Moneysupermarket Group

Investing for the future

Moneysupermarket.com Group PLC
Annual Report and Accounts 2015

Our vision:

To help every household make the most of their money.

Through our three leading brands, MoneySuperMarket, MoneySavingExpert and TravelSupermarket, we are committed to providing our customers with the services, tools and products they need to save and grow their money.

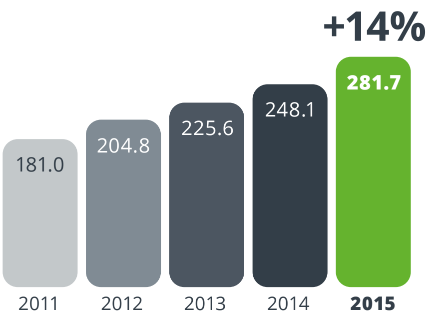
Financial highlights

- Group revenue increased by 14% to £281.7m
- Group operating profit increased by 26% to £80.5m
- Group adjusted operating profit* increased by 15% to £100.1m
- Group profit after tax increased by 20% to £63.4m
- Final dividend up 16% to 6.6p per share
- Total dividend for the year up 14% to 9.15p per share
- Adjusted earnings per share* increased by 18% to 14.5p per share

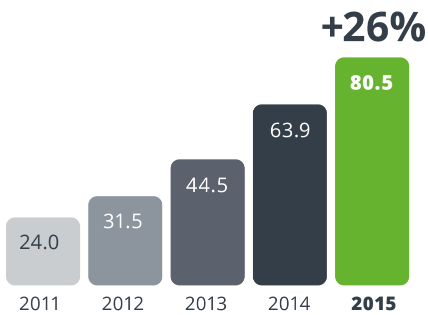
Operational highlights

- Capital investment of £19.6m in technology
- New technology platform launched in motor and home insurance
- New 'MoreMoney' App launched by MoneySuperMarket
- Continued success of energy collective switches across the Group
- New TravelSupermarket site launched with 'My Suitcase' innovation

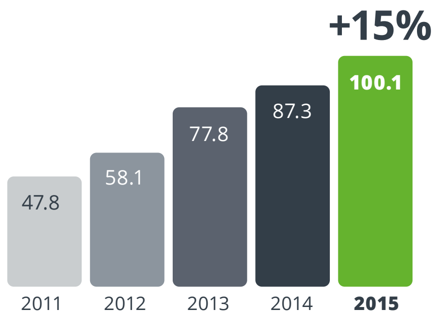
Revenue (£m)



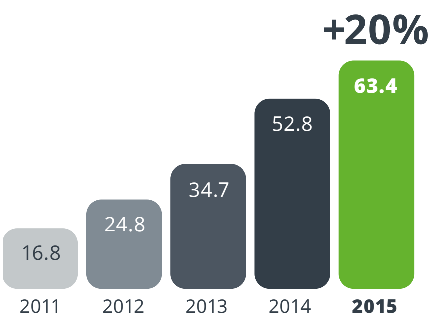
Operating profit (£m)



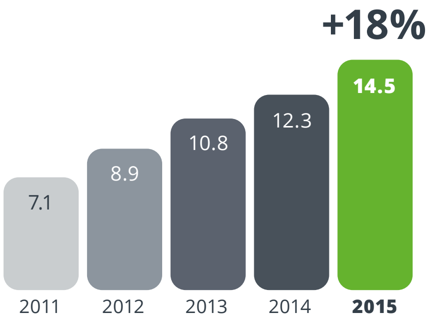
Adjusted operating profit (£m)*



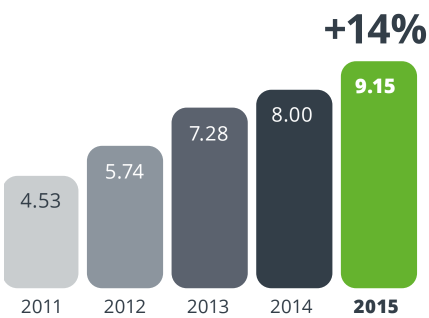
Profit after tax (£m)



Adjusted earnings per share* (p)



Dividend per share (p)



* as detailed in the Financial Review on page 21

Chairman's Statement

Bruce Carnegie-Brown
Chairman

Our brands give us significant strength, breadth and diversity, and are consistent in their ambition to 'help every household make the most of their money'. Each of our three brands generated growth whilst we continued with the three-year investment in our technology programme.

Adjusted operating profit

£100.1m **+15%**

Total dividend

9.15p **+14%**

Results

2015 was another year of growth with the Group's revenue increasing by 14% from £248.1m to £281.7m and adjusted operating profit increasing by 15% from £87.3m to £100.1m.

The Group achieved growth across all three brands: MoneySuperMarket, MoneySavingExpert and TravelSupermarket, with MoneySavingExpert performing particularly well. Within MoneySuperMarket, revenue in all our lines of business grew during the year as customers used our services to help them meet their financial needs.

In September, the three-year deferred consideration period in connection with the acquisition of MoneySavingExpert concluded. We paid deferred consideration in November of £20.6m out of a total of up to £27.0m, reflecting the strong performance of that business during the three-year period. As we previously announced, Martin Lewis remains with MoneySavingExpert in a new position of Executive Chairman to help it continue to grow and develop.

We continue to maintain a strong financial position with good cash generation. Cash generated from operations during the year was £96.9m. After paying the deferred consideration of £20.6m in connection with the acquisition of MoneySavingExpert, the Group ended the year with net cash of £16.7m.

Dividend

Our continued confidence in the underlying strength and growth prospects of our business is reflected in our progressive and sustainable dividend policy.

Having reviewed the cash required by the business and the performance of the Group, the Company paid an interim dividend of 2.55p (2014: 2.31p) per ordinary share on 11 September 2015. The interim dividend represented an increase of 10% on the interim dividend paid in 2014.

During the second half of the year, the business continued to grow and generate cash. As a result, the Board is recommending a final dividend of 6.6p (2014: 5.69p) per ordinary share, representing an increase of 16% on the final dividend in 2014.

If approved by shareholders at the forthcoming Annual General Meeting, this will bring the total dividend for the year to 9.15p (2014: 8.00p) per ordinary share and will be paid on 6 May 2016 to all shareholders on the register on 1 April 2016.

Our strategic progress

Our three leading brands give us significant strength, breadth and diversity, generating growth and increasing the predictability of the business. All of our brands are consistent in their ambition to 'help every household make the most of their money'.

During the year, we have continued with our significant capital investment programme which commenced in 2014 to improve our technology, our data capabilities and our customer journeys. The investment allows for greater flexibility and scalability across our different channels and any future channels. Customers will find it easier to use our websites and will benefit from greater personalisation of our services, especially important for our customers on smartphones. This investment will help us to support additional growth from the business and will further differentiate our brands from those of our competitors.

All of our motor and home insurance customers in MoneySuperMarket and all of our travel customers in TravelSupermarket now use the new technology platform when they visit us. In 2016 we will migrate a number of other channels to this new technology platform.

In parallel, we continued to invest significantly in our marketing strategy, including the strengthening of our digital marketing capability and the continuation of our 'You're So MoneySuperMarket' advertising campaign, both of which helped to attract visitors to the Group's websites.

While no acquisitions were made in 2015, the Group continues to review acquisition opportunities against a disciplined set of return and risk appetite metrics.

During 2015, our services have attracted greater attention from our regulators, in part due to the growing habit exhibited by consumers to use price comparison services. In particular, Ofgem launched an investigation into price comparison websites in the first half of 2015 and the Competition and Markets Authority have indicated they will undertake a review of price comparison websites during 2016. During 2015 we have sought to enhance our relationships with key regulators and we share the vision of regulators generally to make products more accessible and understandable to consumers.

Governance

Following the formation of the Risk Committee in 2014, the identification and management of risk has continued to be a focus for us during the year including the approval of a Group-wide Risk Appetite Framework and a detailed assessment of the risks associated with the Group's capital investment programme. Further information on risk management and the key risk focus areas during the year are set out on pages 27 to 31.

During the year, we continued to enhance our approach to corporate governance, building on the areas for improvement identified during our external Board evaluation in 2014. This included the creation of an annual forward-looking agenda for the Board and each of the Committees which enables the Board and the Committees to better plan their activities over the course of each year. As a result, we have built a detailed review of one of the Group's key strategic priorities into each Board agenda; included greater focus in Nomination Committee meetings on succession planning for the Board and executive management; and enhanced the formal Committee evaluation process to enable the Committees to appraise more effectively their performance and to identify any further areas for improvement.

More information on our approach to governance is set out in my Introduction to Governance, the Corporate Governance Report and the reports of each of the Committees on pages 36 to 71. These reports describe how we have applied the main principles of the 2014 edition of the UK Corporate Governance Code (the Code) during 2015 and reports upon our compliance with the Code's provisions.

The Board

We have a strong and balanced Board, with diversity of experience and technical expertise with which to support the strategic and operational direction of the Group.

During the year Robin Klein, Michael Wemms and Graham Donoghue stepped down as Directors. I would like to thank each of them for their significant contributions to the Board. In particular I would like to thank Graham Donoghue for his commitment and dedication in helping to develop the new Group technology platform.

Most significantly, on 31 December, Simon Nixon, our founder and first CEO, stepped down from the Board. Simon founded the business in 1999 and led the business through its IPO in 2007. Simon has been an inspirational figure with his relentless focus on product development and customer service. We will miss his insights and wish him well as he pursues a number of new opportunities.

Robin Freestone joined the Board as an Independent Non-Executive Director in August 2015 and brings experience of leading global and digital businesses to our Group, helping us to shape our strategy and future direction as we become a larger and more complex business. Robin will succeed Rob Rowley as Chairman of the Audit Committee on conclusion of the 2016 Annual General Meeting.

In 2014, the Board made a commitment to achieving a minimum representation of 25% of women on the Board by 2016. I am pleased to say we have met this objective and will continue to focus on broadening and strengthening the diversity of the Board and the Group in the years to come.

Our employees

Our results this year once again reflect the dedication and quality of all our employees across the Group. We rely on their skills, experience, competence and hard work to drive our business forward. Their passion, innovation and commitment to delivering the best for our customers are key assets for the Group and critical to its future success. On behalf of the Board, I would like to thank all of our employees for their significant contribution to the performance of the Group.

Outlook

We will continue to invest in technology in line with our three–year programme enabling customers to find it easier to use our websites, benefit from greater personalisation and save more money. Whilst we remain alert to competitor activity, particularly in the insurance market, we are confident about our prospects in 2016. Our brands give us strength, breadth and diversity and are consistent in their ambition to 'help every household make the most of their money', enabling us to continue to build our business for the future.

Bruce Carnegie-Brown
Chairman

29 February 2016

Strategic Summary

Our performance & our future

Set out below is a summary of our key strategic initiatives, our achievements during 2015, how we measure our progress and what risks could disrupt us from delivering on our strategic initiatives.

Strategic Initiatives	Business Model	What have we been doing in 2015	Our future
Best site: Be the easiest way for people to find the right products for their needs	▶ Technology ▶ Scalability	We continued our capital investment programme and launched our new platform across the largest channels at MoneySuperMarket and TravelSupermarket. TravelSupermarket launched 'My Suitcase', an innovative tool allowing customers to store and share their holiday plans.	2016 will see further exciting innovation across the business as we offer more personalised services in a smartphone world. We will also continue to roll out our new technology platform to more MoneySuperMarket channels to ensure our services work well on mobiles, tablets and desktops.
Earn customer loyalty: Trusted destination brands	▶ Technology ▶ Brand	Our MoneySuperMarket customer account, 'MyProfile', allowed more than 18m customers to keep their data up to date and to save money with us. MoneySavingExpert continued their innovation by launching a number of energy collective switches and building on their clubs and forums whilst TravelSupermarket launched 'My Suitcase'.	We will continue to focus on improving the customer journey, making it easier for customers to save money and recommend our brands as measured by our net promoter score.
Preferred partner: Be the best way for providers to acquire customers	▶ Technology ▶ Brand ▶ People	We continued to improve our CRM and search capability, helping us and our providers to engage with customers. We worked with providers to understand their objectives and to identify opportunities for us to work together to help our customers. The benefits we offer providers means we continue to attract a strong panel of providers.	We will continue to build our relationships with providers so that we can understand their strategic objectives and goals, and how we can help them to target their marketing spend on increasing numbers of informed customers who have researched and are ready to take out a product.
Core values: One team always making things better for customers, colleagues and providers	▶ Technology ▶ Brand ▶ People	We take pride in being a profitable and efficient Group that has a clear focus on putting its customers first. We delivered on these goals in 2015.	2016 will see a continued focus on our customers whilst we innovate and build our business for the future. We measure ourselves on adjusted operating profit, reflecting our technology investment.

Progress against strategic priorities 11

Business Model 06

Principal Risks & Uncertainties	Key Performance Indicators

- Competition
- Changing consumer behaviour

Average monthly unique visitors

2015	**23.6m**
2014	22.5m
2013	21.8m

Investment in technology

2015	**£19.6m**
2014	£16.1m
2013	£7.1m

- Brand strength
- Product offering
- Customer trust

Net promoter score

2015	**48%**
2014	38%
2013	37%

Unique adults choosing to share data

2015	**18.6m**
2014	15.8m
2013	13.5m

Savings made by customers

2015	**£1.60bn**
2014	£1.43bn
2013	£1.23bn

- Relevance to partners

Marketing margin

2015	**68%**
2014	65%
2013	64%

Number of providers

2015	**877**
2014	723
2013	646

- Economic uncertainty
- Regulation

Revenue

2015	**£281.7m**
2014	£248.1m
2013	£225.6m

Adjusted operating profit

2015	**£100.1m**
2014	£87.3m
2013	£77.8m

Operating cash flow

2015	**£97m**
2014	£84m
2013	£73m

Principal Risks & Uncertainties 30

Key Performance Indicators 11

Our Business Model

We operate a simple success-based business model that creates value for our customers, providers and shareholders

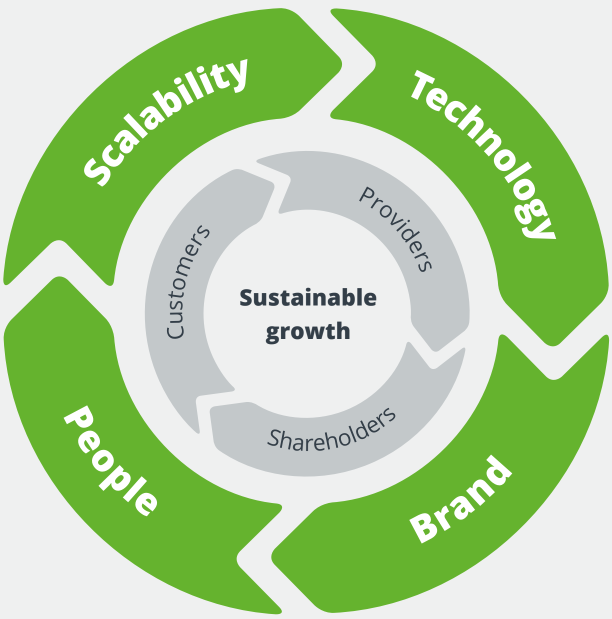
How we generate value–matching customers with the right provider

We operate through three leading brands, MoneySuperMarket, MoneySavingExpert and TravelSupermarket, who each have slightly different business models. We set out in this section the overarching business model for the Group.

Customers are attracted to our websites because we build brands and services that customers want to use to help them make the most of their money. This includes our customer journeys that are designed to be as helpful as possible, our expert content and support, our comparison services and our tools and guides. We offer product providers access to significant volumes of informed customers who have researched and are ready to take out the product they want, enabling providers to target their marketing spend.

