

KBI TRUSTEES LIMITED
ANNUAL REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Registered number: 05400544



KBI TRUSTEES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

CONTENTS	PAGES
Officers and professional advisors	1
The Directors' report	2 to 3
Directors' responsibility statement	4
Independent auditor's report to the members of KBI Trustees Limited	5 to 6
Profit and Loss account	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 to 13

KBI TRUSTEES LIMITED
THE DIRECTORS' REPORT
YEAR ENDED 31 DECEMBER 2016

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2016. The Company is a wholly owned subsidiary of Precise Media Group Holdings Limited. The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

PRINCIPAL ACTIVITIES

The Company used to hold shares in Precise Media Group Holdings Limited and associated undertakings for future distribution and use in employee share schemes. Currently, there has been no activity during 2016 and the Directors do not expect any further activity to take place in the future.

RESULTS AND PROPOSED DIVIDEND

The results of the Company's activities can be found on page 7 of the financial statements. The Company reported net liabilities for the year ended 31 December 2016 of £55 (2015: £896).

The Directors do not recommend the payment of a dividend (2015: Nil).

DIRECTORS

The Directors who held office during the year and subsequently were as follows:

P Low (Resigned on 27 January 2017)
K Fawcus (Resigned on 27 January 2017)
J Haworth (Resigned on 14 April 2017)
G Richardson (Appointed on 16 June 2017)

DISCLOSURE OF INFORMATION TO AUDITOR

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself 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.

GOING CONCERN

The Directors who held office at the date of approval of this Directors' Report confirm that the Company has adequate resources, provided by Precise Media Monitoring Limited, to enable the Company to continue in operational existence for the foreseeable future. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there is certainty that this support will continue beyond 12 months from the date of approval of the financial statements. Based on this undertaking the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis. Further details on the adoption of the going concern basis can be found in the Accounting Policies of the notes to the financial statements (Note 1).

KBI TRUSTEES LIMITED
THE DIRECTORS' REPORT *(continued)*
YEAR ENDED 31 DECEMBER 2016

AUDITOR

Pursuant to Section 487 of the Companies Act 2006, Deloitte LLP were appointed as auditor and will continue in office.

By order of the board

A handwritten signature in black ink, appearing to be 'G Richardson', written over a horizontal line.

G Richardson
Director

1 Broadgate
London
EC2M 2QS

Approved by the Directors on 30 June 2017

KBI TRUSTEES LIMITED
YEAR ENDED 31 DECEMBER 2016

DIRECTORS' RESPONSIBILITY STATEMENT

The directors are responsible for preparing the Annual Report including 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), including FRS 101 "Reduced Disclosure Framework". Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting 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.

KBI TRUSTEES LIMITED

YEAR ENDED 31 DECEMBER 2016

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KBI TRUSTEES LIMITED

We have audited the financial statements of KBI Trustees Limited for the year ended 31 December 2016 which comprise the Profit and Loss Account, Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 6. 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), including FRS 101 "Reduced Disclosure Framework".

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.

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 2016 and of its result 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.

KBI TRUSTEES LIMITED
YEAR ENDED 31 DECEMBER 2016

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KBI TRUSTEES LIMITED
(continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

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 in preparing the Directors' Report or from the requirement to prepare a Strategic Report.



Catherine Lucy Newman (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London
United Kingdom
30 June 2017

KBI TRUSTEES LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	2016 £'000	2015 £'000
Write back of unpresented cheque	4	1	-
PROFIT BEFORE TAX		<u>1</u>	<u>-</u>
Tax on result	3	-	-
PROFIT FOR THE FINANCIAL YEAR		<u><u>1</u></u>	<u><u>-</u></u>

All of the activities of the Company are classed as continuing.

The notes on pages 10 to 13 form part of these financial statements.

KBI TRUSTEES LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2016

	Note	2016 £000	2015 £000
CREDITORS: Amounts falling due within one year		-	-
Bank overdraft		-	(1)
NET CURRENT LIABILITIES		-	(1)
TOTAL ASSETS LESS CURRENT LIABILITIES		-	(1)
NET LIABILITIES		-	(1)
CAPITAL AND RESERVES			
Called-up share capital	4	-	-
Other reserve		44	44
Profit and loss account	5	(44)	(45)
SHAREHOLDERS' DEFICIT		-	(1)

Other reserves comprises gain on intercompany forgiveness of debts.

