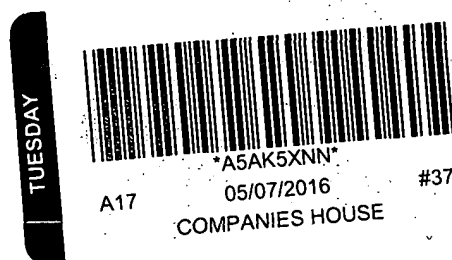

MARKETINGFILE GROUP LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015



MHA MacIntyre Hudson
GLOBAL EXPERTISE • NATIONAL EXPERIENCE • LOCAL EXCELLENCE®

MARKETINGFILE GROUP LIMITED

COMPANY INFORMATION

DIRECTORS

Alexander Catto
Timothy Wise
John F Dennehy
Kieron Karue
Paul R Lo

COMPANY SECRETARY

Timothy Wise

REGISTERED NUMBER

05597328

REGISTERED OFFICE

8 Arlington Court
Whittle Way
Arlington Business Park
Stevenage
SG1 2FS

ACCOUNTANTS

MHA MacIntyre Hudson
Chartered Accountants
Equipoise House
Grove Place
Bedford
MK40 3LE

BANKERS

Coutts & Co
440 Strand
London
WC2R 0QS

MARKETINGFILE GROUP LIMITED

CONTENTS

	Page
Directors' Report	1
Accountants' Report	2
Consolidated Profit and Loss Account	3
Consolidated Balance Sheet	4 - 5
Company Balance Sheet	6
Notes to the Financial Statements	7 - 14

MARKETINGFILE GROUP LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2015**

The directors present their report and the unaudited financial statements for the year ended 31 December 2015.

PRINCIPAL ACTIVITY

The principal activity of the company during the year was to act as a holding company and did not trade during the period.

The group owns and operates the MarketingFile.Com website, which continues to be Europe's largest online supplier of direct marketing lists.

DIRECTORS

The directors who served during the year were:

Alexander Catto
Timothy Wise
John F Dennehy
Kieron Karue
Paul R Lo

This report has been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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



.....
Timothy Wise
Secretary

Date: 9/6/16

MARKETINGFILE GROUP LIMITED

**CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF
THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF MARKETINGFILE GROUP LIMITED
FOR THE YEAR ENDED 31 DECEMBER 2015**

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of MarketingFile Group Limited for the year ended 31 December 2015 which comprise the group Profit and Loss Account, the group and company Balance Sheets and the related notes from the company's accounting records and from information and explanations you have given to us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at:
www.icaew.com/en/members/regulations-standards-and-guidance/.

This report is made solely to the Board of Directors of MarketingFile Group Limited, as a body, in accordance with the terms of our engagement letter dated 14 April 2014. Our work has been undertaken solely to prepare for your approval the financial statements of MarketingFile Group Limited and state those matters that we have agreed to state to the Board of Directors of MarketingFile Group Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than MarketingFile Group Limited and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that MarketingFile Group Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the company's assets, liabilities, financial position and profit of MarketingFile Group Limited after profit. You consider that MarketingFile Group Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or review of the financial statements of MarketingFile Group Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.



MHA MacIntyre Hudson

Chartered Accountants

Equipoise House
Grove Place
Bedford
MK40 3LE

Date: 4 July 2016

MARKETINGFILE GROUP LIMITED

**CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Note	2015 £	2014 £
TURNOVER	1	2,464,199	1,643,222
Cost of sales		<u>(1,220,969)</u>	<u>(784,014)</u>
GROSS PROFIT		1,243,230	859,208
Administrative expenses		<u>(1,174,560)</u>	<u>(856,478)</u>
OPERATING PROFIT	2	68,670	2,730
EXCEPTIONAL ITEMS			
Other exceptional items	4	<u>(30,000)</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		38,670	2,730
Interest receivable and similar income		<u>198</u>	<u>102</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		38,868	2,832
Tax on profit on ordinary activities		<u>(40)</u>	<u>16,041</u>
PROFIT FOR THE FINANCIAL YEAR	11	<u>38,828</u>	<u>18,873</u>

The notes on pages 7 to 14 form part of these financial statements.

MARKETINGFILE GROUP LIMITED
REGISTERED NUMBER: 05597328

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2015

	Note	£	2015 £	£	2014 £
FIXED ASSETS					
Intangible assets	5		78,854		128,854
Tangible assets	6		48,861		44,504
			127,715		173,358
CURRENT ASSETS					
Debtors	8	245,527		290,905	
Cash at bank		384,373		100,596	
		629,900		391,501	
CREDITORS: amounts falling due within one year	9	(363,370)		(228,342)	
NET CURRENT ASSETS			266,530		163,159
TOTAL ASSETS LESS CURRENT LIABILITIES			394,245		336,517
CAPITAL AND RESERVES					
Called up share capital	10		498,194		489,794
Share premium account	11		18,478		7,978
Profit and loss account	11		(122,427)		(161,255)
SHAREHOLDERS' FUNDS	12		394,245		336,517

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and for preparing financial statements which give a true and fair view of the state of affairs of the company as at 31 December 2015 and of its profit for the year in accordance with the requirements of sections 394 and 395 of the Act and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

MARKETINGFILE GROUP LIMITED

**CONSOLIDATED BALANCE SHEET (continued)
AS AT 31 DECEMBER 2015**

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



.....
Timothy Wise
Director

Date: 9/6/16

The notes on pages 7 to 14 form part of these financial statements.