We therefore offer a compelling proposition to both our customers and to product providers, encouraging more of both to utilise the benefits of our brands and services. Whilst we do not work with every provider, we try to work with as many providers as possible to help our customer make the most of their money.

The diagram below summarises the key drivers behind how the Group achieves sustainable growth. It is based on four inter-linking value drivers–scalability, technology, brand and people. Through our focus on these areas, we generate value for our customers, providers and shareholders.



Scalability
When creating, developing and maintaining our technology, we recognise the importance of scalability. We are in the second year of our technology investment programme, designed to ensure that our websites and apps are robust, flexible, secure and scalable across our different channels to meet the needs of our customers and product providers.

Technology
We are committed to technology development which provides benefits to both our customers and product providers. Our three-year technology programme focuses on three areas–developing our data capability, building a new technology platform and improving our customer experience and journeys. Customers will find it easier to use our services and benefit from greater personalisation, especially important for customers on a smartphone, helping them to make informed choices about what products they wish to take out in a straight forward and convenient way. Product providers will benefit from increasing numbers of informed customers who have researched and are ready to take out a product and from efficiencies as a result of our improved back office systems and processes.

Brand
Customers have the reassurance of using a family of well-known and trusted brands and of receiving customer support either online or offline through our customer service centre. Providers benefit from our brand awareness by enabling them to target their marketing spend in a more efficient manner on increasing numbers of informed customers who have researched and are ready to take out a product.

People
Our people are integral to all that we do. We have hired the most talented people we can find across both our Ewloe and London offices. We have an outstanding team who are responsible for designing, implementing, maintaining, supporting and promoting our websites and apps. Our people are focused on our 'Customer First' programme which means making sure we do the right thing for our customers. Our core values underpin our 'Customer First' culture and help to ensure that we build trust and grow our business sustainably.

Customers

We provide our customers with a free, easy to use, online service so they can compare a wide range of products in one place and make an informed choice when taking out the product most suited to their needs. In a few simple steps, customers can use any of our trusted brands to help them save money on their household bills. Our services enable our customers to compare products by price, product features and service.

In addition to our comparison services, we help and support our customers to research the product they wish to take out. This includes expert content, innovative clubs, news and articles, tools, guides, video blogs, webchats and the ability to ask the views of other customers in our forums. We also send emails to our customers, enabling them to keep up to date with the latest deals, offers and best buys on a wide range of products.

We help customers to find us through TV and radio advertising, editorial comment in the press and on television programmes, and through search engines. We ensure that our customers can access our services wherever they are by using our mobile responsive websites.

Providers

Partnering with the Group offers product providers access to large volumes of informed customers who, having researched and compared the market, are actively looking for a product. This means we are able to offer product providers a targeted, flexible, efficient and cost effective success-based marketing solution.

Shareholders

We have a simple, success-based revenue model which is highly scalable. For the majority of our services, we receive a marketing fee from the product provider for customers who take out a product through us. Revenue is driven by the number of products taken out through us and the fee rates payable to us by product providers for each product taken out. Therefore, an increase in either the number of products purchased or the fee rates will have a positive impact on revenue.

By delivering value to our customers and product providers, we ultimately drive long-term financial value to our shareholders through the delivery of consistent revenue and earnings growth together with the payment of dividends in accordance with our progressive dividend policy.

Chief Executive's Review

Peter Plumb
Chief Executive Officer

More customers are choosing to share their data with us, allowing us to develop personalised tools and services to better meet their individual needs.

Savings made by customers

£1.60bn **+12%**

Net promoter score

48% **+10%**

Overview

We saved our customers an estimated £1.6bn in 2015, more than ever before, and thanks to our broad range of services and the power of our three trusted brands, we did it slightly differently than planned, delivering revenue of £281.7m up 14% compared to 2014.

For customers, it was the year of taking action against expensive standard energy tariffs and sorting out their personal finances with both attractive credit card deals and innovative current accounts as referred to later in my review.

Our focus on making it easier for customers to save money was reflected in the Group's net promoter score of 48%, up 10% compared to 2014.

Whilst our three brands thrived, our new Group structure was focused on delivering the second year of the three-year technology re-engineering programme. Our ambition is to transition our services onto a single market leading platform, allowing data centres to be closed, innovation cycles to accelerate and smartphone experience to be better than desktop whilst leveraging costs and skills across the Group.

By the close of 2015, the team achieved the major milestone of both MoneySuperMarket (motor and home insurance channels) and TravelSupermarket being fully live on our new platform with no disruption to customers. This was a major achievement by all involved.

Our growth strategy is simple and therein lies its benefit to our Group:

- Best site: Be the easiest way for people to find the right products for their needs
- Earn customer loyalty: Trusted destination brands
- Preferred partner: Be the best way for providers to acquire customers

I am pleased to report that we have continued to make good progress during the year against our strategy through investment in our technology platform, brands and commercial teams.

As price comparison becomes the normal way for millions of people to research and shop for their financial products, as would be expected, our services have attracted greater attention from the regulators. During the year, Ofgem started an investigation in connection with energy price comparison sites and the Competition and Markets Authority announced they would look at price comparison websites during 2016. I am encouraged that the overarching theme of our engagement with regulators so far has been that we continue to make it easier for new providers to enter the markets in which we operate and that this has been, and will continue to be, good for consumers as we help them save and grow their money.

During 2015 we continued to develop our internal governance, launching our 'Customer First' programme across the organisation, helping our employees make sure we do the right thing for our customers and users.

As a Group, we are transparent on both our business model and how we make money to users and customers. For example, at MoneySuperMarket, we cannot guarantee listing all products and providers, however we do try and have a wide range of providers on our site to help the majority of our customers make a significant saving to that of their current provider.

Our Group

We estimate that our three brands of MoneySuperMarket, MoneySavingExpert and TravelSupermarket together have an average of 23.6m monthly unique visitors, with many people using either two or all three of them during a year.

I reported last year that to deliver our growth strategy, I intended to restructure our organisation. This has been successfully implemented forming a Group structure united by the common purpose of 'helping every household make the most of their money'.

Each brand is now led by a Managing Director, supported by shared Group services of technology, finance, people, user experience and data. This allows the business to leverage costs and skills across our brands whilst learning more about customer behaviour than would ever be possible as standalone businesses. With relevance being one key to customer engagement, this is a vital ingredient for our future growth.

MoneySuperMarket

MoneySuperMarket had a good year delivering revenue of £250.1m, up 14% compared to 2014.

Insurance had a mixed year with strong growth during the first half but declining revenues during the final quarter. Several factors contributed to this including increased competitor activity, limited ability to innovate our site during its re-platforming and a strategy to maintain margin during the final quarter.

Money, on the other hand, had a very successful year. Customers were particularly active in switching both credit cards and current accounts. Thanks to our technology investment, more people used our innovative 'smart search' functionality, allowing them to search for loans and credit cards that they were most likely to be accepted for, not just market leading deals for which they might not be eligible.

Home Services also had a very successful year, demonstrating the power of our Group structure and culture. By working together, MoneySuperMarket and MoneySavingExpert helped over 500,000 people switch their energy tariff during the year and make significant savings, chiefly through our collective switch initiatives.

As I outlined earlier, 2016 will see the rollout of our new technology platform to our money and energy channels, completing both our single platform and single customer view ambition for MoneySuperMarket core channels, whilst delivering a single joined up experience for our customers no matter what device they choose to use, desktop, tablet or smartphone.

MoneySavingExpert

MoneySavingExpert had a great year delivering revenue of £30.7m, up 35% compared to 2014, of which £23.7m (2014: £16.8m) related to intercompany revenue.

More users signed up to receive the MoneySavingExpert weekly tip email, breaking through the 10m subscribers milestone. This is a huge endorsement of the great work the editorial team do at MoneySavingExpert and confirms that we are truly living the values of the editorial code so carefully put in place during the acquisition of the business.

In 2015, MoneySavingExpert's Cheap Energy Club was particularly helpful when combined with the power of the collective switch deals negotiated by the Group. The team have been a powerful voice in helping encourage people who have never switched before to take the initiative and save themselves money by joining others in changing energy supplier.

In September we reached the end of the three-year earn-out period following the Group's acquisition of MoneySavingExpert in 2012, paying deferred consideration and employee bonuses of £20.6m. The Founder and Editor-in-Chief, Martin Lewis, has stepped up into the role of Executive Chairman at MoneySavingExpert.

TravelSupermarket

TravelSupermarket had a good year delivering revenue of £24.5m, up 8% compared to 2014.

We have rebuilt the TravelSupermarket site for customers on our new technology platform. The site has a very different look and feel, designed for mobile first and packed with great search and filtering capability. However, its pioneering feature is 'My Suitcase', designed to allow people to share flights, holidays and hotels with friends and family before clicking through and booking. We believe that 'My Suitcase' will be a valuable tool for holiday planners, increasing their engagement with our services whilst allowing us to get to know them better. With new additional features planned for 2016 the team is focused on creating the best tools for customers to plan and book their holidays.

Travel is a very competitive market and therefore we have started 2016 with a new TV campaign to tell people about our new service whilst testing how the new 'My Suitcase' tool performs with different groups of customers. It should be an exciting year ahead for the TravelSupermarket team.

Summary

Whilst delivering good financial results in 2015, we also invested £19.6m of capital expenditure to power future growth in the years ahead.

Our Insurance and Travel markets appear to be getting tougher whilst our Money and Energy markets continue to grow. Providers are launching ever more attractive products due to the continued environment of low interest rates and falling energy prices. This can only be great news for UK households and demonstrates the power of our diversified service.

Our new technology platform and Group structure means that we can share learnings and insights across our three brands, helping to pioneer a better mobile experience for our growing number of customers on smartphones.

More customers are choosing to share their data with us, allowing us to develop personalised tools and services to better meet their individual needs. As we look to the future, personalised, relevant, mobile first services will start becoming reality thanks to our investments started back in 2014.

As we head into 2016, the Group is well placed to help more people save more money in the year ahead.

Peter Plumb
Chief Executive Officer

29 February 2016

Our Strategy

We are driven by a clear strategy for growth

Our Vision

We help every household make the most of their money

Best site

Be the easiest way for people to find the right products for their needs

Earn customer loyalty

Trusted destination brands

Preferred partner

Be the best way for providers to acquire customers

Our Core Values

Do what you say
Take pride in what you do

Find the right way today
Innovate for tomorrow

Listen and understand
Live the brand

Strategy
Our strategy is to build our core business of helping customers to find the right product. Investing in our technology is key to this. Through this investment, we will develop an enhanced understanding of our customers and deliver an improved and consistent customer experience. Ensuring our services work as well on a mobile and tablet device as they do on a desktop, our customers are able to access our services wherever and whenever they want to. This will allow us to build deeper relationships, delivering more value to our customers by helping them make the most of their money.

KPIs
As we continue our growth strategy and the investment in our technology programme, we need to measure our performance against our strategy. Our key performance indicators are set out on pages 11 to 13.

Risk management
The management of risk has a key role to play in the achievement of our strategy. The relationship between our principal risks and our strategy is identified in the Principal Risks section of this Report on pages 30 and 31.

Progress against strategic priorities

Best site

Be the easiest way for people to find the right products for their needs

During 2015 we continued the investment in our technology programme, spending £19.6m, an increase of £3.5m compared to 2014. We completed the second year of our three-year programme, launching our new platform across the motor and home insurance channels at MoneySuperMarket and across TravelSupermarket.

This investment improves the Group's technology, data capabilities and customer journeys, enabling greater personalisation of services and improved customer journeys on mobile and tablet devices. This will help our customers access our services wherever and whenever they want to and regardless of device. Customers can access the same platform to pick up their transaction and details to complete the same transaction.

The increase of over 1m average unique monthly users in 2015 to 23.6m reflects the benefits we are delivering to our customers as more choose to engage with our brands to make the most of their money.

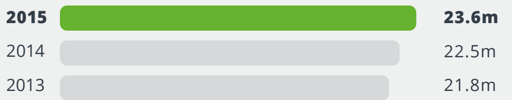
2016 will see further exciting innovation across the Group. We will complete the third year of our technology investment programme as we continue to roll out our new technology platform to more MoneySuperMarket channels.

This will provide customers with more consistent and improved customer journeys and enable us to offer greater personalisation of our services, making it easier for customers to find the product most suited to their needs.

Key Performance Indicators

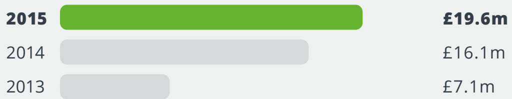
Average monthly unique visitors

This is Google Analytics measure calculating the average monthly unique visitors by brand over the year.
Note this is not de-duplicated by device and so effectively is unique devices visiting our sites rather than people.



Investment in technology

The amount we have invested in technology.



Our Strategy
continued

Progress against strategic priorities

Earn customer loyalty
Trusted destination brands

Our MoneySuperMarket customer account, 'MyProfile', allowed more than 18m customers to keep their data up to date and to save money with us, an increase of nearly 3m customers on the previous year.

MoneySavingExpert continued their innovation by launching a number of energy collective switches and building on their clubs and forums. Within TravelSupermarket, we launched 'My Suitcase' which allows customers to store and share their holiday plans.

These innovative customer tools encourage more customers to use our services and share their data with us, allowing the Group to increasingly personalise services and make it easier for customers to save money with us. We estimate that the savings made by customers in 2015 were £1.6bn.

The Group's focus on improving customer journeys and making it easier for customers to make the most of their money was reflected in the Group's net promoter score of 48% in 2015, an increase of 10% compared to 2014.

In 2016, we will continue to focus on our customer account capabilities to make it even easier for our customers to use their data across more of our channels so that they can quickly and easily find the product most suited to their needs and to save even more money.

Key Performance Indicators

Net promoter score

This is an index that measures the willingness of customers to recommend our brands' services to others. This is averaged across the three months preceding the year end.

2015	**48%**
2014	38%
2013	37%

Unique adults choosing to share data

The number of adults that have a valid customer account.

2015	**18.6m**
2014	15.8m
2013	13.5m

Savings made by customers

Calculated by multiplying sales volume against the average saving per product for core channels,
the balance of the calculation is a company estimation.

2015	**£1.60bn**
2014	£1.43bn
2013	£1.23bn

Progress against strategic priorities

Preferred partner

Be the best way for providers to acquire customers

As the only major independent price comparison site, our commercial teams focused throughout 2015 on building stronger relationships with our providers, with the aim of being their partner of choice. We worked hard to understand our providers' objectives and to identify opportunities to help our customers, including market leading exclusive products. Providers understand the value we bring them, which is why we continue to attract a strong panel of providers to our sites, with the number of providers increasing from 723 in 2014 to 877 in 2015.

During 2015, we have shared with providers our improved customer insights to help them understand what our customers want and how they can improve their products, as well as to target their marketing spend and the customers they wish to acquire in a more efficient manner.

We also continued to invest to improve our CRM and search capability, helping us and our providers to engage with customers efficiently and to help them make an informed choice on the products most suited to their needs. This was reflected in the improved marketing margin during 2015 of 68%.

During 2016 we will continue to build our relationships with providers so that we can understand their strategic objectives and goals, and how we can help them to continue to target their marketing spend more efficiently.

Core values

The strength of our Group is a reflection of the passion, innovation, skills and experience of our employees. They play a critical role in the performance of the Group, living our core values as one team and always making things better for customers, colleagues and providers. We take pride in being a profitable and efficient Group that has a clear focus on our customers.

