COMPANY REGISTRATION NUMBER 05142229

COMMUNISIS DATA INTELLIGENCE LIMITED FINANCIAL STATEMENTS 31 DECEMBER 2013

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FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors Mr N G Howes

Mr A M Blundell Mr D Rushton

Company secretary Mrs S L Caddy

Registered office Wakefield Road

Leeds

West Yorkshire

England LS10 1DU

Auditor Ernst & Young LLP

Statutory Auditor

Leeds

STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2013

The directors present their Strategic Report for the year ended 31 December 2013.

RESULTS

The success of 2013 led to an improvement on the prior year results for Communisis Data Intelligence Limited (CDI). Turnover increased to £6,712k (2012 £6,221k) and profit after tax of £576k (2012 £299k) was delivered. This increase was partly due to the award of a new 4 year database contract with an existing key client alongside a mix of new client sales in databases and analytics. Both factors mitigated the effect of the reducing sales volumes in data services to existing clients.

The product offering from CDI has broadened during 2013 to include database development and a broader analytical and consultancy capability. This has allowed the Company to increase its range of services and open up new opportunities with clients it would previously have not considered.

STRATEGY AND IMPLEMENTATION

CDI is a subsidiary of Communisis plc. The principal activity of the Company during the year was the provision of data services. CDI provides a number of services which include (but are not limited to) data segmentation, cleansing, profiling and matching, analytics, consultancy and database design and development. The Company is able to provide all or part of its service offerings to any of its existing or new clients.

To assist in delivering further growth in 2014 the Company is aiming to be less reliant on data services by focusing on its consulting, analytics and database offerings. In addition the Company is looking to develop closer integration with other business divisions within Communisis group.

KEY PERFORMANCE INDICATORS

	2013	2012
Profit after taxation (£000)	576	299
Gross Margin (%)	63	54
Operating Margin (%)	10	7

2012

STRATEGIC REPORT (continued)

YEAR ENDED 31 DECEMBER 2013

RISKS AND UNCERTAINTIES

The more significant risks and uncertainties faced by the Company which could cause the Company's actual results to vary materially from historical and expected results are set out below.

Risk Area	Commentary	Mitigating Actions and Management
The Company must be able to respond to technological	There is a risk that the systems and equipment utilised by the Company could be superseded earlier than anticipated by management and	Continued investment in technology and new services maintains and enhances the Company's competitive position.
change	therefore, impact market demand for the Company's products and services.	Specific teams have been put together within the business to lead Change and Innovation.
	This is also linked to the need to ensure that employees have the correct skill set to deliver the Company strategy.	The Company is committed to developing or procuring new types of technology in order to be able to provide the latest services to clients and therefore maintain its competitive position.
Changes in the availability of data	Reliance on third parties for the provision of core data used in analytics may be affected by changes in the market place and the	The Company has strong relationships with its supply chain and formal contracts are in place.
	availability of the data. This may also be affected in the future by changes in data protection legislation.	Closely monitoring data protection changes for all EU legislation and any impact this may have.
Safeguarding of data	The Company processes personal and sensitive data on behalf of clients as part of its core services.	Continued investment in IT infrastructure, security and monitoring, guards against the inappropriate use of client data and maintains and enhances
	The risks are that: A failure to maintain a secure and fully functional IT infrastructure could result in an inability to meet contractual service obligations; and The confidentiality, integrity and	the effectiveness of controls. Established information and security standards are subject to regular third-party audits.
•	availability of information processed by the Company could be compromised by human error, systems failure, equipment	Processes to deal with Cloud Computing assessment and risk management have been implemented.
	malfunction or deliberate unauthorised action, any of which could result in reputational damage and financial loss.	Core areas of the Company are subject to Certification including ISO/IEC 27001.