MARKETINGFILE GROUP LIMITED
REGISTERED NUMBER: 05597328

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2015

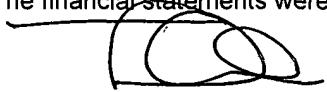
	Note	2015 £	2014 £
FIXED ASSETS			
Investments	7	515,751	515,751
CURRENT ASSETS			
Debtors	8	19,823	30,923
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>535,574</u>	<u>546,674</u>
CAPITAL AND RESERVES			
Called up share capital	10	498,194	489,794
Share premium account	11	18,478	7,978
Profit and loss account	11	18,902	48,902
SHAREHOLDERS' FUNDS	12	<u>535,574</u>	<u>546,674</u>

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and for preparing financial statements which give a true and fair view of the state of affairs of the company as at 31 December 2015 and of its profit for the year in accordance with the requirements of sections 394 and 395 of the Act and which otherwise comply with the requirements of the Companies Act 2006 relating to the financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

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


.....
Timothy Wise
Director

Date: 9/6/16

The notes on pages 7 to 14 form part of these financial statements.

MARKETINGFILE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 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 the Financial Reporting Standard for Smaller Entities (effective January 2015).

1.2 Basis of consolidation

The financial statements consolidate the accounts of MarketingFile Group Limited and all of its subsidiary undertakings ('subsidiaries').

The company has taken advantage of the exemption contained within 408 of the Companies Act 2006 not to present its own Profit and Loss Account.

The profit and loss account for the year dealt with in the accounts of the company showed a loss of £30,000 (2014 - £NIL).

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of services supplied during the year, exclusive of Value Added Tax.

1.4 Research and development

Research and development expenditure is written off in the Profit and Loss Account in the year in which it is incurred except development expenditure incurred on individual projects. Where the recoverability of this development expenditure can be foreseen with reasonable assurance it is capitalised and amortised in line with sales from the relevant projects.

Amortisation is provided at the following rates:

Development costs - 25% per annum on a straight line basis

1.5 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:

Fixtures & fittings	-	25% per annum on a reducing balance basis
Computer equipment	-	25% per annum on a reducing balance basis
Internet software	-	33% per annum on a reducing balance basis

1.6 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

MARKETINGFILE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. ACCOUNTING POLICIES (continued)

1.7 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.

1.8 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.

1.9 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.

1.10 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

1.11 Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

1.12 Share option scheme

The company operates a share option scheme for certain employees. In accordance with Financial Reporting Standards for Smaller Entities the Company does not recognise any amounts in respect of these options until the point at which they are exercised.

MARKETINGFILE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

2. OPERATING PROFIT

The operating profit is stated after charging:

	2015 £	2014 £
Depreciation of tangible fixed assets:		
- owned by the group	16,423	14,971
Amortisation of intangible fixed assets	50,000	50,000
	<u>66,423</u>	<u>64,971</u>

3. DIRECTORS' REMUNERATION

	2015 £	2014 £
Aggregate remuneration	393,725	208,484
	<u>393,725</u>	<u>208,484</u>

4. EXCEPTIONAL ITEMS

	2015 £	2014 £
Payments in respect of waiver of share options	30,000	-
	<u>30,000</u>	<u>-</u>

5. INTANGIBLE FIXED ASSETS

	Develop't costs £
Group	
Cost	
At 1 January 2015 and 31 December 2015	178,854
Amortisation	
At 1 January 2015	50,000
Charge for the year	50,000
At 31 December 2015	100,000
Net book value	
At 31 December 2015	78,854
At 31 December 2014	128,854

MARKETINGFILE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

6. TANGIBLE FIXED ASSETS

Group	Fixtures & fittings £	Computer equipment £	Internet software £	Total £
Cost				
At 1 January 2015	62,493	180,568	120,870	363,931
Additions	15,918	6,720	-	22,638
Disposals	(1,308)	(20,649)	-	(21,957)
At 31 December 2015	77,103	166,639	120,870	364,612
Depreciation				
At 1 January 2015	49,934	148,623	120,870	319,427
Charge for the year	7,187	9,236	-	16,423
On disposals	(1,175)	(18,924)	-	(20,099)
At 31 December 2015	55,946	138,935	120,870	315,751
Net book value				
At 31 December 2015	21,157	27,704	-	48,861
At 31 December 2014	12,559	31,945	-	44,504

7. FIXED ASSET INVESTMENTS

Company	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2015 and 31 December 2015	515,751
Net book value	
At 31 December 2015	515,751
At 31 December 2014	515,751

Details of the principal subsidiaries can be found under note number 15.