Our focus on our customers during 2015 was reflected in a number of initiatives including the launch of our 'Customer First' programme which is about making sure we do the right thing for our customers. The continued investment in our technology improves customer journeys and makes it easier for our customers to make the most of their money. This focus on our customers will continue during 2016 as we complete the third year of our technology investment programme.

Key Performance Indicators

Marketing margin

The inverse relationship between revenue and total marketing spend represented as a percentage.

2015	**68%**
2014	65%
2013	64%

Number of providers

The number of providers our brands partner with during the year.

2015	**877**
2014	723
2013	646

Revenue

This is the annual revenue generated.

2015	**£281.7m**
2014	£248.1m
2013	£225.6m

Adjusted operating profit

Operating profit adjusted for the amortisation of acquisition-related intangible assets.

2015	**£100.1m**
2014	£87.3m
2013	£77.8m

Operating cash flow

Is a measure of the cash generated in a given period solely related to core business operations.

2015	**£97m**
2014	£84m
2013	£73m

The place where customers look first to save and grow their money.

Whilst the UK economy is feeling more buoyant, we know that consumers still feel the pinch, and could be saving hundreds of pounds across different products by changing to a different provider. We aim to help consumers by empowering them to make an informed choice on the products most suited to their needs and to take control of their household finances. We help our customers in a number of ways, including through the content and tools on our website and through our online chat service and dedicated phone lines supporting those channels, such as energy comparison, where that extra bit of help can make all the difference to a customer's peace of mind.

Choice

We work with a significant number of providers to give our customers access to a wide range of products and providers helping them find the product that is most suited to their needs. This is why we compare over 50 credit card and personal loan providers, over 40 energy providers, over 60 home insurance brands and over 140 motor insurance brands.

Scale

Our scale helps us work with providers to offer our customers many market-leading deals including some that are exclusive to MoneySuperMarket and are not available elsewhere.

Improving the customer journey

Our new technology platform was rolled out across home and motor insurance in 2015 and will be rolled out to more channels in 2016 as we focus on improving our customer journeys and ensuring our services work seamlessly across mobile, tablet and desktop devices.

MyProfile

We continued to invest in our customer account, MyProfile, to enable customers to securely store their data with us and then use it to save more money again in the future without needing to re-enter their details. This makes it easier and quicker for our customers to make the most of their money. It also helps us provide a service that is more personalised to their needs.

Market trends and opportunities

We have seen a number of trends in the markets in which we operate where customers could save money by actively managing their household bills including:

- Motor insurance premiums – These have started to rise from the first half of 2014. This implies an increase in the average saving available from switching and may encourage consumers to review their motor insurance and switch through a price comparison website.
- Credit cards – Balance transfer periods have continued to rise and cards with low fees have become more prevalent as providers compete to acquire customers. As the quality of credit cards improves, consumers are more likely to compare products and switch to a better credit card through MoneySuperMarket.
- Energy bills – The cost of fuel has been declining since 2014, but this saving is commonly only given to customers who take out new tariffs, at the expense of those who stay on standard deals. This means that the average customer could save a significant amount by switching. MoneySuperMarket is one of the leading energy comparison sites and also offers collective switches for consumers. MoneySuperMarket is therefore well placed to benefit from consumers seeking to reduce their energy costs and switch their energy provider.

- Political and regulatory focus – There has been increased political and regulatory focus on the costs of energy for consumers and the level of competition in the energy marketplace. This increased focus on energy costs may lead to increasing consumer awareness of the costs of energy and the benefits of switching their energy provider through MoneySuperMarket.

Our future

During 2016, we will:

- continue our technology investment programme to improve our customer journeys and ensure our services work seamlessly across mobile, tablet and desktop devices;
- offer more personalised services in a smartphone world;
- invest further in our CRM and organic search capability to help us personalise and grow our customer relationships; and
- further strengthen our relationships with our providers to help offer our customers a wider choice of products and services.

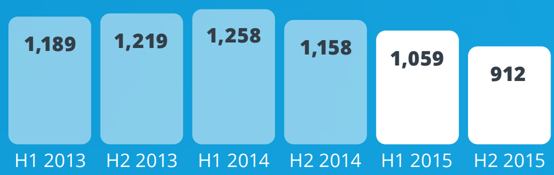
Motor insurance premium (mean price quoted)
Annual average insurance premium (£)

Source: MoneySuperMarket motor insurance enquiry data

Average of the leading credit card 0% balance transfer periods
Headline balance transfer period (months)

Source: MoneySuperMarket data

Average energy quote – MoneySuperMarket user
Average annual energy price (£)



Source: MoneySuperMarket enquiry data (dual fuel customers only) energy enquiries

MoneySavingExpert.com

Cutting your costs, fighting your corner.

MoneySavingExpert is one of the UK's biggest consumer finance websites and is dedicated to cutting your costs and fighting your corner with journalistic research, cutting edge tools and a massive community all focused on finding deals, saving costs and campaigning for financial justice.

Putting the user first

MoneySavingExpert operates with full editorial independence and integrity and always focuses on what's best for the user in line with its editorial code.

Fighting consumers' corner

MoneySavingExpert has successfully helped millions of consumers to get redress for mis-sold payment protection insurance and bank charges, to tighten regulation of payday loans, to get financial education in schools and much more. We're proud of our campaigning stance – it's us 'fighting your corner'.

Improving the user proposition

More than 10m people have signed up to receive our weekly email, which is packed full of deals, tips and money saving guides. We have been able to harness the collective power of our users to provide cheaper deals. For example we introduced Cheap Energy Club which tells you if you're overpaying for your gas and electricity and monitors this position as the market changes. We have also continued our successful collective switches, where users can apply for market-leading energy tariffs available exclusively through MoneySavingExpert.

User benefits

1. Weekly hints and tips on how to save money.
2. Market-leading offers across a number of areas including energy.
3. Money saving guides.
4. Innovative clubs and forums.
5. Easy to access and use.

Continually innovating. During 2015 we continued to build upon the success of the first collective energy switch introduced in 2014. We ran our most successful collective energy switch during 2015, switching over 90,000 customers to a market-leading tariff. We also introduced an innovative broadband collective switch, negotiating exclusive market-leading broadband and bundled tariffs from communication providers.

Easy to use. We have invested considerable technological and editorial resources to start our journey to becoming a fully responsive, multiplatform publishing site. Accessible, unique and easy to understand editorial content is at the heart of what MoneySavingExpert does, so ensuring our content and tools are responsive and optimised for a mobile or tablet device is key. This has significantly improved user engagement. We will continue to develop our user experience by enhancing our site navigation and empowering users through our content and tools.

A massive forum community. With 1.5m users and almost 3m threads, our forum is an active and passionate community that helps one another to get out of debt, find better deals and find ways to make the most of their money.

Market trends and opportunities

We have seen a number of trends in the markets in which we operate where consumers could save money by actively managing their household bills including:

- Financial services – There is increasing competition among financial services providers for consumers who want credit products such as loans and credit cards. Balance transfer periods for credit cards have continued to rise and cards with low fees have become more prevalent as providers compete to acquire consumers. This increase in the quality of products enables MoneySavingExpert to provide expert editorial comment and engage with consumers on the best loans and credit cards available in the market.
- Energy – The cost of fuel has been declining since 2014, but this saving is commonly only given to consumers who take out new tariffs, at the expense of those who stay on standard deals. MoneySavingExpert provides collective energy switches for consumers, enabling them to switch to market-leading tariffs. MoneySavingExpert's Cheap Energy Club, which alerts consumers if energy tariffs change and savings can be made, helps to ensure it is well placed to benefit from consumers seeking to reduce their energy costs.
- Political and regulatory focus – There has been increased political and regulatory focus on the costs of energy for consumers and the level of competition in the energy marketplace. This increased focus on energy costs may lead to increasing consumer awareness of the costs of energy and the benefits of switching their energy provider and, as outlined above, MoneySavingExpert is well placed to benefit from them seeking to reduce their energy costs and switch their energy provider.

Subscribers
Number '000s to weekly email

Source: MoneySavingExpert data

Our future

In 2016, we will:

- continue our strategy of educating and fighting for the consumer. Campaigning will continue to be at the heart of what MoneySavingExpert does;
- develop and enhance our clubs and tools including our eligibility checker to help cut consumers' bills, and
- continue to develop and enhance our site, tools and guides so that they are easier to use on a mobile or tablet device.

Travel Supermarket

Getting more for less. Holidays and weekend breaks are precious. We recognise this and focus our energy on helping our customers get more holiday for their money.

Our customers love the breadth of choice that the world of online travel offers but the process of navigating it to find their ideal holiday at the best price can be frustrating. We aggregate travel options and prices from hundreds of providers across package holidays, hotels, flights and car hire, so customers can be sure that they are searching a wide range of products as they plan their holidays. We also offer a wide range of travel extras, such as travel insurance and airport parking.

Useful tools and services

We have an ongoing programme of investment in technology that will make it easier for our customers to navigate this breadth of choice, and compare holidays on the things that matter most to them. By introducing new free-to-use tools such as 'My Suitcase', we make it straightforward for our customers to store a range of holiday options in one place and then share and collaborate with other travellers. We also make it easy to stay up to date with any price fluctuations through our price alerts functionality which enables customers to keep track of changing prices.

My Suitcase

'My Suitcase' creates a differentiated holiday planning tool, which allows customers to save, compare and share their holiday plans before booking. It increases engagement throughout the holiday research and booking process and allows us to learn more about our customers, which will help us to offer more relevant and personalised travel planning services in the future.

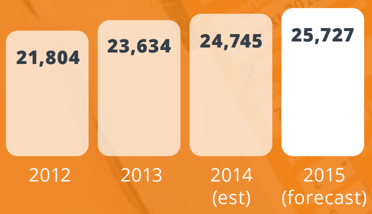
Improving the customer journey

The technology and website re-platforming project delivered for TravelSupermarket in 2015 has been designed 'mobile first' so that customers will be able to use our site across multiple devices – desktop, mobile and tablet – throughout the process of researching and booking a holiday. This will help our customers access our services whenever and wherever they want to.

Market trends and opportunities

Consumers with tight household budgets are looking for the best deal for their holiday. They are looking to compare the costs of the individual holiday components (including flights, hotels and car hire) to find the best deal for them. TravelSupermarket continues to focus on building leading comparison services for consumers to help them find the best deal for their holiday and to benefit from this increasing consumer demand to get more holiday for their money.

Holidays (packaged and independent)
Value £m



Source: Package vs Independent Holidays – UK – April 2015 – Market Size and Forecast, Mintel

Our future

In 2016, we will:

- continue our technology investment programme to make sure we offer the best tools and services for comparing and booking holidays so that we can help our customers get more holiday for their money;
- attract customers to our website and innovative tools such as 'My Suitcase' through a new TV campaign which will increase awareness of our brand and the services we offer; and
- learn more about our customers as they use the 'My Suitcase' functionality in order to help us offer more relevant and personalised travel planning services to our customers in the future.

Financial Review

Matthew Price
Chief Financial Officer

During 2015 the Group continued to grow across all business areas. The strategy of offering customers a diverse range of products has meant the Group continued to deliver strong revenue growth of 14%.

Revenue

£281.7m **+14%**

Adjusted earnings per share

14.5p **+18%**

Net cash

£16.7m **+27%**

The Group traded strongly in the year with revenue increasing 14% to £281.7m and net profit after tax of £63.4m (2014: £52.8m), up 20%. The Group invested £19.6m in its technology as part of a three-year capital investment programme.

When reviewing performance, the Directors use a number of adjusted measures, including adjusted operating profit which increased by 15% to £100.1m (£2014: £87.3m). This is reconciled on the opposite page.

In 2015 the Group continued to grow across all business areas. The strategy of offering customers a diversified range of products has meant the Group continued to deliver strong revenue growth of 14%. Growth was particularly strong in the Money and Home Services businesses, while Insurance growth was lower, as a result of strong second half comparatives in the previous year and tougher competition.

Revenue in MoneySavingExpert.com was 34% up on last year (before eliminating intra-group revenues). Growth came from credit cards, current accounts and utilities, the last of which again benefited from the success of Cheap Energy Club, launched in 2013, and popular collective switches.

MoneySavingExpert.com contributed £21.4m to Group adjusted operating profit (2014: £15.1m).

TravelSupermarket.com grew its revenue for the full year by 8% and launched the new technology platform with innovative tools to enhance flexibility and the usability of the site for customers.

Extract of Consolidated Statement of Comprehensive Income
for the year ended 31 December 2015

	Note	2015 £m	2014 £m
Revenue		**281.7**	248.1
Cost of sales		**(56.3)**	(52.4)
Gross profit		**225.4**	195.7
Distribution expenses		**(34.2)**	(34.0)
Administrative expenses		**(110.8)**	(97.8)
Operating profit		**80.5**	63.9
Reconciliation to adjusted operating profit:			
Operating profit		**80.5**	63.9
Amortisation of acquisition related intangible assets	1	**14.9**	19.6
Contingent payable in relation to the acquisition of MoneySavingExpert.com	2	**4.8**	3.9
Adjusted operating profit		**100.1**	87.3
Adjusted earnings per ordinary share:			
– basic (p)		**14.5**	12.3
– diluted (p)		**14.5**	12.2

Full Consolidated Statement of Comprehensive Income 80

Notes
Basis of preparation
The results show the trading results for the years ended 31 December 2015 and 2014 respectively. The following adjustments have been made in arriving at adjusted operating profit:

1 **Amortisation of acquisition related intangible assets**
The acquisition of Moneysupermarket.com Financial Group Limited by the Company prior to Listing gave rise to £207.2m of intangible assets. These will be written off over a period of 3–10 years with a charge of £13.2m expensed in 2015 (2014: £17.8m). The acquisition of the trade and certain assets of MoneySavingExpert.com and a sole trader business from Martin Lewis (together MSE) on 21 September 2012 by the Group gave rise to £12.9m of intangible assets. These will be written off over a period of 3–10 years with a charge of £1.6m included within 2015 (2014: £1.7m).

2 **Contingent payable in relation to the acquisition of MoneySavingExpert**
The Group has recognised an administrative expense relating to deferred remuneration which is linked to continued employment in the Consolidated Statement of Comprehensive Income in 2015 of £4.8m (2014: £3.9m).

Reference is made below to adjusted cost base and adjusted distribution and administration expenses. These measures represent costs charged to the Consolidated Statement of Comprehensive Income, less intangible amortisation relating to acquisitions, costs recognised in respect of the contingent payable in relation to the acquisition of MoneySavingExpert and corporate finance fees.

The Group remains committed to its technology development and invested £19.6m in 2015. This investment, as part of a three-year programme, focuses on three areas – developing our data capability, building a new aggregation engine, and upgrading our customer experience and journey. The investment allows for greater flexibility and scalability across our different channels and any future channels. Customers will benefit from better connectivity across channels and are increasingly able to use different devices to conduct the same transaction seamlessly. The Group believes this investment allows it to deliver services more effectively to customers through improved personalisation and better experience on mobile devices.

Group gross margins increased from 78.9% to 80.0%, largely as a result of increased volumes of traffic on channels other than online paid search. The proportion of direct to site revenues increased from 79% in 2014 to 84% in 2015. Paid search represented 15% of revenue in the year (2014: 17%).

Distribution costs were broadly in line with last year, with the Group continuing the successful 'You're So MoneySuperMarket' campaign on television supported by radio and print.

Adjusted administrative costs increased by 23% from £73.9m to £91.1m in 2015. Adjusted staff costs (including contract resource) were 22% higher at £51m, largely because of increased headcount levels. Share-based payment charges were also higher as a result of the increased share price. Other administrative costs increased by £8m mainly as a result of increased technology amortisation costs, together with increased premises, IT and professional costs.

