

Company Registration No. 06204602

TNS UK Holdings Limited

Annual Report and Financial Statements

For the year ended 31 December 2015

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TNS UK Holdings Limited

Annual Report and financial statements For the year ended 31 December 2015

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TNS UK Holdings Limited

Officers and professional advisers For the year ended 31 December 2015

Directors

R Bowtell
D Burgess (resigned 29 April 2016)
R Mathavan (appointed 29 April 2016)

Secretary

WPP Group (Nominees) Limited

Registered Office

TNS House, Westgate, London, W5 1UA,
United Kingdom

Solicitor

WPP In House Legal Team

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

TNS UK Holdings Limited

Directors' report For the year ended 31 December 2015

The directors present their annual report on the affairs of the company, together with the financial statements of the company for the year ended 31 December 2015. The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. Accordingly the company has not been required to prepare a Strategic report for the year.

Principal activities, business review and future developments

The company is a wholly-owned subsidiary of WPP plc and operates as part of the Group's Kantar network. The company acts as a holding company; the directors are satisfied with the company's performance. After year end, the company's directors came to the decision that the company will be liquidated in the near future. These financial statements have therefore been prepared on a basis other than that of a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis. Going concern is discussed further in note 1 of the financial statements. The receipt of dividends is the only transaction which occurred in the period ended 31 December 2015.

Results and Dividends

The profit and loss account for the year ended 31 December 2015 is set out on page 7. An interim dividend of £10,000,000 was paid in the year (2014: £10,000,000). The directors do not recommend payment of a final dividend.

Going concern

The directors expect that the company will be liquidated in the near future. These financial statements have therefore been prepared on a basis other than that of a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

Directors

The directors who held office during the year and up to the date of signing the financial statements are listed below:

R Bowtell
D Burgess (resigned 29 April 2016)
R Mathavan (appointed 29 April 2016)

Directors' indemnity

The Group to which the company belongs maintained directors and officers liability insurance on behalf of its directors and officers against liabilities relating to the company throughout the financial year. The Group to which the company belongs has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

TNS UK Holdings Limited

Directors' report (continued) For the year ended 31 December 2015

Auditor (continued)

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of the Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



R Bowtell
Director
28 JULY 2016

TNS UK Holdings Limited

Directors' Responsibilities Statement For the year ended 31 December 2015

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 judgements 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.

Independent auditor's report to the members of TNS UK Holdings Limited

We have audited the financial statements of TNS UK Holdings Limited for the year ended 31 December 2015, which have been prepared on a basis other than that of going concern and which comprise the Profit and loss account, the Balance sheet, the Statement of Changes in Equity and the related notes 1 to 14. 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 "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 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 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of TNS UK Holdings 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; 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.



Jeremy Black (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

8 August 2016

TNS UK Holdings Limited

Profit and loss account

For the year ended 31 December 2015

	Notes	2015 £'000	2014 £'000
Operating result	3	-	-
Income from fixed asset investments	6	10,000	10,000
Profit on ordinary activities before taxation		10,000	10,000
Tax on profit on ordinary activities	5	-	-
Profit for the financial year	11	10,000	10,000

The profit on ordinary activities before taxation derives entirely from continuing activities.

The company has no other income/losses and therefore no separate statement of comprehensive income has been presented.

TNS UK Holdings Limited

Balance sheet

As at 31 December 2015

	Notes	2015 £'000	2014 £'000
Fixed assets			
Investments	7	200,000	200,000
Total assets less current liabilities		200,000	200,000
Creditors: amounts falling due after more than one year	9	(2)	(2)
Net assets		199,998	199,998
Capital and reserves			
Called up share capital	10	5,000	5,000
Capital contribution reserve	11	85,257	85,257
Profit and loss account	11	109,741	109,741
Total shareholders' funds		199,998	199,998

The financial statements of TNS UK Holdings Limited, company registration number 06204602, were approved by the Board of Directors on 28 July 2016.

