

Registered Number: 02802862

**Harris Interactive UK Limited**  
**Annual report and financial statements**  
**For the year ended**  
**31 December 2015**

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# **Harris Interactive UK Limited**

## **Annual report and financial statements for the year ended 31 December 2015**

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# Harris Interactive UK Limited

## Company information

### Director

A M Blayney

### Company number

02802862 (England and Wales)

### Registered Office

Ealing Cross  
85 Uxbridge Road  
London  
W5 5TH

### Independent Auditors

Constantin  
Statutory Auditors  
Chartered Accountants  
25 Hosier Lane  
London  
EC1A 9LQ

### Bankers

Barclays Bank PLC  
1 World Business Centre  
Newall Road  
Heathrow Airport  
Hounslow  
Middlesex  
TW6 2RE

### Coutts & Co.

440 Strand  
London  
WC2R 0QS

### Solicitors

Nabarro Nathanson  
50 Stratton Street  
London  
W1X 5FL

# **Harris Interactive UK Limited**

## **Director's report for the year ended 31 December 2015**

The director presents the annual report and the audited financial statements of the company for the year ended 31 December 2015.

### **Principal activities**

The company's principal activity during the period was the provision of market research services.

### **Change in Accounting Period**

Following the acquisition of Harris Interactive UK Limited by ITWP Acquisitions Limited, Harris Interactive UK Limited has changed their accounting reference date from 30 June 2014 to 31 December 2015 to align with the accounting reference date of the group entities and the ultimate parent company. The comparable period in these financial statements is for a period of six months ending 31 December 2014 and the current period is for a period of 12 months ending 31 December 2015.

### **Results and dividends**

The profit for the financial period ended 31 December 2015 was £11.5m (for the half year ended 31 December 2014: £0.3m). The director does not recommend the payment of a dividend (Period ended 31 December 2014: £nil).

### **Director**

The director of the company, who held office during the period and up to the date of signing the financial statements, unless otherwise stated, was:

A M Blayney

As permitted by the Articles of Association, the director has the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial period and is currently in force. The company also purchased and maintained throughout the financial period Director's and Officers' liability insurance in respect of itself and its director.

### **Future developments**

The external, commercial environment in which the company operates is expected to remain competitive throughout 2016. The acquisition of Harris Interactive UK Limited on 30 June 2014 by ITWP Acquisitions Limited, the holding company of Toluna Group Limited, has provided access to panel and technology that assist in securing increased business win rates and client satisfaction.

### **Financial risk management**

The company has considered the risk of liquidity and pricing and their potential impact on the business.

Given the size of the company, the director has not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The company's finance department implements policies set by the board of directors.

### **Liquidity risk and interest rate cash flow risk**

The company, as part of a larger group, actively maintains an appropriate level of debt finance through loans due to group undertakings that are designed to ensure that the company has sufficient available funds for operations and planned expansions.

With the exception of the loan with group undertaking Harris Interactive France, the company is funded by loans due to group undertakings which are interest free, mitigating interest rate cash flow risk.

# **Harris Interactive UK Limited**

## **Director's report for the year ended 31 December 2015 (continued)**

### **Liquidity risk and interest rate cash flow risk (continued)**

The principal amount of the loan with Harris Interactive France is £0.7m and is repayable on demand. The applicable interest rate on the loan with Harris Interactive France is 2.5% which is also payable on demand.

### **Foreign exchange risk**

As a result of operating in foreign markets the company's results could be affected by changes in foreign currency exchange rates. The company has international sales in Europe and the rest of the world and transacts business in several currencies. Foreign exchange translation gains and losses are included in the operating result. Management mitigate exposure to translation gains and losses by operating bank accounts in several currencies.

### **Credit risk**

The company's exposure to credit risk is mitigated by the breadth of the customer base. The exposure is further mitigated by requiring stage payments throughout the life of a contract. For these reasons the director does not believe that the company's exposure to any individual customer is significant.