Adjusted operating profit margins remained broadly stable at 35.5% (2014: 35.2%).

Group KPIs
The Directors use key performance indicators (KPIs) to assess the performance of the business against the Group's strategy. Our strategy is to build on our core business of helping customers to find the right product by investing in our technology, customer data and tools. This enables us to build deeper relationships, and deliver more value to both customers and providers. The three strategic priorities are: be the best site; earn customer loyalty; and be the preferred partner for our providers. The KPI's measure our progress against these priorities.

Financial Review
continued

Best site: Be the easiest way for people to find the right products for their needs

	31 December 2015	31 December 2014	Change
Average monthly unique visitors	**23.6m**	22.5m	5%
Investment in technology	**£19.6m**	£16.1m	22%

During the year we invested £19.6m in our technology and delivered improvements to the customer journey. We introduced our new platform across the largest channels at MoneySuperMarket and TravelSupermarket, launched the MoreMoney App and launched 'My Suitcase' on the new TravelSupermarket site. This enhances the customer experience by making transactions more intuitive and joined up across the business. The 5% increase in average monthly unique visitors to nearly 24 million shows the improved usability as well as success in offering great ways to save money.

Earn customer loyalty: Trusted destination brands

	31 December 2015	31 December 2014	Change
Unique adults choosing to share data	**18.6m**	15.8m	18%
Net promoter score	**48%**	38%	10%
Savings made by customers	**£1.60bn**	£1.43bn	12%

We added nearly 3 million more customers to 'MyProfile' which allows users to keep their details up to date. This helps us personalise services more and makes it easier for customers to save money. We estimate that in 2015 customer savings increased 12% to £1.6bn.

More and more customers want to use our services via multiple devices and so we will continue to make sure they work just as well on mobiles and tablets. Already this year customers can, regardless of device, access the same platform and pick up their transaction and details where they left off. Our work earning customer loyalty is demonstrated by a 10% improvement in our net promoter score (48%).

Preferred partner: Be the best way for providers to acquire customers

	31 December 2015	31 December 2014	Change
Number of providers	**877**	723	21%
Marketing margin	**68%**	65%	3%

Our business can only thrive by adding value to our providers. We do this by making improvements to our CRM capability and other marketing to help providers reach the right customers effectively. We use our data tools, analytics and position as the only major independent price comparison website to develop relationships with providers and secure market leading exclusive products for customers. Providers understand the value we bring which is why we continue to attract a strong panel of providers on our sites.

Trading performance

The Group operates across a number of businesses and markets. These are discussed below:

	Revenue[1]			
	31 December 2015		31 December 2014	
	£m	**%**	£m	%
Money	**72.4**	**26**	58.9	24
Insurance	**140.2**	**50**	138.0	56
Home Services	**37.5**	**13**	22.4	9
MoneySuperMarket.com	**250.1**	**89**	219.3	89
TravelSupermarket.com	**24.5**	**9**	22.6	9
MoneySavingExpert.com	**30.7**	**11**	22.8	9
Other businesses	**0.1**	**–**	0.2	–
Intercompany revenue[1]	**(23.7)**	**(9)**	(16.8)	(7)
Total	**281.7**	**100**	248.1	100

1 In the above table revenues in MoneySuperMarket.com arising from traffic from MoneySavingExpert.com have been shown in both MoneySuperMarket.com and MoneySavingExpert.com to present the revenues from MoneySuperMarket.com on a consistent basis and to show the contribution of the MoneySavingExpert.com business to the Group. Intercompany revenues have been eliminated as shown above.

Money

The Money vertical offers customers the ability to search for and compare products including credit cards, current accounts, mortgages, loans, debt solutions, savings accounts and business finance. It also includes elements of the Group's leads business. Revenue in the money vertical increased by 23% from £58.9m to £72.4m.

Revenue growth was particularly strong in current accounts, as a result of more switching. Revenue from credit related products, such as secured and unsecured loans, credit cards and mortgages were ahead of prior year.

Trading improved in the second half of the year relative to the first half - the first half rose 20%, while the second half was up 26% on 2014 comparatives, led by strong growth in credit card, current accounts and loans, all helped by customer journey improvements.

The Government's 'Funding for Lending' scheme, which means financial institutions can borrow from the Bank of England at attractive rates, continued to mean that few attractive savings products are on the market. The Government announced on 30 November that the scheme was to be extended for a further period to 31 January 2018.

Insurance

The Insurance vertical offers customers the ability to search for and compare insurance products including breakdown, dental, home, life, medical, motor, pet and travel insurance. Revenue in the Insurance vertical increased 2% from £138.0m to £140.2m.

After a first half in which revenues rose 8%, the second half, with strong 2014 comparatives, saw an overall decline of 5%. Motor and home insurance revenues were impacted by higher competitor marketing spend.

Towards the end of the year, the motor and home insurance channels went live on the new technology platform, improving mobile performance and allowing the Group to make improvements to customer journeys through 2016.Travel insurance showed good annual growth, benefiting from improvements to the site and life insurance continued to grow strongly following the redesign of the customer journey in 2015.

An additional £3m – £5m online and offline marketing spend is planned during 2016.

Financial Review
continued

Home Services
The Home Services vertical offers customers the ability to search for and compare products such as broadband, mobile phones, vouchers, shopping and utilities. Revenue in the Home Services vertical increased by 68% from £22.4m to £37.5m.

Utility switching makes up the majority of revenues in Home Services and this continued to benefit from collective switches, allowing customers to apply for market-leading tariffs available exclusively through the Group, together with the continued success of Cheap Energy Club which was launched by MoneySavingExpert.com in 2013. This allows householders to register for alerts when savings available against their current tariff exceed a predetermined amount set by the consumer.

TravelSupermarket.com
TravelSupermarket.com offers customers the ability to search for and compare car hire, flights, hotels and package holidays, amongst other things. Revenue increased by 8% from £22.6m to £24.5m.

In the fourth quarter, TravelSupermarket went live on its new website, offering an enhanced customer offering and innovative technology for planning and booking travel.

MoneySavingExpert.com (MSE)
MoneySavingExpert is one of the UK's biggest consumer finance websites and is dedicated to cutting consumers costs and fighting their corner by means of journalism, great tools and a large community.

MoneySavingExpert.com generated revenue of £30.7m (2014: £22.8m), of which £23.7m (2014: £16.8m) related to revenues also recognised within MoneySuperMarket.com, generated from traffic referred to it by MoneySavingExpert. It contributed £21.4m (2014: £15.1m) to Group adjusted operating profit.

Trading trends have been consistent with those seen by MoneySuperMarket.com with good growth in revenue from borrowing and banking. Utilities revenue benefitted from Cheap Energy Club and collective switches.

In September, the earnout period following the purchase in 2012 of the trade and certain assets of MoneySavingExpert.com and a sole trader business from Martin Lewis concluded, with a final payment of £20.6m in November compared to a potential maximum of £27.0m. The Group recognised in administrative expenses a charge of £4.8m (2014: £3.9m) in the Consolidated Statement of Comprehensive Income in respect of deferred remuneration linked to this.

Cash balance and dividend
As at 31 December 2015 the Group had net cash of £16.7m (2014: £13.1m).

In December 2015, the Group secured a new three-year revolving credit facility of £100m in committed funds provided in equal parts by Lloyds Bank PLC and Barclays Bank PLC. The Group also has an accordion option to apply to the banks for up to an additional £100m of committed funds during the first two years of the facility. This replaced the previous facility provided by Lloyds. The facility was unused at the year end.

Having reviewed the performance of the Group and the cash required by the business, the Board is recommending a final dividend, subject to shareholder approval, in respect of the year ended 31 December 2015 of 6.6p per ordinary share.

Together with the interim dividend of 2.55p per ordinary share paid on 11 September 2015, this gives a total dividend for the year of 9.15p per ordinary share (2014: 8.00p).

The Board is committed to a progressive dividend policy, with on-going monitoring of the appropriate capital structure.

The ex-dividend date for the final dividend is 31 March 2016, with a record date of 1 April 2016 and a payment date of 6 May 2016. Shareholders will have the opportunity to elect to reinvest their cash dividend and purchase existing shares in the Company through a Dividend Reinvestment Plan.

Tax
The Group tax charge of £16.4m in the Consolidated Statement of Comprehensive Income represents an effective tax rate of 20.5% (2014: 19.9% as this included the non-taxable profit on disposal of an associate, HD Decisions Limited). This is broadly in line with the prevailing rate of 20.25% (2014: 21.5%).

In future, and once the statutory rate of tax has settled, the Group expects the underlying effective rate of tax to approximate to the standard UK corporation tax rate.

Earnings per ordinary share
Basic statutory earnings per ordinary share for the year ended 31 December 2015 was 11.6p (2014: 9.7p). Adjusted basic earnings per ordinary share increased from 12.3p to 14.5p per share. The adjusted earnings per ordinary share is based on profit before tax after adding back intangible amortisation related to acquisitions, costs related to the contingent consideration payable for MoneySavingExpert.com and the profit on disposal of HD Decisions Limited in the prior year. A tax rate of 20.25% (2014: 21.5%) has been applied to calculate adjusted profit after tax.

Key contractual arrangements

Moneysupermarket.com Limited, a subsidiary of the Company, is party to contracts and other arrangements which the Directors judge are essential to the Group's business.

As with any internet business the Group is dependent upon its ability to attract customers to its website either directly or through paid search or portal partners, and revenue generated from commercial arrangements with its providers.

The Group uses television advertising to attract customers to its website directly. The Group has contracts with a number of media agencies to acquire advertising inventory from commercial television companies. The Group typically has a commitment of between 6 and 10 week's expenditure at any one time. Television and other offline advertising costs represent 75% (2014: 83%) of distribution costs.

The Group uses search engines to acquire traffic via paid search. Although there are a number of search engines that operate in the UK, Google is the dominant search engine and accounts for the majority of the Group's spend in this area. The Group has no forward commitment to search engines and manages its spend on a real time basis.

The Group has a number of contracts with providers which are based either on a cost per click basis or a cost per application basis or a hybrid of the two. It also has a number of commercial arrangements based on the number of page impressions served in the case of banner advertising. The Group does not consider it has any material contracts with providers in any one channel. The Group does, however, frequently deal with providers across a range of different channels managed under different contracts, often to different parts of the same organisation, and occasionally through third party media agencies. At this consolidated channel level, the largest individual provider represented approximately 3% (2014: 4%) of Group revenue in 2015.

Viability statement

As required by Provision C.2.2 of the 2014 revision of the UK Corporate Governance Code, the Directors have assessed the prospects of the Group over a three-year period to December 2018. In making this assessment the Directors took account of the Business Model and Principal Risks set out on pages 6 to 7 and 30 to 31 of the Strategic Report.

Business Model

The Group has a simple business model – matching customers to the right providers. It uses online services to help customers to compare a wide range of products in one place and make an informed choice when taking out the product most suited to their needs. For our providers, it offers an efficient and cost-effective way to reach a large volume of informed customers who are actively looking for a product. For the majority of our services, we receive a success-based marketing fee from the providers. This business model operates through the following key principles:

- the Group relies on customer transactions for its revenues and does not have long-term contracted revenue streams;
- customers will continue to see value in shopping around for products and services and will aim to save money by doing so; and
- providers will continue to have strategies of new customer acquisition and will develop products and services to fulfil that strategy.

The Group has three strategic priorities – to be the best site, earn customer loyalty and be the preferred partner for our providers. The Board has set KPIs to monitor the delivery of these strategic priorities.

The Strategic Report sets out the Group's performance on the main KPIs. The Board monitors and reviews progress against three time horizons–quarterly to review and reforecast performance against the Annual Plan and Budget; annually to establish a clear Annual Plan and Budget that will deliver against the Strategic Plan; and a three-year Strategic Plan re-assessed annually, to determine the strategy of the Group.

The Board believes that a three-year cycle is the right time period to plan the business as this links to the expected lifecycle of the Group's technology and reflects the frequent changes in the way that consumers choose to use technology. Therefore, the Board is using a three-year period to make this viability assessment.

Financial Review
continued

Risk Management
The Board has identified the Group's Principal Risks around delivering these strategic priorities, which represent a risk or combination of risks in severe but reasonable scenarios that can seriously affect the future prospects or reputation of the Group through threatening its business model, future performance, solvency or liquidity. For best site, the principal risks are competition and changes in consumer behaviour; for earning customer loyalty, they are brand strength, product offering and consumer trust; and for being the preferred partner, the principal risk is ongoing relevance to partners.

In addition, the Directors believe that the Group faces risks around regulation and economic uncertainty especially as that may influence the availability of attractive products for customers.

The Board manages risks across the Group through a formal risk identification and management framework, designed to ensure that risks are properly identified, prioritised, evaluated and mitigated to the extent possible. Key aspects of this framework include:
- a Risk Appetite Statement expressing the amount and type of risk the Board is willing to accept in order to achieve the Group's strategic objectives;
- regular assessments of current and emerging risks being faced by the Group including internal control effectiveness and mitigating actions;
- risk metrics and thresholds which are monitored as potential indicators of risk;
- scenario planning based on the Principal Risks; and
- oversight from the Risk and Compliance and Internal Audit functions.

Viability assessment
In making its assessment of viability, the Board has considered the resilience of the Group using scenario-planning based on the Principal Risks to test the Group's planned earnings, cash flows and viability over the three-year period. Using its judgement on the likelihood of the Principal Risks and the probability of them being interrelated, the Board assessed the risks separately and in certain combinations of stress testing scenarios. In arriving at its conclusion, the Board is making the assumption that the key aspects of customer and provider behaviour set out above which underpin the business model will continue. It is also assuming that customers and providers will continue to want to transact online.

Based on the Company's current position and Principal Risks, together with the results of this robust assessment and the Company's ongoing risk management processes, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment.

Going concern
Having reassessed the Principal Risks, the Directors are satisfied that the Group has sufficient resources to continue in operation for the foreseeable future, a period of not less than 12 months from the date of this Report. Accordingly, the Directors continue to adopt the going concern basis in preparing the Financial Statements.

Risk Management

How we mitigate risk

Risk management approach

In common with many businesses, the Group faces risk in all areas of activity. The Group seeks to understand its risks and manage them appropriately. Effective risk management is vital in enabling the Group to achieve its strategic objectives and to secure the business for the long term, whilst ensuring the desired outcomes for consumers. Risk management is a key element of the Group's decision-making processes, and alongside its governance structure and system of internal control, gives the Board assurance that risks are being appropriately identified and managed, in line with risk appetite.

Governance and oversight

A governance and oversight structure is in place, with clearly defined lines of responsibility, accountability and delegation of authority.

The Board is ultimately responsible for the overall effectiveness of risk management across the business, supported by the Risk Committee. The Board delegates day to day responsibility to executive management. Executive management owns the Group risks, is responsible for ensuring that the business effectively manages risk and takes appropriate and timely action where issues are identified. The Risk Committee oversees executive management in its management of risks.

