Company Registration No. 00390593

TNS UK Limited

Annual Report and Financial Statements

For the year ended 31 December 2017

TNS UK Limited

Annual Report and financial statements
For the year ended 31 December 2017

Contents

TNS UK Limited

Officers and professional advisers
For the year ended 31 December 2017

Directors

D G Errington
K R Smith

Secretary

WPP Group (Nominees) Limited

Registered Office

6 More London Place
London
SE1 2QY

Auditor

Deloitte LLP
Statutory Auditor
London
United Kingdom

TNS UK Limited

Directors' report
For the year ended 31 December 2017

The Directors present their annual report on the affairs of the company, together with the audited financial statements of the company for the year ended 31 December 2017. 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 year ended 31 December 2017.

Results and dividends

The financial statements for the year ended 31 December 2017 are set out on pages 7 to 12. The profit for the year after taxation was £609,052 (2016: £609,052). An interim dividend of £609,052 was paid during the year (2016: £609,052). The directors do not recommend payment of a final dividend (2016: none).

Directors

The directors who served during the year and since year-end were as follows:

D G Errington
K R Smith (Appointment on 16th October 2017)
R Mathavan (Resigned on 20th October 2017)

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.

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.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006. A resolution to re-appoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting.

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

Kelly Smith

Director

10th Sept 2018

TNS UK Limited

Directors' responsibilities statement
For the year ended 31 December 2017

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 to 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 Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of TNS UK Limited (the 'company'):
- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements 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, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – Financial statements prepared other than on a going concern basis

We draw attention to note 1 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

Independent auditor's report to the members of TNS UK Limited (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters 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.

Independent auditor's report to the members of TNS UK Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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;
- 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 the strategic report

We have nothing to report in respect of these matters.

Use of our report

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.

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

10 September 2018

TNS UK Limited

Profit and loss account
For the year ended 31 December 2017

	Notes	2017 £'000	2016 £'000
Interest receivable and similar income	5	609	609
Profit before taxation		609	609
Taxation on profit	7	-	-
Profit for the financial year	11	609	609

The profit on 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.

Balance sheet
As at 31 December 2017

	Notes	2017 £'000	2016 £'000
Fixed assets			
Fixed asset investments	9	8,366	8,366
		8,366	8,366
Total assets less current liabilities		8,366	8,366
Net assets		8,366	8,366
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	8,366	8,366
Shareholders' funds		8,366	8,366

These financial statements of TNS UK Limited, company registered number 00390593, were approved by the Board of Directors on 10th SEPT 2018.

Signed on behalf of the Board of Directors

Kelly Smith
Director

TNS UK Limited

Statement of changes in equity
For the year ended 31 December 2017

	Share capital £'000	Profit and loss account £'000	Total £'000
Balance at 1 January 2016	-	8,366	8,366
Total comprehensive income for the period		609	609
Dividends paid		(609)	(609)
Balance at 31 December 2016	-	8,366	8,366
Total comprehensive income for the period		609	609
Dividends paid		(609)	(609)
Balance at 31 December 2017	-	8,366	8,366

1. Principal accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Basis of preparation

TNS UK Limited (the Company) is a 'private' Company limited by shares incorporated in the United Kingdom under the Companies Act 2006and is registered in England and Wales. 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 pages 2.

The financial statements have been prepared on the historical cost basis. These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of WPP plc. The group accounts of WPP plc are available to the public and can be obtained as set out in note 14.

The company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 (FRS 101) 'Reduced Disclosure Framework'

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash flow statement, standards not effective yet, financial instruments, capital management and related party transactions. Where required, equivalent disclosures are given in the group accounts of WPP Plc. The group accounts of WPP Plc are available to the public and can be obtained as set out in note 14.

Amendments to IFRSs and the new Interpretation that are mandatorily effective for the current year

In the current year, there are no material impact from IFRS amendments.

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.

Impairment of investments

At each balance sheet date, the Company reviews the carrying amounts of its investments to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the investment for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Notes to the financial statements (continued)
For the year ended 31 December 2017

1. Principal accounting policies (continued)

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

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.

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. Employee information

The company had no employees in 2017 (2016: none), other than the directors.

4. Auditor's Remuneration

Fees payable to the company's auditor for the audit of the company's accounts was £2,000 for the year ended 31 December 2017 (2016: £2,000) and have been borne by Kantar UK Limited, a fellow group undertaking.

5. Finance Income

	2017 £'000	2016 £'000
Dividend income	609	609

6. Directors' remuneration

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.

7. Taxation on profit

	2017 £'000	2016 £'000
Taxation Comprises;		
Current Tax		
UK corporation tax on profits of year	-	-
Total current tax	-	-
Deferred Tax		
Current year	-	-
Total deferred tax	-	-
Tax on profit	-	-

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:

	2017 £'000	2016 £'000
Profit before tax	609	609
Profit before tax multiplied by the standard rate of corporation tax 19.25% (2016: 20.00%)	117	123
Group relief for nil consideration	(117)	(123)
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 2017 (2016: £nil).

Finance Act No.2 2017, which was substantively enacted on 14 March 2017, includes provisions to reduce the corporation tax to 19% with effect from 1 April 2017 and 18% with effect from 1 April 2020. In addition, the Finance Act 2017 which was substantively enacted on 14 September 2017 introduced a further reduction in the main rate of corporation tax from 18% to 17% from 1 April 2020. Accordingly these rates have been applied when calculating deferred tax assets and liabilities as at 31 December 2017.

8. Dividends

An interim dividend of £609,052 (£6,090.52 per share) was paid during the year (2016: £609,052, £6,090.52 per share). The directors do not recommend payment of a final dividend (2016: £nil).

9. Fixed asset investments

Details of the investments in which the company holds more than 20% of the nominal value of any class of share capital, all of which is represented by preference shares, are as set out below.

Investment in associate	Country of incorporation	Principal activity	Ownership 2017	Ownership 2016
Kantar UK Limited	UK	Trading – marketing research	25%	25%

	2017 £'000	2016 £'000
Cost and net book value as at 1 January and 31 December 2017	8,366	8,366

10. Called up share capital

	2017 £	2016 £
Allotted, called up and fully paid		
100 ordinary shares of £1 each	100	100

11. Reserves

	Profit and loss account £'000
At 1 January 2017	8,366
Profit for the financial year	609
Dividends paid during the financial year	(609)
At 31 December 2017	8,366

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. Financial guarantees and commitments

Guarantees

The company participates in Group banking arrangements with its parent, WPP plc, and has access to a Group cash management facility. The company guarantees the facility to the extent of its cash deposited in the United Kingdom with a clearing bank (£nil as at 31 December 2017; £nil as at 31 December 2016). The company, together with its parent, WPP plc, and certain other subsidiary undertakings, are parties to the Group's syndicated banking arrangements. The company has jointly and severally guaranteed the borrowings under these arrangements, details of which are included in the financial statements of WPP plc.

The company also guarantees the liabilities of the ultimate parent company, WPP plc.

14. Ultimate parent company

The directors regard Beaumont Square, a company incorporated in the United Kingdom, 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, incorporated in Jersey. The parent undertaking of the smallest such group is WPP Jubilee Limited, incorporated in the United Kingdom. The registered address of the smallest and largest group of undertakings is at 27 Farm Street, London W1J 5RJ.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.