### **Statement of director's responsibilities**

The director is responsible for preparing the Strategic Report, the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and the statement of comprehensive income of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

# Harris Interactive UK Limited

## Director's report for the year ended 31 December 2015 (continued)

### Going concern

The director believes that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company, ITWP Acquisitions Limited. The director has received confirmation that ITWP Acquisitions Limited intends to support the company for at least one year after the date these financial statements are signed.

### Disclosure of information to auditors

The director, as at the date of this report, has confirmed that in so far as he is aware there is no relevant audit information (that is, information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

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

### Independent Auditors

The auditors Constantin was appointed and have indicated their willingness to continue in office.

On behalf of the Board

A M Blayney  
Director



Date:

30/09/16

# Harris Interactive UK Limited

## Strategic report for the year ended 31 December 2015

The director presents his strategic report on the company for the year ended 31 December 2015.

### Review of the business

The company's principal activity during the period was the provision of market research services.

As shown in the company's statement of comprehensive income on page 9, turnover for the year was £7.5m (for the half year ended 31 December 2014: £4.1m), while the company showed an operating profit of £11.5m for the year ended 31 December 2015, compared to an operating profit of £0.3m for the half year ended 31 December 2014.

The principal reason for the significant operating profit in the year ended 31 December 2015 was a one-off restructuring gain of £11.6m. This amount relates to intercompany debt forgiveness.

The company would have recorded an operating loss of £0.1m during the year ended 31 December 2015 prior to the above gain.

### Performance and position of the business

The company's profit for the year ended 31 December 2015 was £11.5m (half year ended 31 December 2014: profit of £0.3m).

The balance sheet for the company as at 31 December 2015 shows net liabilities of £0.5m (as at 31 December 2014: £11.9m).

### Key Performance Indicators

ITWP Acquisitions Limited manages its worldwide operations on a global basis. For this reason, the director does not believe that further key performance indicators would be necessary or appropriate for an understanding of the development, performance or position of the company. The director considers the current key performance indicators provided remain sufficient and valid.

### Principal risks and uncertainties

The principal risks and uncertainties relate to the highly competitive market in which we operate. The company attempts to minimise these risks through leveraging and exploiting our relationship with the global ITWP organisation.

### Charitable and political donations

No charitable contributions were made. (31 December 2014: Nil).

No political contributions were made. (31 December 2014: Nil).

The company is financed by ITWP Acquisitions Limited and has no third party debt.

On behalf of the Board

A M Blayney



Director

30<sup>th</sup> September 2016

## **Independent auditor's report to the Members of Harris Interactive UK Limited**

We have audited the financial statements of Harris Interactive UK Limited for the year ended 31 December 2015 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and related notes 1 to 24. 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 Financial Reporting Standard 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 auditors**

As explained more fully in the Director's Responsibilities Statement, the director is 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 (APB'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 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 Group's and the Parent Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; 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 of 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 the Company's Profit for the year then ended;
- the Company's financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic report and the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.



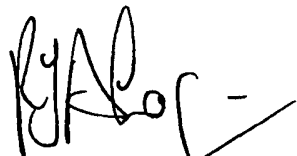
## ***Harris Interactive UK Limited***

### **Independent auditor's report to the Members of Harris Interactive UK 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 proper returns adequate for our audit have 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.



Alex Legon FCA

(Senior Statutory Auditor)

for and on behalf of Constantin

Chartered Accountants and Statutory Auditor

25 Hosier Lane

London EC1A 9LQ

London

**..30 SEP 2016..**

# Harris Interactive UK Limited

## Statement of Comprehensive income

	Note	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
<b>Turnover</b>	3	<b>7,502</b>	4,070
Cost of sales		(3,310)	(1,567)
Gross profit		<b>4,192</b>	2,503
Administrative expenses		(4,313)	(2,223)
Exceptional administrative income	4	<b>11,570</b>	-
Total administrative expenses (net)		<b>7,257</b>	(2,223)
<b>Operating profit</b>	5	<b>11,449</b>	280
Interest payable and similar charges	6	(16)	(9)
<b>Profit on ordinary activities before taxation</b>		<b>11,433</b>	271
Tax on profit on ordinary activities	9	33	(6)
<b>Profit for the financial year/period</b>	20	<b>11,466</b>	265
<b>Other comprehensive income</b>		-	-
<b>Total comprehensive income for the year/period</b>		<b>11,466</b>	265

The company has no recognised gains and losses other than the results above and therefore no separate statement of total recognised gains and losses has been prepared.