MARKETINGFILE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

8. DEBTORS

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Trade debtors	212,309	249,114	-	-
Amounts owed by group undertakings	-	-	19,823	30,923
Prepayments	27,190	31,192	-	-
Directors' loan accounts	778	9,437	-	-
Other debtors	5,250	1,162	-	-
	245,527	290,905	19,823	30,923

**9. CREDITORS:
Amounts falling due within one year**

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Bank credit card	3,242	1,332	-	-
Trade creditors	138,779	98,478	-	-
Corporation tax	40	20	-	-
Other taxation and social security (see below)	53,845	39,812	-	-
Director's loan account	11,988	-	-	-
Accruals	29,762	29,776	-	-
Other creditors	125,714	58,924	-	-
	363,370	228,342	-	-

Other taxation and social security

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
PAYE/NI	20,990	18,821	-	-
VAT	32,855	20,991	-	-
	53,845	39,812	-	-

MARKETINGFILE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

10. SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid		
9,960,420 (2014 - 9,792,420) Ordinary shares of £0.05 each	498,021	489,621
1,728,074 (2014 - 1,728,074) Ordinary A shares of £0.0001 each	173	173
	<u>498,194</u>	<u>489,794</u>

168,000 Ordinary £0.05 shares were issued during the period at a conversion price of £0.1125 per share.

11. RESERVES

Group	Share premium account £	Profit and loss account £
At 1 January 2015	7,978	(161,255)
Profit for the financial year		38,828
Premium on shares issued during the year	10,500	
	<u>18,478</u>	<u>(122,427)</u>
At 31 December 2015		

Company	Share premium account £	Profit and loss account £
At 1 January 2015	7,978	48,902
Loss for the financial year		(30,000)
Premium on shares issued during the year	10,500	
	<u>18,478</u>	<u>18,902</u>
At 31 December 2015		

MARKETINGFILE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015**

12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

Group	2015	2014
	£	£
Opening shareholders' funds	336,517	317,644
Profit for the financial year	38,828	18,873
Shares issued during the year	8,400	-
Share premium on shares issued	10,500	-
	<u>394,245</u>	<u>336,517</u>
Closing shareholders' funds	<u>394,245</u>	<u>336,517</u>

Company	2015	2014
	£	£
Opening shareholders' funds	546,674	546,674
(Loss)/profit for the financial year	(30,000)	-
Shares issued during the year	8,400	-
Share premium on shares issued	10,500	-
	<u>535,574</u>	<u>546,674</u>
Closing shareholders' funds	<u>535,574</u>	<u>546,674</u>

13. OPERATING LEASE COMMITMENTS

At 31 December 2015 the group had annual commitments under non-cancellable operating leases as follows:

Group	2015	2014
	£	£
Expiry date:		
Between 2 and 5 years	<u>40,230</u>	<u>40,230</u>

14. DIRECTORS' BENEFITS: ADVANCES, CREDIT AND GUARANTEES

Kieron Karue has a director's loan account with the group. At the 31 December 2015 there was an amount due from Kieron Karue of £778 (2014: £7,122).

Timothy Wise has a director's loan account with the group. At the 31 December 2015 there was an amount due to Timothy Wise of £11,988 (2014: £2,000 due from Timothy Wise).

Paul Lo also had a director's loan account with the group in the prior year and at the 31 December 2014 there was an amount due from Paul Lo of £315.

MARKETINGFILE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

15. PRINCIPAL SUBSIDIARIES

Company name	Country	Percentage Shareholding	Description
MarketingFile Limited	England	100	Supplier of direct marketing lists
MarketingFile.Com Limited	England	100	Dormant company
MarketingFile Services Limited	England	100	Dormant company
Print and Post Limited	England	100	Dormant company
Touchpoint Limited	England	100	Dormant company
Touchpoint Marketing Limited	England	100	Dormant company

16. SHARE OPTION SCHEME

The company operates employee share option plans.

On 1 June 2015 100,000 shares were granted to 1 employee at an exercise price of 20p. The options can be exercised at any time between 1 June 2015 and 1 June 2025.

On 23 November 2015 a compensation payment of £30,000 was made to 1 employee on the surrender of 410,488 share options held under the employee share option plan.

The below table shows the total shares granted under employee share option plans that have not yet expired:

Date of Grant	Expiry Date	Exercise Price (£)	Number Outstanding
01/04/08	01/04/18	0.36	5,000
01/06/12	01/06/22	0.20	180,000
01/06/13	01/06/23	0.20	180,000
01/06/14	12/06/24	0.20	240,000
12/06/14	12/06/24	0.20	100,000
12/06/15	12/06/25	0.20	100,000