Role	Responsibilities
Board	• Approval of Risk Appetite Framework and Statement for the Group. • Carry out a robust assessment (at least annually) of Principal Risks and effectiveness of risk management and internal control policies; and report to shareholders on such matters. • Assessment of the effectiveness of Risk Appetite Framework and system of internal control on an on-going basis, including receiving and reviewing regular reports on internal control.
Risk Committee	• Advise the Board on Risk Appetite Framework and Statement for the Group. • Review and oversight of Risk Register. • Assessment of identification and measurement of risks. • Oversight of executive management in management of risks. • Review the procedures for identifying risks (including strategic, financial, operational and conduct risks) and controlling their impact on the Group having regard, in particular, to any significant failings or weaknesses in internal control that have been reported.
Executive Management (1st Line of Defence)	• Ensure risk management is an integral part of implementing the business strategy. • Operate the business within set risk appetite and tolerances. • Responsibility for managing risks and implementing effective controls. • Ensure that appropriate policies are implemented to identify and evaluate risks (including strategic, financial, operational and conduct risks).
Risk and Compliance (2nd Line of Defence)	• Monitor against Risk Appetite Framework and Statement, risk profile, control effectiveness and management actions. • Monitor and update the Risk Register. • Co-ordinate appropriate and timely delivery of risk management information to executive management and the Risk Committee. • Draft risk policies. • Implement appropriate risk management processes and methodologies. • Advise and challenge management on risk management and internal control processes. • Develop tools, techniques, methodologies, risk framework, analysis, reporting, communication and training.
Internal Audit (3rd Line of Defence)	• Monitor effectiveness of risk management processes. • Perform tests of controls effectiveness. • Identify and agree corrective actions with management. • Liaise with Risk and Compliance function. • Report to the Audit Committee.

In addition, the Audit Committee performs an annual assessment of the risk management and internal control framework, covering financial, operational and compliance controls including the:

- assessment of the risk management framework for identifying and monitoring risks, with consideration of the integration with strategic and business planning processes. This is supported by independent reporting on risk management and internal controls by the Internal Audit function or independent third parties, including the external auditor;
- assessment of the extent, frequency and quality of risk management and internal control reporting;
- review of the resolution of issues arising from internal control failings or weaknesses; and
- review of the effectiveness of the financial reporting processes.

The Audit Committee makes a recommendation to the Board on effectiveness which the Board considers, together with reports from the Risk Committee, in forming its own view on the effectiveness of the risk management and internal control systems.

Risk management framework
During 2015, the Group has made further enhancements to the risk management framework and internal control environment and has continued to embed them within the business to increase understanding and overall effectiveness.

Risk Appetite
'Risk Appetite' defines the level and type of risk the Group is able and willing to accept in line with its strategic objectives. The Group's risk appetite influences the business culture and operating decisions, and is reflected in the way risk is managed. The Group Risk Appetite Statement is reviewed annually, in line with the strategic direction of the Group, recent experience and the regulatory environment, and is subject to Board approval.

Risk identification and assessment
The Group adopts formal risk identification and management processes which are designed to ensure that risks are properly identified and evaluated, in line with risk appetite. Robust risk and control assessments are carried out at least quarterly across all areas of the business, in order to understand the strength and performance of the controls in place, and potential gaps and weaknesses.

Management reporting
Timely and accurate management information is provided to the right people to support management decisions and manage risk effectively within the Group.

Reporting enables the business to have clear visibility of the most relevant risks; to identify areas of concern and/or priority; to have access to detailed information to enable root cause analysis and underlying trends; and to identify, escalate and potentially to mitigate the impact of new operational risk concerns in a timely manner.

Where risk exposures are identified as being outside appetite, this is escalated and reported to the Risk Committee, alongside clear action plans to bring the risk within tolerance, with appropriate timescales. The type and extent of any mitigating actions will be determined by the level and nature of the risk and the Group's risk appetite.

Future developments
To support the risk management framework, we are enhancing our suite of risk management policies, which will set the requirements and standards for all areas of risk, in line with the risk appetite, and will inform the processes and procedures the Group will be measured against. We will also continue to develop our management information, key risk indicators and assurance processes over internal controls.

We continue to embed a risk culture where risk management is part of everyday business decision making and is understood by our wider business, to ensure all personnel understand the risks faced by the business, how risk is managed, and the part they play.

Principal Risks & Uncertainties

The table below summarises the Board's view of the material financial and operational risks to the Group and how the Group seeks to mitigate them.

Strategic aim: Best site

Be the easiest way for people to find the right products for their needs

Risk area and trend	Description	Risk type	Mitigating activities	Developments in 2015
Competition ▲	Loss of market share or reduction in margins as a result of channels and platforms not delivering expected benefits to customers and the Group.	SR	Evolution of existing platforms to improve customer experience and make comparing products easier.	The Insurance and Travel markets have been more competitive during 2015, but our Money and Home Services businesses have been very successful. We continued our capital investment programme and launched our new platform across our largest channels at MoneySuperMarket and TravelSupermarket.
Changing consumer behaviour ▲	Reduction in customers if the Group fails to adapt to changing consumer behaviours in using new technologies and increasing use of mobile devices to access the internet or social media.	SR	Regular engagement with customers to understand changes in how they utilise the Group's services.	We have continued our technology investment programme, designed to ensure that our websites and apps are robust, flexible, secure and scalable across our different channels to meet the needs of our customers.

Strategic aim: Earn customer loyalty

Trusted destination brands

Risk area and trend	Description	Risk type	Mitigating activities	Developments in 2015
Brand strength ◀▶	Loss of confidence by customers in the brands operated by the Group resulting in reduced engagement and loyalty from customers.	SR	Innovation and development of brands and services which help customers make the most of their money. Investment in advertising across a range of media to maintain the Group's brands in customers' minds	We have launched new services including MyProfile in MoneySuperMarket and My Suitcase in TravelSupermarket. We strengthened the MoneySavingExpert editorial code in the year in order to further protect and enhance the brand. The Group maintained marketing spend to deliver visitors direct to the Group's websites.
Product offering ◀▶	Reduction in customer loyalty with existing customers and an inability to attract new customers if the business fails to maintain a competitive price and product offering.	OR	The Group seeks to build strong relationships with providers and operates rigorous checking of its websites through audit and review to maintain the accuracy of information displayed.	Our 'Customer First' programme helps our employees make sure we do the right thing for our customers and users. We have increased the size of our provider base across all markets, particularly in Travel. We have worked with providers to give our customers access to best in market offers and products and introduced new services such as pre-approval within credit cards.
Customer trust ▼	Negative impact on reputation and loss of customer trust through the impact of an operational event such as loss or misuse of customer personal data.	OR	Rigorous controls and regular testing of the Group's systems and infrastructure.	Our investment in new platforms and transfer to cloud gives us increased capability and improved robustness as well as putting customers in control of how their personal data is held and used.

Strategic aim: Preferred partner

Be the best way for providers to acquire customers

Risk area and trend	Description	Risk type	Mitigating activities	Developments in 2015
Relevance to partners ▼	Providers may increase their focus on customer retention rather than acquisition or seek alternative sources of customer acquisition.	SR	The Group seeks to innovate in the solutions and benefits it can offer to providers and maximise the opportunities for providers to acquire customers in a cost effective manner.	We have strengthened our relationships and worked closely with providers in the development of new tools and services for our customers. We shared with our providers our improved customer insights to help them understand what our customers want and how they can improve their products.

Core values

One team always making things better for customers, providers and our business

Risk area and trend	Description	Risk type	Mitigating activities	Developments in 2015
Economic uncertainty ◀▶	Weaknesses in the economic environment may cause providers to reduce product range or tighten acceptance criteria for customers seeking to obtain credit. This may reduce competition between providers and choice for consumers.	SR	Building strong relationships with providers to ensure that the Group is able to provide solutions to the needs of providers. Focusing on maintaining control of the cost base in order that the business is an efficient customer acquisition route for providers.	The diversity of the Group across a portfolio of brands and channels offers the Group protection from cyclical economic changes. Our commercial teams focused on building stronger relationships with our providers.
Regulation ▲	Changes to existing regulation or the introduction of new regulatory requirements which requires changes to the core business model in order to comply.	SR	The Group Risk and Compliance function works across the business to ensure it remains compliant with existing regulation and is able to highlight where changes may impact business processes.	The Group enhanced its processes for identifying and managing regulatory change. It has also proactively engaged with regulators including FCA, Ofgem and CMA on new and emerging regulatory developments.

Key

Risk type:

Strategic risk	SR
Operational/conduct risk	OR

Risk trend:

Increasing ▲ Decreasing ▼ Static ◀▶

Corporate Responsibility Report

4 peak challenge 19 employees took part in the 'Four Highest Peaks in North Africa Charity Challenge' to raise funds for the National Autistic Society.

The Board considers that the management of safety, health, environment, social and ethical matters forms a key element of effective corporate governance which in turn supports the strategy, long-term performance and sustainability of the business.

Employees

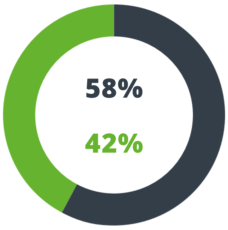
Moneysupermarket Group wants to be a great place to work. Passion, innovation and performance are key assets for the Group and its future success. The Group has clear priorities for how it:

- engages with its employees, recognising the different needs they have;
- creates sustainable employment opportunities that attract a talented and diverse range of new people into all levels of the business;
- invests in the future to ensure each individual can perform to the best of their ability; and
- ensures it is constantly seeking to do the right things, particularly in how people are treated throughout the Group.

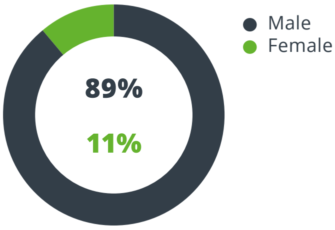
The Group actively encourages employee involvement and consultation. It places considerable emphasis on keeping its employees informed of the Group's activities via formal business performance updates, regular update briefings, regular team meetings, the Group's intranet site (which enables easy access to the latest Group information as well as Group policies), and the circulation to employees of relevant information including corporate announcements. This helps to achieve a common awareness amongst employees of the financial and economic factors affecting the performance of the Group.

Gender diversity

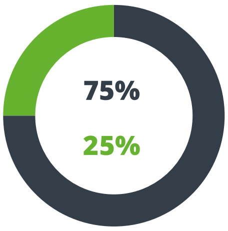
Employees



Executive management team



Board of Directors



A robust employee engagement survey process is also in place to ensure that employees are given a voice in the organisation and that the Group can take action based on employee feedback. 76% of staff completed the 2015 survey with 88% of those respondents confirming they were committed to the Group's goals and 84% of respondents stating they would recommend the Group as a great place to work.

The Group is committed to an equal opportunities policy. The Group aims to ensure that no employee is discriminated against, directly or indirectly, on the grounds of colour, race, ethnic and national origins, sexual orientation or gender, marital status, disability, religion or belief, being part time or on the grounds of age.

The Group offers a range of benefits which help employees share in the success of the Group. These include both an employee Share Incentive Plan and a Sharesave Scheme. The Group's full range of benefits reflects the differing needs and interests of its employees. Particular focus is given to contributing towards employees' wellbeing. Employees have the opportunity to buy additional holidays, medical cover, gym memberships, as well as benefitting from discounts on products and services for the home and family life. Recognising that employees can require advice and support for a range of personal and professional reasons, a free comprehensive employee assistance programme is also available. The Group also has a wide variety of flexible working arrangements in place.

The Group has invested £270,000 in employee training programmes in 2015, with online training now available for all employees for our 'Customer First' programme.

The Group has a wide-ranging performance management system, designed to ensure that all employees are able to fulfil their potential and contribute as much as possible to the achievement of the Group's goals whilst applying the Group's values.

363 of our employees are male and 259 female. In our executive management team, 8 members are male and 1 is female whilst on our Board, 6 of the Directors are male and 2 female.

The Group recognises the importance of health and safety and the positive benefits to the Group. The Group has a health and safety policy which is communicated to all employees through a health and safety handbook, which is regularly reviewed and updated.

Supporting students

In order to build links between the Group and local schools and colleges, work experience and placements are offered to a number of students. In doing so, the Group strives to make work placements positive, challenging and relevant to participants' current studies and their future job prospects.

Business ethics

Behaving ethically is an essential part of working for our Group. It is fundamental to how we do business and is vitally important to the reputation and success of our Group. We have a code of conduct which applies to all employees. Our three principles of ethical business conduct are:

- we are honest, transparent and trustworthy in all our dealings both within the Group and in all our external business relationships;
- we respect the privacy of individuals and other organisations with whom we work; and
- we investigate reports of potential breaches of the code of conduct.

We also have anti-bribery, competition law and whistleblowing policies which incorporate the Group's key principles and standards governing business conduct towards our key stakeholder groups. We believe we should treat all of these groups with honesty and integrity.

Corporate Responsibility Report *continued*

Employees tackled the 'Tough Mudder' to raise money for the National Autistic Society.

Total donated to National Autistic Society by the Group and its employees

£57,789

Communities and charities

The Group seeks to make a positive difference by being an active contributor to the communities that it operates within. The Group's .Community initiative was launched in 2008 and has continued to develop during 2015. The initiative is focused on providing support to charities and community groups located within a few miles of the Group's office in Ewloe, so support is targeted primarily in Flintshire and Cheshire.

A volunteer group of employees meets regularly to review requests for donations and to allocate funds according to agreed donation guidelines. Employees are also active in researching and seeking out local good causes that the Group can help support. The initiative has been effective at harnessing the energy and enthusiasm of the Group's employees to benefit the communities within which it operates.

In 2015 the Group made £6,000 per quarter available for the .Community initiative. This funding has been channelled via the Charities Aid Foundation, enabling the Group to make gross donations to registered charities.

Over the course of the year the Group has supported over 30 charities and community groups including:

- Barnado's/Flintshire Young Carers
- Flintshire Deaf Children's Society
- Ty Nos Homeless Shelter
- Deeside North Wales Crusaders RL Wheelchair & Disability Sports Association
- CAB for Flintshire
- North Wales Super Kids
- Wepre PTA
- City of Salford Volley Ball Team
- Mold Alex U8's Football Team

In addition to the .Community initiative, the Group and its employees continue to select and support a Charity of the Year on an annual basis.

The 2015 Charity of the Year was the National Autistic Society. The charity provides help and support to those affected by autism. Over the course of the year the Group's employees raised £48,660 for the National Autistic Society with the Group also donating £9,129 bringing the total donated to the National Autistic Society during the year to £57,789.

In addition to this, in September 2015, MoneySavingExpert donated 50p per new recipient of its weekly email to the Red Cross to assist with the Europe Refugee Crisis, which was rounded up to a total donation of £6,000. MoneySavingExpert has also continued to donate to The MoneySavingExpert Charity, which is a grant giving charity dedicated to improving information and education about debt, money and consumer issues with £60,000 donated in 2015.

The National Autistic Society will continue to be our Charity of the Year in 2016.

The Group launched a volunteering scheme in October 2011 through which the Group supports a total of 60 volunteering days per year to help those who are less fortunate, and thereby make a valuable contribution to our local community. During the year employees volunteered in a diverse range of activities and also took part in the sponsored 'Four Highest Peaks in North Africa Challenge'.

Environment

The Group is committed to reducing energy and raw material usage to support environmental and financial performance and has implemented the following initiatives to support this aim:

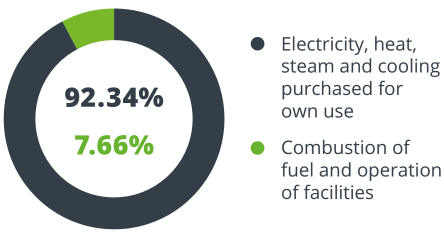
- the installation of solar panels at the Group's Ewloe office resulting in energy savings of approximately 40,561 kwh during 2015;
- the continued replacement of energy efficient bulbs with higher efficiency LEDs;
- changes to our air conditioning and ventilation timings to minimise unnecessary usage;
- the replacement of our water boilers with industry-leading ECO boilers to help minimise electrical usage; and
- the recycling, via one of our suppliers, of waste oil from our on-site catering into useful products such as biofuels.