Signed on behalf of the Board of Directors



R Bowtell
Director

TNS UK Holdings Limited

Statement of changes in equity As at 31 December 2015

	Share capital £'000	Capital contribution reserve £'000	Profit and loss account £'000	Total £'000
Balance at 1 January 2014	<u>5,000</u>	<u>85,257</u>	<u>109,741</u>	<u>199,998</u>
Total comprehensive income for the period			10,000	10,000
Dividends paid			(10,000)	(10,000)
Balance at 31 December 2014	<u>5,000</u>	<u>85,257</u>	<u>109,741</u>	<u>199,998</u>
Total comprehensive income for the period			10,000	10,000
Dividends paid			(10,000)	(10,000)
Balance at 31 December 2015	<u>5,000</u>	<u>85,257</u>	<u>109,741</u>	<u>199,998</u>

TNS UK Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

1. Principal accounting policies

Basis of accounting

TNS UK Holdings Limited (the company) is a company incorporated in the 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 are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates (its functional currency).

The financial statements are prepared on the historical cost basis, in accordance with applicable United Kingdom law and accounting standards. The principal accounting policies adopted are described below. They have all been applied consistently throughout the year and the preceding year.

Basis of preparation

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, in the year ended 31 December 2015 the company has changed its accounting framework from UK GAAP to FRS 101 as issued by the Financial Reporting Council. These financial statements were prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council. This change in accounting framework is not deemed to have had any impact on the prior year financial statements. For more information see note 14.

As permitted by FRS 101, the company has taken advantage of certain disclosure exemptions available under that standard and in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cashflow statement, standards not yet effective and related party transactions.

Where required, equivalent disclosures are given in the Group Financial Statements of WPP plc. The Group Financial Statements are available to the public and can be obtained as set out in note 13.

Going concern

The directors expect that the company will be liquidated in the near future. These financial statements have therefore been prepared on a basis other than that of a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

Fixed asset investments

Fixed asset investments are stated at cost less provision for any impairment in the value of investments.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

TNS UK Holdings Limited

Notes to the financial statements (continued) For the year ended 31 December 2015

1. Principal accounting policies (continued)

Taxation (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Dividends

Final dividends are recognised as a liability in the year in which they are approved by the company's shareholders in general meeting. Interim dividends are recognised when paid.

Translation of foreign currencies

The financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the company operates (its functional currency). Monetary assets and liabilities in currencies other than the functional currency are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in currencies other than the functional currency are converted at rates of exchange prevailing at the dates the transactions were made. Foreign exchange differences are dealt with through the profit and loss account.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 1, 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.

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.

The critical accounting judgement and key source of estimation uncertainty relates to the assessment of whether there are indicators of impairment of the fixed asset investments. This is determined with reference to the financial performance of the underlying business in which the investment is held. In the current year there is no indication of impairment of the fixed asset investments.

3. Operating result

Fees payable to the company's auditor for the audit of the company's accounts were £2,000 for the year ended 31 December 2015 (2014: £2,000) and have been borne by TNS UK Limited, a fellow group undertaking.

4. Employee information

The average monthly number of persons (including executive directors) employed by the company during the year was:

	2015 No.	2014 No.
Administration	2	2

The employees were not paid any remuneration for their services to the company in the current or previous years. The emoluments received by the directors in the current and prior years are paid by other group companies. Their services to this company are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to other group companies. No advances or credits were granted by the company to its directors and no guarantess were entered into by the company on behalf of its directors (2014: none).

TNS UK Holdings Limited

Notes to the financial statements (continued) For the year ended 31 December 2015

5. Taxation on profit on ordinary activities

	2015 £'000	2014 £'000
Taxation Comprises;		
<i>Current Tax</i>		
UK corporation tax on profits of period	-	-
Tax on profit on ordinary activities	-	-

The difference between the total tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2015 £'000	2014 £'000
Profit on ordinary activities before tax	10,000	10,000
Profit on ordinary activities before tax multiplied by the standard rate of corporation tax 20.25% (2014: 21.50%)	2,025	2,150
Group relief for nil consideration	(2,025)	(2,150)
Total tax	-	-

Corporation tax payable is provided on taxable profits at the current rate, except to the extent that the losses are transferred from another Group company under the Group relief provisions, without corresponding payment by the claimant company.