STRATEGIC REPORT (continued)

YEAR ENDED 31 DECEMBER 2013

Risk Area	Commentary	Mitigating Actions and Management
Deterioration in	The Company is a provider of	Market trends are monitored and
the economic	database and data processing	factored into the Company's business
environment may	services to businesses which in turn	planning, budgeting and management
decrease	supply goods and services to	processes.
profitability	consumers.	
		Volume erosion protection is included in
	There is a risk that macro-economic	contract terms where possible.
	issues may detrimentally affect	
	consumer expenditure, which could	·
	impact the trading performance of	
	the Company's clients and reduce	
	their discretionary market spend	
	with the Company. This could	
	potentially result in lower sales and	
	profitability for the Company.	
Existing client	A substantial percentage of the	A strategic account management
concentration may	Company's revenues are derived	programme operates to preserve client
mean that the loss	from a relatively small number of	relationships, monitor compliance with
of a major client	clients and therefore the loss of one	service level agreements and expand the
could materially	or more of these clients could have a	services offered to key clients.
decrease sales	material impact on the Company's	
	sales. This could result in a material	Business development activities continue
	decrease in profitability whilst new	to promote the Company's services in a
	contracts are sought and excess	broad range of market sectors and into
	capacity reduced.	international markets, reducing the
		historical reliance on the financial
	In the year ended 31 December 2013	services sector.
	the top three clients of the Company	
	accounted for approximately 62%	Long-term client relationships are
	(2012 67%) of turnover.	developed.

Signed by order of the directors

MR N G HOWES

Director

Approved by the directors on ...20 June 2014

DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2013

The directors present their report and the financial statements of the company for the year ended 31 December 2013.

DIVIDENDS

There were no dividends paid during the year (2012 £nil).

FUTURE DEVELOPMENTS

The Company will trade on the same basis for the foreseeable future.

DIRECTORS

The directors who served the company during the year were as follows:

Mr N G Howes

Mr A M Blundell

Mr D Rushton

(Appointed 31 January 2013)

Mr J Wells

(Resigned 9 May 2013)

D Connery was appointed as Company Secretary on 3 September 2013 and resigned as Company Secretary on 12 May 2014.

DIRECTORS' INDEMNITY INSURANCE

Communisis has granted an indemnity to each of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity remains in force as at the date of approving the Directors' Report. The indemnity is controlled and paid centrally by the ultimate parent company.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, Directors' 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). 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 year.

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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 2013

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.

STRATEGIC REPORT

The Companies Act 2006 requires us to present a fair review of the business during the year to 31 December 2013 and of the position of the Company at the end of the financial year along with a description of the principal risks and uncertainties faced. The Strategic Report can be found on page 2 to 4.

AUDITOR

Ernst & Young LLP have been re-appointed as auditor for the ensuing year in accordance with section 485 of the Companies Act 2006.

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

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Registered office: Wakefield Road Leeds West Yorkshire England

LS10 1DU

Signed by order of the directors

Mrs S L Caddy Company Secretary

Scadd

Approved by the directors on 20 June 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMMUNISIS DATA INTELLIGENCE LIMITED

We have audited the Financial Statements of Communisis Data Intelligence Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 18. 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).

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 auditors' 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 on pages 5 and 6, 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 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 Financial Statements 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 2013 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 Companies Act 2006

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMMUNISIS DATA INTELLIGENCE LIMITED (continued)

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements.

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.

Ernst 24 Years LLP Christabel Cowling (Senior Statutory Auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor

Leeds

26 June 2014

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2013

	Note	2013 £	2012 £
TURNOVER	2	6,712,013	6,220,571
Cost of sales		(2,471,746)	(2,842,188)
GROSS PROFIT		4,240,267	3,378,383
Administrative expenses		(3,546,268)	(2,963,497)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATI	ON	693,999	414,886
Tax on profit on ordinary activities	6	(117,809)	(116,000)
PROFIT FOR THE FINANCIAL YEAR		576,190	298,886

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

The company has no recognised gains or losses other than the results for the year as set out above.

BALANCE SHEET

31 DECEMBER 2013

		2013	2012
N	lote	£	£
FIXED ASSETS			
Intangible assets	7	268,958	383,072
Tangible assets	8	551,225	479,719
		820,183	862,791
CURRENT ASSETS			
Debtors	9	1,705,889	1,082,304
Cash at bank		3,495,412	4,584,389
		5,201,301	5,666,693
CREDITORS: Amounts falling due within one year	10	(1,223,016)	(2,318,206)
NET CURRENT ASSETS		3,978,285	3,348,487
TOTAL ASSETS LESS CURRENT LIABILITIES		4,798,468	4,211,278
PROVISIONS FOR LIABILITIES			
Deferred taxation	11	(15,000)	(4,000)
		4,783,468	4,207,278
CAPITAL AND RESERVES			
	14	231	231
	15	562,324	562,324
	16	4,220,913	3,644,723
SHAREHOLDERS' FUNDS	17	4,783,468	4,207,278

These accounts were approved by the directors and authorised for issue on **20 June 2014** and are signed on their behalf by:

MR N G HOWES

Director

Company Registration Number: 05142229

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

1. ACCOUNTING POLICIES

Basis of accounting

The Accounts are prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention. The accounting policies of the Company have been consistently applied over both the current and preceding year. The Company has prepared the accounts in accordance with UK GAAP.