The Group estimates that during 2015 it recycled on average over 70% of its commercial waste.

Greenhouse gas (GHG) emissions

This section includes our mandatory reporting of greenhouse gas emissions pursuant to the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013. The methodology used to calculate our emissions is based on the GHG Protocol Corporate Standard. Emissions reported correspond with our financial year. We have included emissions from both our owned and leased assets for which we are responsible. Emissions are predominantly from gas combustion and electricity use at our offices and data centres. We have reported on all material emission sources which we deem ourselves to be responsible for. Emission factors are from UK government conversion factor guidance current for the year reported.

Total CO_2e by emission type in 2015



In order to express our annual emissions in relation to a quantifiable factor associated with our activities, we have used revenue as our intensity ratio as this is a relevant indication of our growth and is aligned with our business strategy.

Greenhouse gas emissions data

For period from 1 January to 31 December

	Tonnes of CO_2e	
	2015	2014
Emissions from:		
Combustion of fuel and operation of facilities	**72.0**	26.4
Electricity, heat, steam and cooling purchased for own use	**867.6**	968.6
Company's chosen intensity measurement: tonnes of CO_2e per £m revenue	**3.33**	4.01

Chairman's Introduction to Governance

Bruce Carnegie-Brown
Chairman

The Board is responsible for the long-term success of the Company.

'We have a strong and balanced Board, with a range of complementary skills to support the strategic and operational direction of the Group.'

Our governance

As a Board of Directors we aim to establish a governance structure which provides effective control and oversight of the business whilst at the same time promoting the entrepreneurial spirit which has been central to the Group's success in striving to help every household make the most of their money.

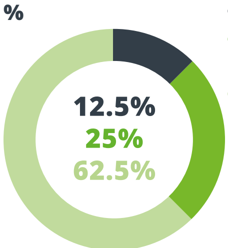
In our Corporate Governance Report on pages 40 to 46, we aim to provide a clear and meaningful explanation of how we as a Board lead the Group and discharge our governance duties, including how we apply the provisions of the UK Corporate Governance Code. It also outlines the governance initiatives we have undertaken during the year. Our statement of compliance with the UK Corporate Governance Code is set out on page 46.

Board tenure

No. of years	No. of directors at 31 December 2015
0-1	1
1-2	3
2-3	1
3-5	0
5-10	3
>10	0

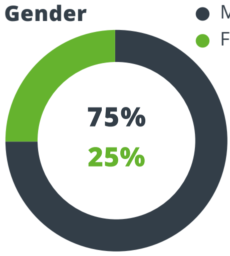
Board composition

%



- Chair
- Executive Directors
- Non-Executive Directors

Gender



- Male
- Female

Leadership

We have a strong and balanced Board, with a range of complementary skills to support the strategic and operational direction of the Group. As I reported last year, we appointed Andrew Fisher and Genevieve Shore as Independent Non-Executive Directors in 2014, which was followed by Michael Wemms and Robin Klein, both Independent Non-Executive Directors, stepping down from the Board following the Annual General Meeting in April 2015. We have since further strengthened the skills and experience of the Board with the appointment of Robin Freestone in August 2015 as an additional Independent Non-Executive Director. Robin brings experience of leading global and digital businesses and will provide valuable challenge and insight to the Board's deliberations.

In October 2015, Graham Donoghue, Chief Product Officer, stepped down from the Board and left the Company in December 2015 after a period of handover with his successor.

On 31 December 2015, Simon Nixon, our founder and first CEO, stepped down from the Board as a Non-Executive Director.

On conclusion of the 2016 Annual General Meeting, Rob Rowley will step down as chairman of the Audit Committee and will be succeeded by Robin Freestone from that date. Rob will remain a member of the Audit Committee, Risk Committee and Nomination Committee and will continue in his role as Senior Independent Director.

The membership of the Board Committees were reviewed during 2015 to ensure the Committees continue to operate effectively and have the skills required to support the increasing complexity of the Group. The current membership of each of the Committees is set out in each of the Committee reports on pages 47, 54, 56 and 71. Sally James, Chairman of the Risk Committee, is a member of each of the Committees to ensure that risk is appropriately considered in each Committee.

Succession planning and diversity

We recognise that in order to maintain an effective and diverse Board, it is essential to plan for the future and to ensure the right individuals are appointed to the Board from a diverse pool of talent. We consider our Board to be diverse in terms of the background, skills and experience which each individual brings to the Board.

All future appointments will continue to be based on merit. More detail on the work of the Nomination Committee and on our diversity policy can be found in our Nomination Committee Report on pages 54 to 55. Details of the proportion of women on the Board, in senior leadership positions and within the whole organisation can be found on page 33 of the Corporate Responsibility Report.

Board effectiveness

Following our external Board evaluation in 2014, during 2015 we conducted an internal evaluation of the Board, the Committees and each of the Directors. The evaluation process involved the completion of questionnaires and interviews by the Chairman and the Senior Independent Director, followed by a round table Board discussion, including a review of progress against actions from the 2014 evaluation. More information on the process and the key action areas can be found on page 43.

Key areas of focus in 2015:

- **We devoted more time to planning and reviewing the content of the Annual Report,** *ensuring it is fair, balanced and understandable and in line with best governance practice;*
- **We introduced and reviewed an annual rolling agenda for the Board and each of the Committees,** *with focus on 'deep-dives' to cover a specific strategic priority at each meeting. This included deep-dives into each of MoneySuperMarket, MoneySavingExpert and TravelSupermarket, key risks and controls, technology and innovation, people and culture, diversity and talent management.*
- **We continued to enhance our effectiveness by:**
  - *introducing a greater focus on investment appraisal and post-investment reviews;*
  - *refining our KPIs to link directly to our three strategic priorities (best site, earn customer loyalty and preferred partner); and*
  - *introducing Committee effectiveness reviews to identify how to improve the effectiveness of each of our Committees.*

Ethics and governance

There is a strong relationship between ethics and good governance. We remain committed to operating ethically, demonstrating integrity and acting responsibly in our undertakings with our customers, our shareholders and our wider stakeholders. Further information on ethics and social responsibility is contained in our Corporate Responsibility Report on pages 32 to 35.

Board operation

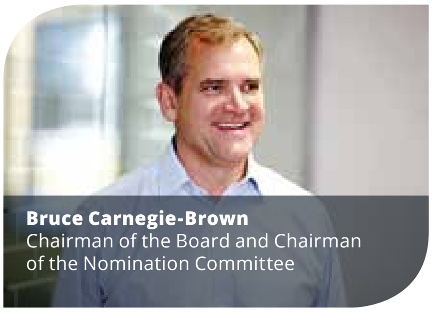
We continue to operate a clear line of distinction between management, led by Peter Plumb, Chief Executive Officer, who is responsible for the day to day running of the business, and the Board, acting under my leadership, which provides constructive challenge to management ensuring an open culture of debate that creates and preserves value for our shareholders.

During 2016 and beyond, I will ensure that the Board continues to operate in a constructive and open manner, with honesty and integrity as its core principles.

Bruce Carnegie-Brown
Chairman

29 February 2016

Board of Directors & Company Secretary



Bruce Carnegie-Brown
Chairman of the Board and Chairman of the Nomination Committee

Term of Office: Appointed to the Board as a Non-Executive Director in April 2010 and became Chairman of the Board in April 2014.

Committee Membership: Bruce chairs the Nomination Committee and attends meetings of the Risk, Remuneration and Audit Committees by invitation.

Independent: On appointment.

Skills and Experience: Bruce has over 30 years of experience of the financial services sector in both executive and non-executive roles. He has previously held senior executive positions in private equity as managing partner of 3i Group, in insurance as chief executive officer of Marsh Ltd and in banking as a managing director of JP Morgan, and non-executive roles as chairman of Aon UK Ltd (2012 to 2015), director of Close Brothers Group plc (2006 to 2014) and director of Catlin Group Ltd (2010 to 2014).

External Appointments: Bruce is vice chairman and lead independent director of Banco Santander SA and a non-executive director of Santander UK plc.

Peter Plumb
Chief Executive Officer

Term of Office: Peter was appointed to the Board in January 2009 and became Chief Executive Officer in February 2009.

Committee Membership: Peter attends meetings of the Risk, Remuneration, Audit and Nomination Committees by invitation.

Independent: Not applicable.

Skills and Experience: Peter has experience in commercial strategy and leading international consumer facing businesses. He was previously UK managing director of dunnhumby Limited. Before that, he was general manager of Europe Disney Consumer Products, international director of Dyson Appliances Limited and held senior commercial roles at PepsiCo International. Peter has an MBA from IMD in Switzerland and a BSc Civil Engineering from the University of Birmingham.

External Appointments: Peter is a non-executive director of The Co-operative Group Limited.

Rob Rowley
Independent Non-Executive Director, Chairman of the Audit Committee and Senior Independent Director

Term of Office: Rob was appointed to the Board as a Non-Executive Director in September 2007.

Committee Membership: Rob chairs the Audit Committee and is a member of the Nomination and Risk Committees.

Independent: Yes.

Skills and Experience: Rob has experience in finance and international businesses having been finance director at Reuters plc (1990 to 2001) and having held senior management positions at Reuters prior to that. He has been a non-executive director of Taylor Wimpey plc since 2010 where he is the senior independent non-executive director and chairs its audit committee. He has been a non-executive director of Morgan Advanced Materials plc since 2014 where he chairs its audit committee and a non-executive director of Greene King plc since 2014 where he is the senior independent non-executive director.

External Appointments: Rob is a non-executive director of Taylor Wimpey plc, Morgan Advanced Materials plc, Greene King plc and Camelot UK Lotteries Limited.

Matthew Price
Chief Financial Officer

Term of Office: Matthew was appointed to the Board in April 2014.

Committee Membership: Matthew attends meetings of the Audit and Risk Committees by invitation.

Independent: Not applicable.

Skills and Experience: Matthew has experience in finance and in consumer facing businesses. He was formerly finance director at Costa Coffee (2009 to 2014) and managing director of its business in China. Matthew previously held senior finance and commercial roles at Sodexo and J Sainsbury including retail finance director and property director. Matthew is a qualified chartered accountant, having trained and qualified with Deloitte in its corporate finance practice.

External Appointments: None.

Sally James
Independent Non-Executive Director and Chairman of the Risk Committee

Term of Office: Sally was appointed to the Board as a Non-Executive Director in April 2013.

Committee Membership: Sally chairs the Risk Committee and is a member of the Remuneration, Audit and Nomination Committees.

Independent: Yes.

Skills and Experience: Sally has experience of the financial services sector having been a non-executive director of UBS Limited (2009 to 2015) and before that held a number of senior legal roles in investment banks in London and Chicago including Managing Director and EMEA General Counsel at UBS Investment Bank from 2001 to 2008. She has also been a non-executive director of Rotork plc since 2012 where she chairs the Audit Committee and a non-executive director of Towry Holdings Limited since 2011.

External Appointments: Sally is a non-executive director of Rotork plc and Towry Holdings Limited.

Andrew Fisher
Independent Non-Executive Director and Chairman of the Remuneration Committee

Term of Office: Andrew was appointed to the Board as a Non-Executive Director in August 2014.

Committee Membership: Andrew chairs the Remuneration Committee and is a member of the Nomination and Risk Committees.

Independent: Yes.

Skills and Experience: Andrew has experience of building digital, media and entrepreneurial businesses. He is currently executive chairman and was previously chief executive officer of Shazam Entertainment Limited. Prior to that, Andrew was European managing director of Infospace Inc and founder and managing director of TDLI.com. Andrew has been a non-executive director of Marks and Spencer Group plc since December 2015.

External Appointments: Andrew is executive chairman of Shazam Entertainment Limited, a non-executive director of Marks and Spencer Group plc and is a member of the Advisory Board to the Secretary of State for the Review of the BBC Charter.

Genevieve Shore
Independent Non-Executive Director

Term of Office: Genevieve was appointed to the Board as a Non-Executive Director in September 2014.

Committee Membership: Genevieve is a member of the Risk, Remuneration, Audit and Nomination Committees.

Independent: Yes.

Skills and Experience: Genevieve has extensive digital, technology and strategic experience in the media, publishing and technology sectors. She held senior leadership roles at Pearson PLC including chief information officer and chief product officer. She has been a non-executive director of STV Group plc since 2012 and a non-executive director of Next 15 Communications Group plc since February 2015, where for both companies she chairs their respective remuneration committees. Genevieve was appointed to the advisory board of Great Fridays in September 2014 and as a non-executive director of Santander UK plc in May 2015.

External Appointments: Genevieve is a non-executive director of Santander UK plc, STV Group plc and Next 15 Communications Group plc, and she is a member of the advisory board of Great Fridays and Lego Education. She is also an adviser to the Parliamentary digital board.

Robin Freestone
Independent Non-Executive Director

Term of Office: Robin was appointed to the Board as a Non-Executive Director in August 2015.

Committee Membership: Robin is a member of the Risk, Remuneration, Audit and Nomination Committees.

Independent: Yes.

Skills and Experience: Robin has experience of leading global and digital businesses, having been chief financial officer of Pearson PLC from 2006 to 2015. Previously he was deputy chief financial officer at Pearson and prior to that, he held a number of senior financial positions at Amersham plc (2000 to 2004), Henkel Ltd (1995 to 2000) and ICI plc (1984 to 1995).

External Appointments: Robin is a non-executive director and senior independent director at Cable & Wireless Communications plc and a non-executive director of Smith & Nephew plc. He sits on the advisory board to the ICAEW's Financial Reporting Committee and is a member of the CBI Economic Growth Board. He also chaired the 100 Group in 2013 to 2014.

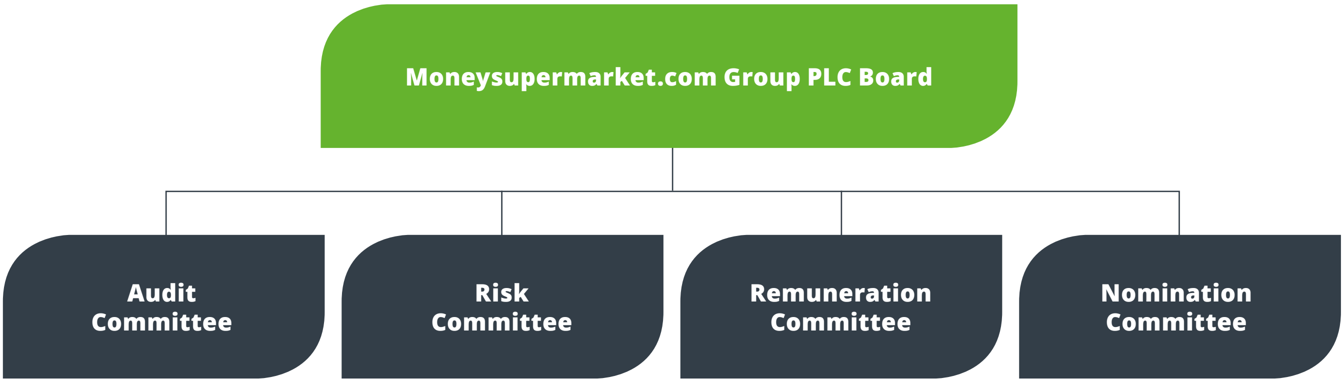
Darren Drabble
Company Secretary and Group General Counsel

Term of Office: Darren was appointed Company Secretary in June 2007.

Skills and Experience: Darren has a corporate and commercial law background originally qualifying as a solicitor with Addleshaw Goddard LLP before working as a senior legal counsel at United Utilities Group PLC. Darren joined the Group as Company Secretary and Group General Counsel in May 2007.

