets			
Debtors: amounts falling due within one year	13	1,994,238	4,384,109
Current asset investments	14	1,067,232	1,052,800
Cash at bank and in hand	15	6,045,755	5,643,507
		<u>9,107,225</u>	<u>11,080,416</u>
Creditors: amounts falling due within one year	16	(4,213,600)	(6,942,496)
Net current assets		<u>4,893,625</u>	<u>4,137,920</u>
Total assets less current liabilities		<u>5,010,966</u>	<u>4,229,246</u>
Provisions for liabilities			
Deferred tax	18	-	(7,117)
		<u>-</u>	<u>(7,117)</u>
Net assets		<u><u>5,010,966</u></u>	<u><u>4,222,129</u></u>
Capital and reserves			
Called up share capital	19	100	100
Profit and loss account	20	5,010,866	4,222,029
		<u>5,010,966</u>	<u>4,222,129</u>

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



A D Barnett
Director

Date: 26 May 2017

The notes on pages 14 to 29 form part of these financial statements.

UBIQUITOUS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 October 2015	100	4,222,029	4,222,129
Profit for the year	-	1,538,837	1,538,837
Dividends: Equity capital	-	(750,000)	(750,000)
At 30 September 2016	100	5,010,866	5,010,966

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 October 2014	100	3,597,563	3,597,663
Profit for the year	-	1,124,466	1,124,466
Dividends: Equity capital	-	(500,000)	(500,000)
At 30 September 2015	100	4,222,029	4,222,129

The notes on pages 14 to 29 form part of these financial statements.

UBIQUITOUS LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

	2016 £	2015 £
Cash flows from operating activities		
Profit for the financial year	1,538,837	1,124,466
Adjustments for:		
Depreciation of tangible assets	53,701	93,109
Profit on disposal of tangible assets	(12,308)	-
Interest received	(60,945)	(52,013)
Taxation charge	400,440	293,723
Decrease/(increase) in debtors	2,424,783	(1,596,536)
(Decrease)/increase in creditors	(2,829,327)	1,720,332
Corporation tax paid	(342,038)	(360,000)
Net cash generated from operating activities	<u>1,173,143</u>	<u>1,223,081</u>
Cash flows from investing activities		
Purchase of tangible fixed assets	(56,435)	(36,524)
Sale of tangible fixed assets	15,642	-
Purchase of long term unlisted and other investments	(26,615)	-
Purchase of short term unlisted and other investments	(1,065,000)	(1,052,800)
Sale of short term unlisted investments	1,065,000	-
Interest received	46,513	51,911
Net cash from investing activities	<u>(20,895)</u>	<u>(1,037,413)</u>
Cash flows from financing activities		
Dividends paid	(750,000)	(500,000)
Net cash used in financing activities	<u>(750,000)</u>	<u>(500,000)</u>

UBIQUITOUS LIMITED

STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2016

	2016 £	2015 £
Cash and cash equivalents at beginning of year	5,643,507	5,957,839
Cash and cash equivalents at the end of year	<u>6,045,755</u>	<u>5,643,507</u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	<u>6,045,755</u>	<u>5,643,507</u>

The notes on pages 14 to 29 form part of these financial statements.

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

1. General information

Ubiquitous Limited (the "Company") is a private company limited by shares and is incorporated and domiciled in the United Kingdom. The address of the Company's registered office and principal place of business can be found within the Company Information on page 1 of these financial statements.

The nature of the Company's operations and its principal activities are set out in the strategic report as set on pages 2 to 3.

The directors having reviewed the Company's performance up to the date these financial statements were approved, as well as internally prepared forecasts and projections, and taking into account of possible changes in trading performance, determine that the Company will be able to operate within the level of its current facilities and have a reasonable expectation that the Company has available at its disposal, adequate resources to continue in operational existence for the foreseeable future.

The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Company to continue as a going concern and therefore consider it appropriate to continue to adopt the going concern basis in preparing the Company's financial statements.

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 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 102 is given in note 27.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

2. Accounting policies (continued)

2.2 Revenue

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

Turnover on advertising contracts is recognised over the term of the contract and turnover relating to the production of advertising media is recognised immediately on completion of production and the related production costs are recognised accordingly.