The accounts present information about the company as an individual undertaking and not about its group, as the company has taken advantage of the exemption provided by section 400 of the Companies Act 2006 not to prepare consolidated financial statements as it is included by full consolidation in the consolidated financial statements of the largest UK group, Communisis plc, a company incorporated in England and Wales.

Going Concern

The financial statements have been prepared on a going concern basis. The directors have carried out a detailed review of the company's resources and assessed the challenges presented by the current economic climate. They consider the company to have sufficient cash resources to not require any additional external borrowings in the foreseeable future. As such they are satisfied that the company has sufficient cash flows to meet its liabilities as they fall due for at least one year from the date of approval of the financial statements and on this basis they consider the company to be a going concern.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Turnover

The turnover shown in the profit and loss account represents the value of services provided during the year, stated net of value added tax.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill

10 years straight line

Fixed assets

All fixed assets are stated at cost, less accumulated depreciation and any provision for impairment.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures & Fittings

25% - 33% straight line

Equipment

25% - 33% straight line

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Deferred taxation

Deferred tax is recognised as a liability or asset in respect of all timing differences that have originated but not reversed if the transactions or events that give rise to an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. TURNOVER

The turnover and operating profit for the year was derived from the company's principal continuing activity which was carried out wholly in the UK.

2012

2012

3. OPERATING PROFIT

Operating profit is stated after charging:

	2013	2012
	£	£
Amortisation of intangible assets	114,114	114,216
Depreciation of owned fixed assets	130,766	100,355
Operating lease costs:		
- Plant and equipment	41,786	52,179
- Land and Buildings	38,260	34,040
Auditor's remuneration	5,000	10,000
	2013	2012
	£	£
Auditor's remuneration - audit of the financial statements	5,000	10,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2013	2012
•	No	No
Number of production staff	17	15
Number of administrative staff	27	24
	44	39
		=
The aggregate payroll costs of the above were:		
	2013	2012
	£	£
Wages and salaries	2,287,668	1,804,329
Social security costs	263,628	209,964
Other pension costs	96,877	70,489
	2,648,173	2,084,782

5. DIRECTORS' REMUNERATION

The total emoluments of the directors of the Company (including those paid through other Group Companies) were as follows:

	2013	2012
	£	£
Remuneration receivable	1,592,009	1,073,953
Remuneration of highest paid director:		
<u> </u>	2013	2012
	£	£
Total remuneration	625,396	414,153

Three of the directors exercised share options during the year ended 31 December 2013 (2012 one). None of the directors had benefits accruing under the Group's personal pension schemes during the period ended 31 December 2013 (2012 none).

It is not practicable to apportion the emoluments of the directors amongst subsidiary entities in relation to their qualifying services provided.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

6. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2013	2012
	£	£
Current tax:		
In respect of the year:		
UK Corporation tax based on the results for the year at		
23.25% (2012 24.50%)	106,809	98,000
Total current tax	106,809	98,000
Deferred tax:		
Origination and reversal of timing differences	11,000	18,000
Tax on profit on ordinary activities	117,809	116,000

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 23.25% (2012 24.50%).

	2013	2012
Profit on ordinary activities before taxation	693,999 ———	£ 414,886
Profit on ordinary activities by rate of tax	161,355	101,647
Expenses not deductible for tax purposes	30,205	32,247
Capital allowances for period in excess of depreciation	(11,360)	(5,744)
Adjustments to tax charge in respect of previous periods	(73,391)	(13,000)
Eighth item to increase/(decrease) tax liability	· -	(17,150)
Total current tax (note 6(a))	106,809	98,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

7. INTANGIBLE FIXED ASSETS

8.