Corporate Governance Report

Governance framework



Leadership

This section looks at our Board members, their roles and their oversight.

The role of the Board

We are responsible for the long-term success of Moneysupermarket.com Group PLC, with the overall aim of delivering shareholder value over the long term. Principally, we achieve this through:

- setting and monitoring strategy and ensuring the necessary resources are in place;
- providing entrepreneurial leadership within an effective risk management framework; and
- reviewing management performance.

In setting and monitoring strategy, we have regard to the impact that those decisions will have on the Group's obligations to various stakeholders, such as shareholders, employees, our regulators and the wider community.

While the Board is not managing the day-to-day operations of the Group, key decisions and matters are reserved for approval of the Board and are set out in our terms of reference. These include the setting of, and changes to, Group strategy, approval of major acquisitions or disposals, determination of interim dividends and recommendation of final dividends, approval of budget and financial results, and carrying out an annual review of the effectiveness of risk management and internal control systems.

We review the matters reserved to the Board annually and the current matters reserved are available on our website at http://corporate.moneysupermarket.com.

The Board currently comprises me, as Chairman, five Independent Non-Executive Directors, Rob Rowley, Andrew Fisher, Genevieve Shore, Sally James and Robin Freestone, and two Executive Directors, Peter Plumb (Chief Executive Officer) and Matthew Price (Chief Financial Officer). As Chairman, I am responsible for leading the Board and for its effectiveness. Peter Plumb leads the business as Chief Executive Officer. The division of the roles and responsibilities of Chairman and Chief Executive Officer is in writing, provides clarity on the distinct responsibilities of each role and has been approved by the Board. Responsibilities of Board members are set out below:

Chairman

I am responsible for:

- leading the Board and ensuring its effectiveness in all aspects of its role;
- promoting the highest standards of corporate governance;
- facilitating effective contribution of Non-Executive Directors and encouraging active engagement by all Directors, with the appropriate level of challenge by all Directors;
- ensuring the Board receives accurate, timely and clear information and is consulted on all matters important to it; and
- ensuring the Company maintains effective communication with shareholders and to communicate their views to the Board.

Chief Executive Officer

The Chief Executive Officer is responsible for:

- leading the performance and management of the Group;
- proposing strategies, business plans and policies to the Board;
- ensuring effective implementation of the Board's decisions;
- maintaining an effective framework of internal controls and risk management; and
- leading, motivating and monitoring performance of the Company's executive management and focusing on succession planning for the executive management.

The Non-Executive Directors
Each Non-Executive Director is responsible for:
- bringing experience and independent judgement to the Board; and
- constructively challenging and helping develop proposals on strategy.

The Senior Independent Director
The Senior Independent Director is an Independent Non-Executive Director who is responsible for:
- meeting with the Company's shareholders and representative bodies when requested and, if necessary, discussing matters with them where it would be inappropriate for those discussions to take place with either the Chairman or the Chief Executive Officer; and
- acting as a sounding board for the Chairman and as an intermediary for the other Directors when necessary.

Rob Rowley is our Senior Independent Director. He took over from Michael Wemms on 30 April 2015 when Michael Wemms stepped down from the Board.

The Company Secretary
The Company Secretary is responsible for:
- managing the provision of timely, accurate and considered information to the Board;
- recommending corporate governance policies and practices to the Chairman and Chief Executive Officer;
- implementing and communicating corporate governance policies across the Group; and
- advising the Board and its Committees on corporate governance and compliance within the Group and appropriate procedures for the management of their meetings and duties.

The appointment and removal of the Company Secretary is a matter for the whole Board. All Directors are able to consult with the Company Secretary, who is also secretary to all of the Board Committees. There is also a formal documented procedure by which any Director may take independent professional advice relating to the performance of any aspects of their duties at the Company's expense, which can be facilitated by the Company Secretary.

Board meetings
I set the Board agendas following consultation with the Chief Executive Officer and with the assistance of the Company Secretary. This year we adopted an annual programme of items for discussion and this is kept under review by the Board to ensure that all key issues are considered at the appropriate time and the Board is able to respond to any emerging matters that require Board consideration. In 2015 we held nine Board meetings. At each meeting we now hold a 'deep-dive' into specific aspects of the business. The principal areas of focus for the Board in 2015 are listed in the section on the right.

In 2015, we:

Strategy
- **held a two-day off-site strategy meeting to:**
  - *test and review the corporate strategy;*
  - *review the markets in which we operate;*
  - *review the regulatory environment in which we operate, with a focus on price comparison websites; and*
  - *review customer feedback and experience to test progress on customer loyalty.*
- **scrutinised progress on the investment programme to ensure we remain on track to be 'best site';**
- **reviewed a number of potential acquisitions;**
- **introduced a formal procedure for conducting post-implementation reviews under our investment process and conducted several reviews during the year including the investments in life, pet and travel insurance;**
- **approved the annual budget;**
- **held 'deep-dives' at each of our Board meetings into various aspects of the business including new business opportunities, internal control and risk management, and innovation in mobile and apps; and**
- **adopted new KPIs aligned to our key strategic priorities.**

Governance
- **adopted an annual programme of items for the Board and each of the Committees to consider;**
- **reviewed the outcome of the Board evaluation process, which this year was conducted internally;**
- **agreed a programme of work to improve our back office systems; and**
- **considered and discussed the principal risks and uncertainties which could impact the Group.**

Leadership and employees
- **held a 'deep-dive' into the Group's people and culture, diversity and talent management and engagement.**

Performance
- **reviewed the strategic and operational performance of each of the businesses; and**
- **considered Group financial performance against budget and forecast.**

Corporate Governance Report *continued*

The Board splits its meetings between its Ewloe and London offices. Board members have the opportunity to meet and interact with employees at various times during the year. This year we held a product showcase in which the Board and senior leadership team were invited to sit with employees leading innovative projects in order to gain a deeper understanding of those projects. Board members also took the opportunity to listen to employee calls with customers in order to better understand the issues being raised by our customers and how employees deal with those issues. Additionally, I meet from time to time with the Non-Executive Directors without the Executive Directors present.

	Scheduled meetings in 2015	
Board members	Eligible to attend	Attended
Bruce Carnegie-Brown	9	9
Peter Plumb	9	9
Rob Rowley	9	9
Sally James	9	9
Robin Klein	3*	2
Genevieve Shore	9	8
Andrew Fisher	9	9
Michael Wemms	3*	3
Robin Freestone	3*	3
Simon Nixon	9*	6
Matthew Price	9	9
Graham Donoghue	7*	7

* Robin Klein and Michael Wemms retired from the Board on 30 April 2015. Robin Freestone was appointed a Director on 1 August 2015. Graham Donoghue resigned on 8 October 2015. Simon Nixon resigned on 31 December 2015.

Ad hoc conference calls and Committee meetings were also convened to deal with specific matters which required attention between scheduled meetings.

Board Committees

We delegate certain Board responsibilities to our Board Committees which play an important governance role through the work they carry out. Briefing papers are prepared and circulated to the Committee members in advance of each meeting. The Committee chairmen report formally to the Board on Committee activities at the subsequent Board meeting.

The Committees may obtain external professional advice at the Company's expense if deemed necessary.

Detailed reports on the activities of the Audit Committee, Risk Committee and Nomination Committee are set out in this Report on pages 47 to 53, 56 to 58 and 54 to 55 respectively. Details of the work of the Remuneration Committee together with the Annual Statement from the Remuneration Committee chairman, the Remuneration Policy and the Annual Report on Remuneration are set out in the Director's Remuneration Report on pages 59 to 71.

Relationship Agreement

The Company and Simon Nixon, our first CEO and formerly our single largest shareholder, entered into a relationship agreement on 11 July 2007 to regulate the ongoing relationship between them (Relationship Agreement). The principal purpose of the Relationship Agreement was to ensure that the Company was capable of carrying out its business independently of Simon Nixon, and that transactions and relationships with Simon Nixon were at arm's length and on normal commercial terms. The Relationship Agreement terminated in May 2015 upon the sale of shares by Simon Nixon which resulted in him holding less than 15% of the ordinary shares in the Company.

Effectiveness

The composition of our Board is kept under review by the Nomination Committee to ensure that it retains the necessary skills, knowledge and experience to meet the needs of the business. Details of the skills and experience of individual Directors are set out on pages 38 to 39.

Following the appointment of Andrew Fisher and Genevieve Shore in August 2014 and September 2014 respectively, Michael Wemms and Robin Klein retired from the Board on conclusion of the Annual General Meeting on 30 April 2015. Robin Freestone was appointed as an additional Independent Non-Executive Director in August 2015 and will assume the chairmanship of the Audit Committee when Rob Rowley steps down as chairman of the Audit Committee at the conclusion of the 2016 Annual General Meeting. After seven years with the Group, Graham Donoghue, Chief Product Officer, stepped down from the Board in October 2015, leaving the Group in December 2015 after a period of handover to his successor.

On 31 December 2015 Simon Nixon, our founder and first CEO, stepped down from the Board as a Non-Executive Director.

The Nomination Committee reviewed the composition of the Board in 2015 and recommended that the Board currently had the right balance of skills, knowledge and experience to meet the needs of the business but is mindful of the need for refreshing of the Board.

Induction of a new Director

On appointment, each Director receives a tailored induction to suit the individual's background and experience. Robin Freestone's induction included:

- an induction pack including details of Board meetings and procedures, recent analyst and broker reports, recent Board and Committee minutes, matters reserved to the Board, a briefing on Director's duties and responsibilities in addition to other key policies and procedures in support of the Company's business practice;
- individual meetings with the Executive Directors, senior management and the Company Secretary;
- business-related presentations from senior management; and
- attending the two-day off-site strategy meeting which helped him gain an understanding of the Group's strategy, its management team and its services.

Training and information
Directors are continually updated on the Group's business, the markets in which they operate and changes to the competitive and regulatory environment through presentations and briefings to the Board from Executive Directors and senior management.

As part of the annual individual performance evaluation I discuss training and development requirements with each Director. The Company Secretary maintains a record of individual Director's training as well as reviewing the suitability of external courses so that any needs identified through the formal evaluation or during the year can be addressed. Directors received briefings from the Company Secretary on governance and compliance areas including the new reporting requirements under the UK Modern Slavery Act 2015 and the FRC's Practice Aid on Audit Quality.

To ensure that Directors are able to fully acquaint themselves with current trading and matters requiring discussions and decisions, comprehensive Board papers and Committee papers are circulated electronically approximately one week prior to scheduled meetings.

Directors, may, in the furtherance of their duties, take independent professional advice at the Company's expense.

Independence of Non-Executive Directors
The Board considers that I was independent on appointment as Chairman and considers Rob Rowley, Andrew Fisher, Genevieve Shore, Sally James and Robin Freestone to be independent, being independent in character and judgement and free from relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

Conflicts of interest
As permitted by the Companies Act 2006, the Company's articles of association enable Directors to authorise potential conflicts of interest. The Company has a formal procedure for notification and authorisation to be sought prior to appointment of any new Director or prior to a new conflict arising. This procedure enables non-conflicted Directors to impose limits or conditions when giving or reviewing authorisation and requires the Board to review the register of Directors' conflicts annually and on an ad hoc basis when necessary. The Board has complied with this procedure during the year.

Performance evaluation
Board evaluation
We undertake a performance evaluation of the Board each year. An external evaluation is carried out every three years.

Board evaluation process

Year 1 ▶	External evaluation
Year 2 ▶	Internal review
Year 3 ▶	Internal review

Following the external evaluation conducted in 2014 by SCT Consultants Ltd, we undertook an internal evaluation in 2015. This involved the completion of questionnaires by individual Directors and interviews by me and the Senior Independent Director respectively with the results being analysed and presented for discussion at a Board meeting. The Board then agreed the key actions. The Board also reviewed its progress against actions identified in the external 2014 Board evaluation:

2014 evaluation actions update
The following actions were identified following the external evaluation conducted in 2014:
- Annual agendas – we introduced and reviewed an annual rolling agenda for the Board and each of the Committees, with focus on 'deep-dives' to cover strategic priorities and the ongoing investment programme.
- Succession planning – the Board, in conjunction with the Chief People Officer, has held a 'deep-dive' into people and culture, diversity and talent management. In order to increase senior leaders' exposure to the Board, members of the senior leadership team often present 'deep-dives' relating to their part of the business. In addition, the succession of each member of executive management (including the Executive Directors) is now discussed at Nomination Committee meetings throughout the year.
- Strategy – the Board introduced a formal procedure for conducting post-implementation investment appraisal reviews and conducted several reviews during the year including the investments in life, pet and travel insurance. This coincided with the investment programme commenced in 2014.
- Performance – the Board revised the key Group KPIs and introduced new ones (including non-financial metrics) to better reflect our strategic focus with more prominence and explanatory narrative being given in reports to the Board. A summary of the key Group KPIs is set out on pages 11 to 13.

2015 evaluation actions
The Directors' many positive responses indicated their widely held view that ongoing improvements have been made since the external evaluation in 2014. In particular, members considered there was open and transparent debate with constructive challenge and even contribution from all members of the Board. The Board receives comprehensive reports to enable it to monitor performance, consider risks and controls and take key decisions. Some of the development areas that will be actioned in 2016 are a continuing focus on:
- Talent strategy - ensuring there is an effective talent strategy for managing the pipeline of top talent to run the business.
- Strategy - ensuring that we continue to monitor the competitive environment, consider provider needs and review new opportunities for growth.
- Customers - ensuring that we continue to focus on how we can help to meet customer needs.

Director evaluation
I appraise each of the Directors individually in the form of interviews, taking account of feedback received as part of the Board evaluation process. I can confirm that each Director continues to make a valuable contribution to the Board and devotes sufficient time to the role. My evaluation was undertaken by the Senior Independent Director, taking into account the views of the other Directors. Biographies of the Board are set out on pages 38 and 39 which includes my significant commitments. The Board is satisfied that these appointments do not conflict with my ability to carry out my duties and responsibilities effectively for the Group.

Corporate Governance Report *continued*

Committee evaluation

In addition to the Audit Committee evaluating its own performance, we conducted formal evaluations of each of the other Committees for the first time in 2015. This involved completion of questionnaires by members of each Committee, senior management who interact with each Committee, and, where relevant, professional advisers to each Committee, followed by discussion at a Committee meeting. Summaries of these evaluations can be found in the relevant Committee report.

Accountability

Financial and business reporting

The Board's aim is to present an Annual Report to shareholders, which, taken as a whole, is a fair, balanced and understandable assessment of the Group's position and performance, business model and strategy. The Board has ensured that processes are in place to achieve this and more information on the processes can be found in the Audit Committee Report on pages 47 to 53. A statement of Directors' responsibilities and the auditor's responsibilities in relation to the Annual Report are set out on pages 75 and 79 respectively. The Directors' opinion that the Company's business is a going concern is set out on page 26.

Risk management and internal control

The Board has overall responsibility for setting the risk appetite of the Group, maintaining the Group's risk management and internal control system and reviewing the system's effectiveness. We have an ongoing process for identifying, evaluating and managing the principal risks faced by the Group which has been in place for the year under review and up to the date of approval of the Annual Report. The Risk Committee and the Audit Committee assist us in discharging these duties.

We regularly review and update our internal control and risk management processes. In light of the changes to the UK Corporate Governance Code in 2014 and the related FRC guidance on risk management and internal control, we have reviewed our processes. A summary of actions we have taken in 2015 is set out in the Risk Committee Report on pages 56 to 58.

Risk management

A description of the process for managing risk together with a description of the Principal Risks and strategies to mitigate those risks, is provided on pages 27 to 31.