There is a one off restructuring gain of £11.6m which relates to intercompany debts forgiveness.

The results above are wholly derived from continuing operations.

The notes on pages 12 to 24 form an integral part of these financial statements.

# Harris Interactive UK Limited

## Statement of Financial Position

		31 December 2015 £'000	31 December 2014 £'000
	Note		
<b>Fixed assets</b>			
Intangible assets	11	43	-
Tangible assets	12	58	125
Investments	10	-	5,800
		101	5,925
<b>Current assets</b>			
Debtors	13	2,371	3,324
Cash at bank and in hand		880	361
		3,251	3,685
<b>Creditors - Amounts falling due within one year</b>	14	(3,818)	(21,248)
<b>Net current liabilities</b>		(567)	(17,563)
<b>Total assets less current liabilities</b>		(466)	(11,638)
<b>Creditors - Amounts falling due after more than one year</b>		-	-
Provisions for liabilities	15	-	(294)
<b>Net liabilities</b>		(466)	(11,932)
<b>Capital and reserves</b>			
Called up share capital	19	400	400
Profit and loss account		(866)	(12,332)
<b>Total shareholders' deficit</b>	20	(466)	(11,932)

The financial statements on pages 9 to 24 were approved by the board of directors on 30/09/2016 and were signed on its behalf by:



A M Blayney  
Director  
Registered Number: 02802862

The notes on pages 12 to 24 form an integral part of these financial statements.

## ***Harris Interactive UK Limited***

### **Statement of changes in equity**

	<b>Share capital £</b>	<b>Profit and loss account £</b>	<b>Total £</b>
<b>Balance at 1 July 2014</b>	<b>400</b>	<b>(12,597)</b>	<b>(12,197)</b>
Profit for the period		265	265
<b>Balance at 31 December 2014</b>	<b>400</b>	<b>(12,332)</b>	<b>(11,932)</b>
Profit for the period		11,466	11,466
<b>Balance at 31 December 2015</b>	<b>400</b>	<b>(866)</b>	<b>(466)</b>

The notes on pages 12 to 24 form an integral part of these financial statements.

# Harris Interactive UK Limited

## Notes to the financial statements

### 1 Company information

Harris Interactive UK Limited is a company limited by shares incorporated in England and Wales. The registered office is set out on the company information page.

### 2 Accounting policies

#### Statement of significant accounting policies

The principal accounting policies are summarised below. All accounting policies are unchanged from the previous year and have been applied consistently throughout the current year and the previous year.

#### Basis of preparation

These financial statements are prepared, on a going concern basis, under the historical cost convention, in accordance with the Financial Reporting Standard 101, as permitted by Companies Act 2006 and applicable accounting standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently throughout the year, is set out below.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS101 'Reduced Disclosure Framework'.

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirements of IAS 7 Statement of Cash Flows;
- The requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;

#### Change in Accounting Period

Following the acquisition of Harris Interactive UK Limited by ITWP Acquisitions Limited, Harris Interactive UK Limited has changed their accounting reference date from 30 June 2014 to 31 December 2015 to align with the accounting reference date of the group entities and the ultimate parent company. The comparable period in these financial statements is for a period of 6 months ending 31 December 2014 and the current period of one year ending 31 December 2015.