These financial statements were approved by the Directors on the 30 June 2017 and are signed on their behalf by:



.....
G Richardson
Director

Company registration number - 05400544

The notes on pages 10 to 13 form part of these financial statements.

KBI TRUSTEES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016

	Called- up share capital (Note 4) £'000	Profit & Loss account (Note 5) £'000	Other Reserve £'000	Total £'000
Balance at 1 January 2015	-	(45)	-	(45)
Gain on intercompany balances	-	-	44	44
Balance at 31 December 2015	-	(45)	44	(1)
Gain on write-back of unrepresented cheque	-	1	-	1
Balance at 31 December 2016	-	(44)	44	-

Other reserve comprises gain on intercompany forgiveness of debts written off in the year ended 31 December 2015.

The notes on pages 10 to 13 form part of these financial statements.

KBI TRUSTEES LIMITED
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2016

1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

KBI Trustees Limited is a private Company, limited by shares and incorporated in England, United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' Report on page 2.

These financial statements were prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The financial statements have been prepared under the historical cost basis, except for financial instruments that are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

These financial statements are separate financial statements. The company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to produce consolidated financial statements, because it is included in the group financial statements of WPP Plc. Details of the parent in whose consolidated financial statements the Company is included are shown in note 6 to the financial statements.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures are given in the group financial statements of WPP Plc. The group financial statements of WPP Plc are available to the public and can be obtained as set out in note 6.

Going concern

The financial statements have been prepared on the going concern basis notwithstanding net current liabilities of £55 (2015: £896) and net liabilities of £55 (2015: £896), and bank balance of £nil (2015: overdraft £55) which the Directors believe to be appropriate for the following reasons. The Company is dependent for its working capital on funds provided to it by Precise Media Monitoring Limited, a group Company. Precise Media Monitoring Limited has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company and in particular will not seek repayment of the amounts currently made available. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any Company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although at the date of approval of these financial statements, they have no reason to believe that it will not do so.

KBI TRUSTEES LIMITED
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 31 DECEMBER 2016

1. ACCOUNTING POLICIES *(continued)*

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1 above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Management is of the opinion that any instances of application of judgements are not expected to have a significant effect on the amounts recognised in the financial statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Management is of the view that there are no key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. ADMINISTRATIVE EXPENSES

Fees payable to the Company's auditor for the audit of the Company's annual financial statements were borne by Precise Media Monitoring Limited. £1,000 (2015: £1,000) of the fee is allocated to KBI Trustees Limited.

The Directors were remunerated through Precise Media Group Holdings Limited for both periods.

There were no employees operating under this Company during the year ended 31 December 2016 and the year ended 31 December 2015.

3. TAX ON RESULT

The tax charge comprises:

	Year ended 31 December 2016 £'000	Year ended 31 December 2015 £'000
UK corporation tax		
Current tax charge for the year at 20% (2015: 20.25%)	-	-
Tax on result	-	-

Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2015: lower) than the standard rate of corporation tax in the UK of 20% (2015: 20.25 %).

KBI TRUSTEES LIMITED
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 31 DECEMBER 2016

3. TAX ON RESULT (continued)

	Year ended 31 December 2016 £'000	Year ended 31 December 2015 £'000
Current tax reconciliation		
Profit before tax	1	-
	<hr/>	<hr/>
Current tax at 20% (2015: 20.25 %).	-	-
Effects of:		
Income not taxable for tax purposes	-	-
	<hr/>	<hr/>
Total current tax	-	-
	<hr/>	<hr/>

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and from 19% to 18% (effective from 1 April 2020) was substantively enacted on 26 October 2015. A further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

4. CALLED-UP CAPITAL

	2016		2015	
	No.	£	No.	£
Authorised, allotted, called-up and fully paid ordinary share of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

5. PROFIT AND LOSS ACCOUNT

	2016 £'000
At 1 January 2015 and 31 December 2015	(45)
Gain on write-back of unrepresented cheque	1
	<hr/>
At 31 December 2016	<u>(44)</u>

KBI TRUSTEES LIMITED

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 DECEMBER 2016

6. ULTIMATE PARENT COMPANY

The immediate parent Company is KBBi Group Limited, a company incorporated and domiciled in England and Wales. WPP plc, a company incorporated in Jersey and registered at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES is 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 such group is Lexington International B.V., registered in the Netherlands.

Copies of the financial statements of WPP plc are available at www.wppinvestor.com and 27 Farm Street, London, W1J 5RJ UK.

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.