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Leasehold Property	- Over the term of the lease or over 4 years where the lease has no fixed term
Other fixed assets	- Over 4 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

2.4 Valuation of investments

Investments held as fixed assets are shown at cost less provision for impairment.

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

2. Accounting policies (continued)

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 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.

In the statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

2.7 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

Financial instruments are derecognised when either;

- the contractual rights to the cash flows expire or are settled, or;
- substantially all the risks and rewards of ownership are transferred to another party; or;
- despite having retained some significant risks and rewards of ownership, control has been transferred to another party who has the practical ability to unilaterally trade the instrument to an unrelated third party without imposing additional restrictions.

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

2. Accounting policies (continued)

2.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.9 Share capital and dividends

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 the proceeds.

Dividend distributions to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

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. These amounts are recognised in the statement of changes in equity.

2.10 Operating leases: the Company as lessee

Leases that do not substantially transfer all the risks and rewards associated with ownership of the asset to the lessee are classified as operating leases.

Rentals paid under operating leases are charged to the statement of comprehensive income 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 lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

2. Accounting policies (continued)

2.11 Employee benefits

The Company provides a range of benefits to employees, including bonus payments and defined contribution pension plans.

Short term benefits

- Short term and other similar non-monetary benefits are recognised as an expense in the period in which the service is received.

Defined contribution pension plans

- The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in other creditors in the statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

Contributions to personal pension plans

- The Company makes contributions to the personal pension schemes of employees. An expense (i.e. a pension charge) is recognised in the statement of comprehensive income when the Company has a legal or constructive obligation to make payments as a result of past events and a reliable estimate of the obligation can be made.

Bonus payments

- The Company makes bonus payments to employees. An expense is recognised in the statement of comprehensive income when the Company has a legal or constructive obligation to make payments as a result of past events and a reliable estimate of the obligation can be made.

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.

2.12 Interest income

Interest income is recognised in the statement of comprehensive income using the effective interest method.

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

2. Accounting policies (continued)

2.13 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the statement of financial position.

2.14 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, 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 reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical judgments in applying the entity's accounting policies

There are no critical judgments made in applying the entity's accounting policies.

Critical accounting estimates and assumptions

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

Impairment of debtors

- When assessing the recoverable value of trade receivables, the directors consider a variety of factors including the ageing profile of the debt, historical and market experience with the customer and the quality of communications to date.

Provision for accrued expenditure

- When assessing the value of accrued expenditure to be recognised at the reporting date, the directors consider the work undertaken prior to the reporting date and related third party goods and services acquired as a result of said work yet to be invoiced to the Company. Where invoices are unavailable on determining the provision, the value of applicable third party goods and services is estimated based on quotations received prior to receiving the goods/services or on historically observed transactions of a similar nature.

4. Turnover

The whole of the turnover is attributable to the provision of advertising services as disclosed in note 2.2 to the financial statements. In the opinion of the directors, the classes of related services provided do not differ substantially.

All turnover arose within the United Kingdom.

UBIQUITOUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

5. Operating profit

The operating profit is stated after charging:

	2016 £	2015 £
Depreciation of tangible fixed assets	53,701	93,109
Fees payable for the audit of the Company's annual financial statements	12,000	10,000
Operating lease rentals	171,315	161,048
Contributions towards defined contribution pension schemes	232,234	252,841
	<u>232,234</u>	<u>252,841</u>

6. Auditors' remuneration

	2016 £	2015 £
Fees payable to the Company's auditor in respect of:		
Audit of the Company's annual financial statements	12,000	10,000
Taxation compliance services	3,000	3,000
Other professional services	4,266	3,449
	<u>4,266</u>	<u>3,449</u>

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2016 £	2015 £
Wages and salaries	1,506,322	1,507,698
Social security costs	138,116	201,307
Contributions towards defined contribution pension schemes	232,234	252,841
	<u>1,876,672</u>	<u>1,961,846</u>

The average monthly number of employees, including the directors, during the year was as 41 (2015: 39).

UBIQUITOUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

8. Directors' remuneration

	2016 £	2015 £
Directors' emoluments	415,753	435,470
Company contributions to defined contribution pension schemes	220,868	240,500
Compensation for loss of office	228,437	-
	<u>865,058</u>	<u>675,970</u>

During the year retirement benefits were accruing to 5 directors (2015 - 5) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £189,746 (2015 - £NIL).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £159,054 (2015 - £175,000).

During the year, the Company operated an Enterprise Management Initiative share option plan, under which 1,111 options (2015: 1,111 options) were granted to 1 director allowing them to acquire 1,111 Ordinary share of 1p nominal value at an exercise price of £36 per share. All share options were granted in a previous financial reporting period and had no impact on the financial position and performance of the Company during the year under review.

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 as at the reporting date, no options were exercised.

After the reporting date, all granted options were revoked upon resignation from office by the director.

9. Interest receivable

	2016 £	2015 £
Other interest receivable	<u>61,471</u>	<u>52,013</u>

UBIQUITOUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

10. Taxation

	2016 £	2015 £
Corporation tax		
Current tax on profits for the year	452,297	318,326
Adjustments in respect of previous periods	(9,828)	(22,398)
Total current tax	<u>442,469</u>	<u>295,928</u>
Deferred tax		
Origination and reversal of timing differences	(42,029)	(7,867)
Adjustments in respect of prior periods	-	5,662
Total deferred tax	<u>(42,029)</u>	<u>(2,205)</u>
Taxation on profit on ordinary activities	<u><u>400,440</u></u>	<u><u>293,723</u></u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2015 - higher than) the standard rate of corporation tax in the UK of 20% (2015 - 20.5%). The differences are explained below:

	2016 £	2015 £
Profit on ordinary activities before tax	<u>1,939,277</u>	<u>1,418,189</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20.5%)	387,855	290,729
Effects of:		
Expenses not deductible for tax purposes	22,666	22,028
Research and development tax credits leading to a decrease in the tax charge	-	(13,268)
Adjustments to current tax charge in respect of prior periods	(9,828)	(22,398)
Over provision of current tax on profits for the year	-	9,828
Other differences leading to a decrease in the tax charge	(71)	-
Deferred tax (credit) / charge on unrecognised temporary differences from prior periods	(922)	5,662
Over provision of deferred tax on unrecognised temporary differences	-	922
Deferred tax charge relating to changes in tax rates or laws	740	220
Total tax charge for the year	<u><u>400,440</u></u>	<u><u>293,723</u></u>

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016

11. Tangible fixed assets

	Leasehold Property £	Motor vehicles £	Fixtures & fittings £	Office equipment £	Computer equipment £	Total £
Cost or valuation						
At 1 October 2015	159,120	91,634	212,612	47,720	224,693	735,779
Additions	-	25,595	16,197	3,540	21,103	66,435
Disposals	-	(54,210)	-	-	-	(54,210)
At 30 September 2016	159,120	63,019	228,809	51,260	245,796	748,004
Depreciation						
At 1 October 2015	159,120	59,779	192,859	45,448	187,247	644,453
Charge for the period	-	15,161	19,001	2,243	17,296	53,701
Disposals	-	(40,876)	-	-	-	(40,876)
At 30 September 2016	159,120	34,064	211,860	47,691	204,543	657,278
Net book value						
At 30 September 2016	-	28,955	16,949	3,569	41,253	90,726
At 30 September 2015	-	31,855	19,753	2,272	37,446	91,326

UBIQUITOUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

12. Fixed asset investments

	Other fixed asset investments £
Cost or valuation	
Additions	26,615
At 30 September 2016	<u>26,615</u>
 Net book value	
At 30 September 2016	<u><u>26,615</u></u>

13. Debtors

	2016 £	2015 £
Trade debtors	1,468,687	3,451,861
Other debtors	272,529	691,867
Prepayments and accrued income	218,110	240,381
Deferred taxation	34,912	-
	<u>1,994,238</u>	<u>4,384,109</u>

Included in other debtors are deposits held, amounting to £6,650 (2015: £6,650), which are secured by way of a deed.