#### Share options

The Group which fully consolidates the Company operates equity settled share based compensation plans for remuneration of its Directors and employees. All share-based payment arrangements are recognised in the financial statements in accordance with IFRS 2 'Share based payments'. All services received in exchange for the grant of any share-based payment are measured at their fair values using the Black-Scholes option-pricing model. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the instrument granted to the employee. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example, profitability and sales growth targets). All equity-settled share-based payments are ultimately recognised as an expense in the Statement of Comprehensive Income with a corresponding credit to equity.

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current year. No adjustment is made to any expense recognised in prior years if share options ultimately exercised are different to that estimated on vesting. Upon exercise of share options the proceeds received net of attributable transaction costs are credited to share capital, and where appropriate, share premium. Where the equity settled award is cancelled it is treated as if it had vested on the date of cancellation and any cost not recognised in the Statement of Comprehensive Income for the award is expensed immediately. Any compensation paid up to the fair value of the award is deducted from equity with any excess over fair value being treated as an expense in the Statement of Comprehensive Income.

### Judgments and key sources of estimation

In the application of the Company's accounting policies, 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.

### Going concern

ITWP Acquisitions Limited, the company's ultimate parent, has confirmed its intention to provide sufficient working capital to the company to enable it to carry on its business without a significant curtailment of its operations for the foreseeable future and for at least for the next 12 months from the date of approval of these financial statements. On this basis, the director considers it appropriate for the financial information to be prepared on a going concern basis.

### Turnover

Turnover comprises the value of services supplied in the ordinary course of business during the year, net of trade discounts, excluding value added tax.

Turnover recognition is based on the stage of completion determined for each project at the balance sheet date. In assessing contract performance both input and output criteria are reviewed. Costs incurred are used as an objective input measure of performance. The primary input of all work performed is labour. As a result of the relationship between labour and cost, there is normally a direct relationship between the costs incurred and the proportion of the contract performed to date. Costs incurred as an initial proportion of expected total costs is used as an initial proportional performance measure. This indicative proportional performance measure is validated against more subjective criteria (i.e. relevant output measures) such as the percentage of interviews completed, percentage of reports delivered to a client and the achievement of any project milestones stipulated in the contract. In the event of divergence between the objective and more subjective measures, the more subjective measures take precedence since these are output measures.

Turnover from services is derived principally from Custom Research – including, but not limited to, customer satisfaction surveys, market share studies, new product introduction studies, brand recognition studies, reputation studies, ad concept testing, employee satisfaction surveys and tracking studies, being studies that regularly ask identical questions to similar demographic groups within a constant interval (once a month, once a quarter etc) to feed business decision makers with dynamic data and intelligence.

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

Where on any contract the amount of recorded turnover is in excess of payments on account, the excess is classified as "amounts recoverable on contracts" and is separately disclosed within debtors. Where on any contract the progress payments received or receivable exceed the recorded turnover the excess is classified as "payments received on account", and is separately disclosed within creditors.

### Intangible fixed assets

Intangible assets relates to Brand and Corporate website and is stated at cost less accumulated amortisation. Amortisation is charged so as to write off the cost over the estimated useful lives using the straight line method at the rate of 33% per annum and commences when the asset is complete and put into use.

### Tangible fixed assets and depreciation

The cost of tangible fixed assets comprises the purchase price and any incidental expenses of acquisitions. Tangible fixed assets are stated at historical purchase cost less accumulated depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost of each asset, less any estimated residual value, evenly over its expected useful economic life. The expected useful lives of the principal categories are:

Leasehold improvements	-	the lease term
Office equipment, fixtures and fittings	-	5 years

The carrying values of tangible fixed assets are reviewed for impairment in periods where events or changes in circumstances indicate the carrying value may not be recoverable.

### Foreign currencies

Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the Balance Sheet date. All differences are taken to the profit and loss account.

### Operating Leases

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

### Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

### Deferred taxation

Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

### Pension contributions

The company contributes to a non-occupational defined contribution pension scheme for its employees. The pension charge in the financial statements represents contributions payable by the company for the year. The company's liability is limited to the amount of the contributions.