			Goodwill
COST			£
At 1 January 2013 and 31 December 2013			1,132,400
AMORTISATION			
AMORTISATION At 1 January 2013			749,328
Charge for the year			114,114
At 31 December 2013			863,442
NET BOOK VALUE			
At 31 December 2013			268,958
At 31 December 2012			383,072
m 4000/ (.) 1 1 1	1	1 (.1	
The company owns 100% of the issued ordinal below:	ry share capita	al of the com	panies listed
5526		31 Dec 13	31 Dec 12
		£	£
Aggregate capital and reserves Absolute Data Solutions Limited (dormant)		270,558	270,558
Intuistic Limited (dormant)		161,823	
B2E Consulting Limited (dormant)		35,333	35,333
TANCIBLE FIVED ACCETS			
TANGIBLE FIXED ASSETS	Fixtures &		
		Equipment	Total
	£	£	£
COST			
At 1 January 2013	26,090	806,835	832,925
Additions	(26,000)	202,272	202,272
Disposals	(26,090)		(26,090)
At 31 December 2013		1,009,107	1,009,107
DEPRECIATION			
At 1 January 2013	26,090	327,116	353,206
Charge for the year		130,766	130,766
On disposals	(26,090)	-	(26,090)
At 31 December 2013		457,882	457,882
			
NET BOOK VALUE		FE4 00F	FE4 00F
At 31 December 2013		<u>551,225</u>	551,225
At 31 December 2012	_	479,719	479,719

There are no assets subject to finance leases and hire purchase leases included in the above figures.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

9. DEBTORS

		2013	2012
		£	£
	Trade debtors	1,032,570	793,910
	Amounts owed by group undertakings	183,069	66,349
	Other debtors	490,250	222,045
		1,705,889	1,082,304
10.	CREDITORS: Amounts falling due within one year		
		2013	2012
		£	£
	Trade creditors	326,651	407,229
	Corporation tax	180,200	111,000
	Other taxation and social security	133,932	79,854
	Amounts due to group undertakings	78,011	1,314,273
	Accruals and deferred income	504,222	405,850
		1,223,016	2,318,206

11. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

	2013	2012
	£	£
Provision brought forward	4,000	(14,000)
Profit and loss account movement arising during the year	11,000	18,000
Provision carried forward	15,000	4,000

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2013	2012
	£	£
Excess of taxation allowances over depreciation on fixed		
assets	(14,000)	(14,000)
Origination and reversal of timing differences	25,000	15,000
Adjustments in respect of prior periods	2,000	2,000
Adjustments in respect of prior periods – due to change in tax		
rate	1,000	1,000
	15,000	4,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

12. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2013 the company had annual commitments under non-cancellable operating leases as set out below.

	2013		2012	
	Land and	Other	Land and	Other
	buildings	Items	buildings	Items
	£	£	£	£
Operating leases which expire:				
Within 1 year	9,660	-	19,000	-
Within 2 to 5 years	-	44,464	-	46,719
·	9,660	44,464	19,000	46,719

13. RELATED PARTY TRANSACTIONS

The Company is exempt under the terms of FRS8 from disclosing related party transactions with entities that are wholly-owned subsidiaries of the Communisis plc Group or investees of the Communisis plc Group.

14. SHARE CAPITAL

Allotted, called up and fully paid:

	2013		2012	
	No	£	No	£
Ordinary shares of £1 each	231	231	231	231
				-

15. SHARE PREMIUM ACCOUNT

There was no movement on the share premium account during the financial year.

16. PROFIT AND LOSS ACCOUNT

201	3	2012
	£	£
Balance brought forward 3,644,72	.3	3,345,837
Profit for the financial year 576,19	0	298,886
Balance carried forward 4,220,91	3	3,644,723

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013	2012
	£	£
Profit for the financial year	576,190	298,886
Opening shareholders' funds	4,207,278	3,908,392
Closing shareholders' funds	4,783,468	4,207,278

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

18. ULTIMATE PARENT COMPANY

The ultimate parent undertaking and controlling party is Communisis plc, a company registered in England which prepares Group accounts. The immediate parent company is Communisis UK Limited, also a company registered in England. The only group into which the results of the Company are consolidated is that headed by Communisis plc. Copies of the Group accounts of Communisis plc can be obtained by writing to:

The Secretary Communisis plc Wakefield Road Leeds LS10 1DU