14. Current asset investments

	2016 £	2015 £
Unlisted investments	<u>1,067,232</u>	<u>1,052,800</u>

15. Cash and cash equivalents

	2016 £	2015 £
Cash at bank and in hand	<u>6,045,755</u>	<u>5,643,507</u>

UBIQUITOUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

16. Creditors: Amounts falling due within one year

	2016 £	2015 £
Trade creditors	445,134	346,611
Corporation tax	210,269	109,838
Other taxation and social security	180,269	586,794
Other creditors	51,577	229,173
Accruals and deferred income	3,326,351	5,670,080
	<u>4,213,600</u>	<u>6,942,496</u>

17. Financial instruments

	2016 £	2015 £
Financial assets		
Financial assets measured at fair value through profit or loss	6,045,755	5,643,507
Financial assets that are debt instruments measured at amortised cost	1,067,232	1,052,800
	<u>7,112,987</u>	<u>6,696,307</u>

Financial assets measured at fair value through profit or loss comprise of cash balances held at bank and in hand.

Financial assets that are debt instruments measured at amortised cost comprise of short term investments held in fixed rate bonds.

18. Deferred taxation

	2016 £
At 1 October 2015	7,117
Charged to the profit or loss	(42,029)
At 30 September 2016	<u><u>(34,912)</u></u>

UBIQUITOUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

18. Deferred taxation (continued)

The net deferred tax (asset)/liability carried forward is made up as follows:

	2016 £
Accelerated capital allowances	9,947
Other timing differences	(44,859)
	<u>(34,912)</u>

Deferred tax liabilities of £nil in respect of accelerated capital allowances are expected to reverse in the following financial reporting period.

Deferred tax assets of £44,859 in respect of other timing differences are expected to reverse in the following financial reporting period.

19. Share capital

	2016 £	2015 £
Shares classified as equity		
Allotted, called up and fully paid		
10,000 Ordinary shares of £0.01 each	<u>100</u>	<u>100</u>

20. Reserves

Profit & loss account

The Profit and Loss account includes all current and prior period retained profits and losses.

21. Dividends

	2016 £	2015 £
Interim dividends paid	<u>750,000</u>	<u>500,000</u>

UBIQUITOUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

22. 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 all of present and future assets of the Company.

23. Pension commitments

The Company operates a defined contribution pension scheme for all qualifying employees and makes lump sum contributions towards the personal pension schemes of its employees. The assets of the relevant 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 respective funds in the year and for the year under review amounted to £385,420 (2015: £252,841) of which £153,186 (2015: £nil) is included in wages and salaries as compensation for loss of office. Employee and employer contributions payable totalling £156,922 (2015: £175,000) were outstanding as at the reporting date and are included in creditors falling due within one year.

24. Commitments under operating leases

At 30 September 2016 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2016 £	2015 £
Not later than 1 year	105,830	96,330
Later than 1 year and not later than 5 years	58,630	105,709
Later than 5 years	32,000	28,500
	<u>196,460</u>	<u>230,539</u>

UBIQUITOUS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2016**

25. Related party transactions

Key management personnel

Certain directors are recognised as being the key management personnel of the Company. It is these individuals whom together hold joint responsibility for planning, directing and controlling the activities of the Company.

Total remuneration of, and interim dividends paid to, key management personnel for the year amounted to £477,545 (2015: £476,144) and £606,000 (2015: £404,000) respectively.

During the year, the directors continued to provide the Company with access to loan finance in the form of unsecured interest-free loan accounts. Amounts due towards the loan account are repayable on demand, with no fixed date of repayment, and as at the reporting date, amounts owed by the Company towards the respective loan accounts were as follows:

	2016 £	2015 £
A D Barnett	25,774	34,675
L J Barnett	20,757	82,552
N J Barnett	2,007	51,599
R K Burnett	-	-
N E S Jacobs	2,011	60,347
	<u>50,549</u>	<u>229,173</u>

26. Controlling party

The Company was under the control of its director, A D Barnett, throughout the year under review.

27. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to those applied under FRS 102. Consequently, there has been no material impact on equity brought forward nor total comprehensive income reported for the preceding reporting period.