### Consolidated financial statements

The company is exempt under section 401 of the Companies Act 2006 from publishing consolidated financial statements as it and its subsidiaries are included by full consolidation in the consolidated financial statements of ITWP Acquisitions Limited as at 31 December 2015.

### Provisions policy

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

### Investment in subsidiary undertakings

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the director when there has been an indication of potential impairment.

## 3 Turnover

In the opinion of the director, all of the company's operations comprise one class of business originating in the UK as detailed in the director's report.

### Geographical segment by destination

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
United Kingdom	4,113	2,051
Rest of Europe	1,132	1,011
Rest of the World	2,257	1,008
	<b>7,502</b>	<b>4,070</b>

## 4 Exceptional administrative income



# Harris Interactive UK Limited

## Notes to the financial statements (continued)

There was an exceptional gain during the year ended 31 December 2015 of £11.6m recorded for one off restructuring changes relating to forgiveness of intercompany loan (half year ended 31 December 2014:Nil).

### 5 Operating profit

Operating profit is stated after charging:

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
Depreciation of tangible fixed assets – owned	35	32
Amortisation of intangible fixed assets	4	-
Operating lease charges - Land and buildings	188	76
Auditors' remuneration - audit services	29	34
(Gain)/Loss on foreign currency translation	(19)	(21)

### 6 Interest payable and similar charges

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
Interest payable to group undertakings	16	9

### 7 Employee information

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

By activity	Year ended 31 December 2015 Number	Six month period ended 31 December 2014 Number
Administration	6	10
Research	59	53
Total	65	63

The total remuneration of permanent employees (including executive directors) was:

	Year ended 31	Six month period ended
--	------------------	---------------------------

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

	December 2015 £'000	31 December 2014 £'000
Wages and salaries	2,997	1,578
Social security costs	334	184
Other pension costs (note 19)	161	80
<b>Staff costs</b>	<b>3,492</b>	<b>1,842</b>

## 8 Director's emoluments

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
Aggregate emoluments	218	173
Company contributions to money purchase pension schemes	-	-
	<b>218</b>	<b>173</b>

Retirement benefits under personal money purchase pension agreements were not accruing to the director (Period ended 31 12 2014: nil).

During the year ended 31 December 2015 no directors exercised share options in the previous ultimate parent company, Harris Interactive Inc. (Period ended 31 12 2014: nil)

In 2015, options were granted on 5<sup>th</sup> January in the parent Company, ITWP Acquisitions Limited (see note 18).

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
<b>In respect of the highest paid director:</b>		
Aggregate emoluments	218	173
Company contributions to money purchase pension schemes	-	-
	<b>218</b>	<b>173</b>

The above disclosures relate to one director.

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

### 9 Tax on profit on ordinary activities

#### Tax on profit/(loss) on ordinary activities

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
<b>Deferred tax (note 16)</b>		
Origination and reversal of timing differences	33	8
Adjustments in respect of prior year	-	(14)
<b>Tax on profit on ordinary activities</b>	<b>33</b>	<b>(6)</b>

The tax assessed for the year ended 31 December 2015 differs from the standard effective rate of corporation tax in the UK of 20.25% (2014:21%). The differences are explained below:

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
<b>Profit on ordinary activities before tax</b>	<b>11,433</b>	<b>271</b>
Profit on ordinary activities multiplied by standard rate of UK corporation tax of 20.25% (31 December 2014: 21%)	2,315	57
Effects of:		
Expenses not deductible for tax purposes	54	-
Movement in unrecognised deferred tax	38	(63)
Non-taxable income (write off loan)	(2,374)	-
<b>Tax on profit on ordinary activities</b>	<b>33</b>	<b>(6)</b>

### 10 Investments

<b>Cost and Net Book Value</b>	<b>£'000</b>
<b>At 01 January 2015</b>	<b>5,800</b>
<b>Disposal 2015</b>	<b>-5,800</b>
<b>At 31 December 2015</b>	<b>-</b>

Details of the principal subsidiary undertakings are as follows:

Name of subsidiary undertaking	Nature of business	Class of shares held	Proportion held
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# Harris Interactive UK Limited

## Notes to the financial statements (continued)

Wirthlin Europe Limited	Dormant	£0.10 ordinary	100%
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The investment was written off during the year.