The company has no deferred tax asset (either recognised or unrecognised) as at 31 December 2015 (2014: £nil).

Finance Act 2014 included legislation to reduce the main rate of corporation tax from 21% to 20% from 1 April 2015. Finance Act 2015 included legislation to reduce the main rate of corporation tax to 19% from 1 April 2017 and 18% from 1 April 2020. These rates had been substantively enacted at the balance sheet date. It has since been announced that the main rate of UK corporation tax will reduce to 17% from 1 April 2020.

6. Income from fixed asset investments

	2015 £'000	2014 £'000
Dividends received from subsidiary undertakings	10,000	10,000

TNS UK Holdings Limited

Notes to the financial statements (continued) For the year ended 31 December 2015

7. Fixed asset investments

**Interests in
subsidiary
undertakings
£'000**

Cost and net book value

At 1 January 2015 and 31 December 2015

200,000

The company directly holds 80% of the ordinary share capital of TNS UK Limited, a company incorporated in the United Kingdom. The principal activity of TNS UK Limited is the provision of market information services.

In the opinion of the directors the value of the interest in the group undertakings is not less than that stated in the balance sheet.

8. Dividends paid

Amounts recognised as distributions to equity holders in the year:

2015 £'000	2014 £'000
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Interim dividend of £2.00 (2014: £2.00) per ordinary share

10,000	10,000
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9. Creditors: amounts falling due after more than one year

2015 £'000	2014 £'000
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Amounts owed to other group undertakings

2	2
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Loans owed to fellow group undertakings carry interest at a rate of LIBOR plus 0.5% and are repayable on demand.

10. Called up share capital

2015 £'000	2014 £'000
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Allotted, called up and fully paid

5,000,002 (2014: 5,000,002) ordinary shares of £1 each

5,000	5,000
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TNS UK Holdings Limited

Notes to the financial statements (continued) For the year ended 31 December 2015

11. Reserves

	Capital contribution reserve £'000	Profit and loss account £'000	Total £'000
At 1 January 2015	85,257	109,741	194,998
Profit for the financial year		10,000	10,000
Dividend paid		(10,000)	(10,000)
At 31 December 2015	<u>85,257</u>	<u>109,741</u>	<u>194,998</u>

12. Related party transactions

The company has taken advantage of the exemption from disclosure of related party transactions given under FRS 101 paragraph 8(k). This allows subsidiary undertakings whose voting rights are 100% held within the Group to avoid disclosure of related party transactions within the Group when the consolidated financial statements of that Group are publicly available. There are no other related party transactions requiring disclosure.

13. Ultimate parent undertaking

The directors regard TNS Group Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales, as the immediate parent company and WPP plc, a company incorporated in Jersey, as the ultimate parent company and the ultimate controlling party.

At the year end the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is WPP plc, registered in Jersey. The parent undertaking of the smallest such group is WPP Jubilee Limited, registered in England and Wales.

Copies of the financial statements of WPP plc are available at www.wppinvestor.com.

Copies of the financial statements of WPP Jubilee Limited can be obtained from 27 Farm Street, London, W1J 5RJ, UK.

14. Explanation of transition to FRS 101

This is the first year that the company has presented its financial statements under FRS 101 (Financial Reporting Standard 101) issued by the Financial Reporting Council. The following disclosures are required in the year of transition. The last financial statements under a previous GAAP (UK GAAP) were for the year ended 31 December 2014 and the date of transition was therefore 1 January 2014. The transition to FRS 101 is not deemed to have had any impact on the prior year financial statements.