### 11 Intangible assets

	Brand & Corporate website
	£
<b>Cost</b>	
At 1 January 2015	-
Additions	47
Disposals	-
<b>At 31 December 2015</b>	<b>47</b>
<b>Accumulated depreciation</b>	
At 1 January 2015	-
Charge for the period	4
<b>At 31 December 2015</b>	<b>4</b>
<b>Net book amount</b>	
<b>At 31 December 2015</b>	<b>43</b>
At 30 December 2014	-

### 12 Tangible assets

	Leasehold improvements £'000	Office equipment, fixtures and fittings £'000	Total £'000
<b>Cost</b>			
At 1 January 2015	399	857	1,256
Additions		34	34
Disposals	(399)		(399)
<b>At 31 December 2015</b>	<b>-</b>	<b>891</b>	<b>891</b>
<b>Accumulated depreciation</b>			
At 1 January 2015	333	798	1131

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

	Leasehold improvements £'000	Office equipment, fixtures and fittings £'000	Total £'000
Charge for the period		35	35
Disposal	(333)		(333)
<b>At 31 December 2015</b>	<b>0</b>	<b>833</b>	<b>833</b>
<b>Net book amount</b>			
<b>At 31 December 2015</b>	<b>-</b>	<b>58</b>	<b>58</b>
At 30 December 2014	66	59	125

### 13 Debtors

	31 December 2015 £'000	31 December 2014 £'000
<b>Amounts falling due within one year</b>		
Trade debtors	1,256	1,799
Amounts recoverable on contracts	196	552
Amounts owed by group undertakings	459	490
Other debtors	27	28
Deferred tax (see note 15)	257	224
Prepayments and accrued income	176	231
	<b>2,371</b>	<b>3,324</b>

The amounts owed by group undertakings are unsecured, interest free trading balances and are repayable on demand.

### 14 Creditors - Amounts falling due within one year

	31 December 2015 £'000	31 December 2014 £'000
Trade creditors	407	454
Payments received on account	805	1,070
Amounts owed to group undertakings*	1,668	18,610
Other creditors	22	22
Social security and other tax	182	221

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

	31 December 2015 £'000	31 December 2014 £'000
Accruals	734	871
	<b>3,818</b>	<b>21,248</b>

\*The amounts owed to group undertakings are unsecured, interest free trading balances and are repayable on demand.

The principal amount of the loan with Harris Interactive France is £0.70m (31 Dec 2014: £0.70m) and is repayable on demand. The applicable interest rate on the loan with Harris Interactive France is 2.5% which is also payable on demand.

### 15 Provisions for liabilities

	Dilapidations	Onerous Lease	Total provision
Balance as at 1 January 2015	84	210	294
Charged to the profit and loss	-	-	-
Utilised in the period	(84)	(210)	(294)
<b>At 31 December 2015</b>	<b>0</b>	<b>0</b>	<b>0</b>

### 16 Deferred tax

#### Deferred tax asset

	Recognised		Unrecognised	
	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
Accelerated capital allowances	224	204	-	-
Other timing differences	33	20	-	-
Losses	-	-	741	823
	<b>257</b>	<b>224</b>	<b>741</b>	<b>823</b>

#### Net deferred tax asset

	£'000
At 1 January 2015	224
Statement of Comprehensive Income	33

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

	£'000
<b>At 31 December 2015</b>	<b>257</b>

The director considers that it is more likely than not that there will be sufficient taxable profits in the future such as to realise the deferred tax asset in relation to accelerated capital allowances and other timing differences, and therefore the asset has been recognised in these financial statements.

The director does not consider that it is more likely than not that there will be sufficient taxable profits in the future such as to realise the unrecognised deferred tax assets above in relation to tax losses and the asset has not been recognised.

### 17 Operating lease commitments

Lessee

At the balance sheet date, the Company had no outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2015 £	2014 £
Within one year	-	249
In the second to fifth years inclusive	-	-
After five years	-	-
	<u>-</u>	<u>249</u>
	<u>-</u>	<u>249</u>

### 18 Share options

In 2015, options were granted on 5<sup>th</sup> January in the parent Company, ITWP Acquisitions Limited. The aggregate of the estimated fair values of the options granted on those dates is £50,000.

The options outstanding at 31 December 2015 had exercise prices of 0.01 GBP, and a weighted average remaining contractual life of 5 years.

### 19 Called up share capital

	31 December 2015 £'000	31 December 2014 £'000
<b>Authorised, allotted, called up and fully paid</b>		
400,000 (30 June 2014: 400,000) ordinary shares of £1 each	<b>400</b>	<b>400</b>

### 20 Reconciliation of movements in shareholders' deficit

# Harris Interactive UK Limited

## Notes to the financial statements (continued)

	Year ended 31 December 2015 £'000	Six month period ended 31 December 2014 £'000
Profit for the financial period/year	11,466	265
Net change to shareholder's deficit	11,466	265
Total shareholders' deficit 1 January	(11,932)	(12,197)
<b>Total shareholders' deficit at 31 December</b>	<b>(466)</b>	<b>(11,932)</b>

### 21 Pension commitments

The company contributes to a non-occupational defined contribution pension scheme for its employees. The assets of the schemes are held separately from those of the company in independently administered funds. The pension charge for the year ended 31 December 2015 amounted to £161k (half year ended 31 December 2014: £80k). The contributions outstanding at end of the year 31 December 2015 was £77k (half year ended 31 December 2014: £26k).

### 22 Related party transactions

There are no related party disclosures to be made for the year ended 31 December 2015 and half year ended 31 December 2014 due to the exemptions available under FRS 101 "Reduced Disclosure Framework".

### 23 Ultimate parent company and controlling party

The immediate and ultimate parent undertaking and controlling party is ITWP Acquisitions Limited, a company incorporated in the UK. This is the largest and smallest group of which the company is a member and for which group financial statements are prepared. Copies of the ITWP Acquisitions Limited consolidated financial statements may be obtained from ITWP Acquisitions Limited, 29 Curzon Street, London W1J 7TL.

### 24 Transitioning from old UK GAAP to FRS 101

#### Basis of accounting

The Company meets the definition of a qualifying entity under Financial Reporting Standard (FRS 101) 'Reduced Disclosure Framework' issued by the Financial Reporting Council. Accordingly, in the year ended 31 December 2015 the Company has changed its accounting framework from pre-2015 UK GAAP to FRS 101 and has, in doing so, applied the requirements of IFRS 1.6-33 and related appendices. These financial statements have been prepared in accordance with FRS 101.

The prior year financial statements were restated for material adjustments on adoption of FRS 101 in the current year. For more information see note below.

#### Explanation of transition to FRS 101

This is the first year that the Company has presented its financial statements under FRS 101. The following disclosures are required in the year of transition. The last financial statements under a previous GAAP (pre-2015 UK GAAP) were for the period ended 31 December 2014 and the date of transition to FRS 101 was therefore 1 July 2014.



# Harris Interactive UK Limited

## Notes to the financial statements (continued)

### Reconciliation of equity

	At 31 December 2015 £	At 31 December 2014 £
Equity reported under previous UK GAAP	(466)	(11,932)
Adjustments to equity on transition to FRS 101	-	-
Equity reported under FRS 101	(466)	(11,932)

### Reconciliation of total comprehensive income for the year ended 31 December 2015

	£
Total comprehensive income for the financial year under previous UK GAAP	11,464
Adjustments to comprehensive income on transition to FRS 101	-
Total comprehensive income for the financial year under FRS 101	11,464

There is no reconciliation item between the old GAAP and FRS101.