Internal control

The main features of the Group's risk management and internal controls in respect of financial reporting and the preparation of accounts are:

- a comprehensive annual business planning and budgeting process, requiring Board approval, through which risks are identified and appraised;
- a comprehensive financial reporting system, regularly enhanced, within which actual and forecast results are compared with approved budgets and the previous year's figures on a monthly basis and reviewed by the Board;
- Group policies relating to the maintenance of accounting records, transaction reporting and key financial control procedures;
- an investment evaluation procedure to ensure an appropriate level of approval for all capital expenditure and other capitalised costs;
- monthly finance team meetings which include reviews of internal financial reporting issues and financial control monitoring; and
- ongoing training and development of financial reporting employees.

Other controls in place to manage our business in accordance with our Risk Appetite Framework include:

- an annual two-day strategy meeting to discuss and approve the Group's strategic direction, plans and objectives and the risks to achieving them;
- a schedule of matters reserved for approval by the Board to ensure it maintains control over appropriate strategic, financial, organisational, compliance and capital investment issues;
- an organisational governance structure with clearly defined lines of responsibility and delegation of authority;
- formal risk and control policies and supporting procedures manuals;
- regular reviews of the Principal Risks facing the Group to ensure they are being identified, evaluated and appropriately managed;
- a process for regular assessment of key controls across the Group;
- a Risk and Compliance function responsible for overseeing the implementation of the risk management framework;
- an Internal Audit function providing assurance over key risks, processes and controls; and
- a whistleblowing hotline which employees can use to report any instances of suspected wrongdoing.

Our internal control effectiveness is assessed through the performance of regular checks, which in 2015 included the following areas:

- review and testing of the Group's financial reporting processes;
- completion of the Group's internal audit plan;
- performing compliance monitoring activities including financial promotion reviews and call listening;
- assessment of the identification and management of risks connected to the Group's capital investment programme;
- assessment of the Group's processes for identifying and mitigating potential conflicts of interest;
- assessment of the identification and management of technology risks across the Group, including data security; and
- monitoring the completion of the Group's mandatory 'Customer First' training for all employees.

Risk review & assessment

The Group's systems and procedures are designed to identify and manage and, where practicable, reduce and mitigate the effects of the risk of failing to achieve the Group's objectives. They are not designed to eliminate such risk, but the Group seeks to understand its Principal Risks and manage them appropriately.

The Group's risk register is a key element in our risk management framework and is used in the assessment and reporting of risks being managed by the Group. The senior management team and external consultants attended workshops during 2015, during which the risk register was enhanced. The risk register is managed by the Risk and Compliance function and is reviewed on a regular basis by the Risk Committee.

Each risk is owned by a member of executive management who is responsible for the ongoing assessment of risk and the delivery of mitigating actions. Robust risk and control assessments are carried out at least quarterly across all areas of the business, in order to understand the strength and performance of the controls in place, and potential gaps and weaknesses. Internal Audit and Risk and Compliance monitoring findings are also taken into account when assessing risks.

The Risk and Compliance function provides challenge to executives in their assessment and management of risks with particular focus on the actions being taken to reduce risk. The senior management team meets on a monthly basis to ensure risk management is integrated within strategic and business planning processes. Reporting to the Risk Committee enables the Directors to have clear visibility of the most relevant risks; identify areas of concern and/or priority; have access to detailed information to enable root cause analysis and underlying trends; and identify, escalate, and potentially mitigate the impact of new risks in a timely manner. Twice a year the Board reviews the Group's key risks and the Group Risk Appetite Statement and Framework.

Process for review of effectiveness

The Audit Committee is responsible for reviewing the effectiveness of the risk management and internal control systems. The steps it takes in relation to the review are set out on pages 28 and 52. The Audit Committee makes a recommendation to the Board on effectiveness which the Board considers, together with reports from the Risk Committee, in forming its own view on the effectiveness of the risk management and internal control systems.

During 2015, the Board reviewed the effectiveness of the Group's risk management and internal control systems. We confirm that the processes outlined above and on pages 27 to 29 and 52, other than those enhancements introduced during the year, have been in place for the year under review up to the date of approval of this Annual Report and that these processes, together with the enhancements introduced during the year, accord with the UK Corporate Governance Code and the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting (September 2014 version). We also confirm that no significant failings or weaknesses were identified in relation to the review. The Board has carried out a robust assessment of the Principal Risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity and these, together with how they are managed or mitigated, are set out on pages 30 to 31.

Shareholder engagement

Major shareholders

The Board actively seeks and encourages engagement with major institutional shareholders and other stakeholders. Senior executives, including the Chief Executive Officer and Chief Financial Officer regularly meet with analysts and institutional shareholders to keep them informed of significant developments and to develop an understanding of their views which are discussed with the Board. In addition, all Directors receive formal reports and briefings during the year about the Company's investor relations programme and receive detailed feedback obtained by the Company's brokers after meetings, direct contact and other means, through which they are able to develop an understanding of the views of major shareholders. External analysts' reports on the Group are also circulated to Directors.

Andrew Fisher, in his capacity as Remuneration Committee chairman, also engages in discussion with shareholders on significant matters relating to executive remuneration.

Formal presentations are given to analysts and shareholders covering the full-year and half-year results and the Company seeks to maintain a dialogue with various bodies which monitor the Company's governance policies and procedures. The Company Secretary generally deals with questions from individual shareholders.

Communications with shareholders

The results and results presentations, together with all information reported to the market via the regulatory information service, press releases and other shareholder information, are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com to be viewed and accessed by all shareholders.

Our Senior Independent Non-Executive Director is available to shareholders if they have concerns for which contact through the normal channels of me, the Chief Executive Officer or the Chief Financial Officer has failed to resolve or for which such contact is inappropriate.

Annual General Meeting

All shareholders will have the opportunity to ask questions at the forthcoming Annual General Meeting. The chairs of the Audit, Nomination, Remuneration and Risk Committees will be available to answer questions at that meeting. Shareholders may also contact me, the Chief Executive Officer or, if more appropriate, the Senior Independent Non-Executive Director to raise any issue with one or all of the Non-Executive Directors of the Company.

The Company prepares separate resolutions on each substantially separate issue to be voted upon at Annual General Meetings. The result of the vote on each resolution is published on the Group's website after the Annual General Meeting and will be announced via the regulatory information service. At the 2015 AGM, shareholders representing 82.51% of the Company's issued share capital returned their proxy votes.

Corporate Governance Report *continued*

Compliance statement

This Corporate Governance Report, together with the Audit Committee Report on pages 47 to 53, the Risk Committee Report on pages 56 to 58, the Nomination Committee Report on pages 54 to 55 and the Directors' Remuneration Report on pages 59 to 71 provides a description of how the main principles of the 2014 edition of the UK Corporate Governance Code (the Code) have been applied by the Company during 2015. The Code is published by the Financial Reporting Council and is available on its website at www.frc.org.uk. The Directors consider that during the financial year ended 31 December 2015 and to the date of this Report, the Company complied with the Code except as follows:

E.1.1 – As a result of regular feedback provided to the Board by the Chief Executive Officer and Chief Financial Officer following their dialogue with major shareholders, the Senior Independent Non-Executive Director believes he is aware of the views of major shareholders. Unless requested by major shareholders, the Senior Independent Non-Executive Director does not attend meetings with them but is available for shareholders as required.

E.2.3 – While arrangements were made by the Chairman for all Directors to attend the AGM on 30 April 2015, Simon Nixon was unable to attend. Simon stepped down from the Board on 31 December 2015. The Chairman and all Board Committee chairmen attended the meeting and were available to answer questions.

Audit Committee Report

Rob Rowley
Chairman of the Audit Committee

The Audit Committee plays a key role in monitoring the integrity of the Group's financial reporting, reviewing the material financial reporting judgements and assessing the internal control environment.

'In 2015 we focused on financial reporting, including the processes to make this Annual Report & Accounts "fair, balanced and understandable", the effectiveness of external and internal audit processes and the effectiveness and appropriateness of our system of internal controls.'

Committee membership

I chair the Audit Committee and the other members are detailed in the table below. All the members are Independent Non-Executive Directors in accordance with provision C.3.1 of the UK Corporate Governance Code (Code) and the Board has determined that both Robin Freestone and I have recent and relevant financial experience as required by the Code. I am a qualified accountant and was formerly finance director of Reuters plc. I am currently chairman of the audit committee at Taylor Wimpey plc and Morgan Advanced Materials plc. Robin Freestone is also a qualified accountant and was formerly chief financial officer of Pearson plc. Robin will succeed me as chairman of the Audit Committee at the end of the 2016 Annual General Meeting.

Biographies of the members of the Committee are set out on pages 38 to 39.

	Meetings in 2015	
Committee Members	Eligible to attend	Attended
Rob Rowley (chairman)	4	4
Robin Freestone	1*	1
Sally James	4	4
Robin Klein	1**	1
Genevieve Shore	4	4
Michael Wemms	1**	1

* Robin Freestone was appointed to the Committee on 1 August 2015.
** Robin Klein and Michael Wemms retired from the Committee on 30 April 2015.

The secretary to the Committee is Darren Drabble, Company Secretary and Group General Counsel.

Audit Committee Report
continued

Role
The primary role of the Audit Committee is to ensure the integrity of the financial reporting and audit processes and monitor the effectiveness of the Group's internal control and risk management systems. This includes:

- monitoring the integrity of the Financial Statements of the Company, any formal announcements relating to the Company's financial performance and any significant issues and judgements contained in them;
- reviewing the Group's Financial Statements and the material financial reporting judgements contained in them;
- advising the Board on whether the Committee believes this Annual Report and the Financial Statements contained within it, when taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's strategy, business activities and financial performance;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional regulatory requirements;
- developing and implementing a policy on the level and amount of external auditor non-audit services;
- advising the Board on the appointment, re-appointment and removal of the external auditor and the remuneration and terms of engagement of the external auditor;
- monitoring the effectiveness of the Group's internal control and risk management systems, including whistleblowing and fraud prevention procedures;
- reviewing the scope, activities and results of the Group's Internal Audit function;
- reviewing the Audit Committee's terms of reference, carrying out an annual performance evaluation exercise and noting the satisfactory operation of the Committee; and
- reporting to the Board how it has discharged its responsibilities.

Written terms of reference that outline the Committee's authority and responsibilities are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form from the Company Secretary. We review our terms of reference annually. The Audit Committee's terms of reference include all matters required by Disclosure and Transparency Rule 7.1 and the Code.

Committee meetings
We met four times in 2015 and the attendance of our members is shown in the table on page 47. In order to maintain effective communication between all relevant parties, we invited the Chairman of the Board, Chief Executive Officer, Chief Financial Officer and Company Secretary, together with appropriate members of the management team with responsibility for risk and internal control, and the external auditor, to meetings as necessary. We set time aside periodically to seek the views of the external auditor, in the absence of management. The external auditor has direct access to me to raise any concerns outside formal Committee meetings. The Committee also meets separately with the Head of Internal Audit during the year.

After each meeting, I report to the Board on the main issues that we discussed.

The members of the Audit Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

Financial Statements and reports
The Committee is responsible for reviewing the appropriateness of the Group's half-year reporting and annual Financial Statements. We do this by considering, among other things, the accounting policies and practices adopted by the Group; the correct application of applicable reporting standards and compliance with broader governance requirements; the approach taken by management to report the key judgemental areas of reporting and the comments of the external auditor on management's chosen approach.

In 2015, we:

- **reviewed the 31 December 2014 Annual Report and Financial Statements and the half-year statement to 30 June 2015, together with reports from the external auditors;**
- **reviewed the trading updates issued in April 2015 and November 2015;**
- **examined key points of disclosure and presentation to ensure adequacy, clarity and completeness of the Financial Statements; and**
- **reviewed documentation prepared to support the enhanced going concern and viability statements given on pages 25 to 26.**

Significant issues
We identified the issues on page 49 as significant in the context of the 2015 Financial Statements. We consider these areas to be significant taking into account the level of materiality and degree of judgement exercised by management. We discussed the issues in detail to ensure that the approaches taken were appropriate. This included reviewing presentations and reports from both management and the external auditor.

Issue	Committee review
Revenue As more fully described on pages 85 and 97 the majority of the Group's revenue is derived from success-based commercial deals which compensate the Group for each product sold by a provider to a customer referred to it by the Group. The Group recognises this revenue at the point at which a customer leaves one of the Group's websites, based on the number expected to click through and purchase a product from a provider site.	We reviewed and assessed management's key controls in relation to the recording of revenue which include: (a) a completeness check which is performed by reconciling all 'click' activity on the website and ensuring that an invoice has been raised, or revenue has been accrued, where appropriate; (b) a review to compare accrued revenue at the end of the previous month and actual revenue invoiced during the following month, with significant differences investigated to provide evidence that revenues are correctly stated; (c) a programme of revenue assurance by the Group's Internal Audit function. This helps provide us with assurance that revenues are correctly stated by reviewing provider systems and controls to ensure that sales made by providers resulting from referrals made by the Group have been correctly identified and allocated in the provider systems. In addition management regularly reviews the quantum and aging of any accrued revenue balances. The assessment of the Group's information system which records the clicks, together with the reconciliation of revenue to cash receipts, therefore form a key part of the audit. The results of KPMG's testing are included in their first half and full-year reports prepared for the Committee and reviewed in detail and discussed with KPMG.
Capitalisation of software and development costs As more fully described on pages 94 to 96 of the Group's Financial Statements the Group holds intangible asset balances arising from the capitalisation of certain software and development costs principally relating to developments in the Group's front end platforms and back office data warehouse.	The judgements in relation to software and development assets largely relate to the future economic benefits associated with the assets and that capitalisation is in accordance with the relevant accounting standards. We addressed these matters through examining investment appraisals on key IT projects received from management outlining the basis for the key assumptions used and were comfortable with management's justification. We gain comfort that business plans in relation to the capitalised assets have received Board approval. This is also a significant risk area for the audit, and therefore KPMG provide to the Committee their comments on the approach taken by management. During the year ended 31 December 2015 the Committee critically reviewed the analysis performed on the capitalisation of software and development costs and agreed that the projected future cash flows from these assets supports their carrying values.
Contingent remuneration The Group acquired the business and assets of MoneySavingExpert and a sole trader business from Martin Lewis in September 2012. As described more fully in note 3 to the Group's Financial Statements on page 89, the remuneration was contingent upon various non-financial performance criteria together with a discretionary element and the continuing employment for a period of three years by Martin Lewis.	The judgement involved in estimating the benefit payable relates to several aspects of MoneySavingExpert's performance. We reviewed the accounting valuations of the contingent remuneration and, in light of the performance to date and anticipated future performance reported by management, agreed that the amount recorded in the Interim financial statements at June 2015 was appropriate. In addition, since this was an area of significant audit risk, we ensured that KPMG detailed their views on the judgements which management have made in their report to the Committee. As the contingent remuneration crystallised in September 2015 and was paid in November 2015, this was no longer an issue at 31 December 2015.

Audit Committee Report
continued

We also reviewed and considered the following areas due to their materiality and the application of judgement. However, we considered them to be stable in nature and therefore did not classify them as significant issues in the context of the 2015 Financial Statements.

Issue	Committee review
Intangible assets impairment testing	We reviewed the judgements, assumptions and estimates made by management in preparing the impairment review to ensure that they were appropriate. We also obtained the external auditors' views on the appropriateness of the approach and conclusions. The results of this review were that we were satisfied with the conclusions reached.
Share-based payment charges	We reviewed the judgements, assumptions and estimates made by management to ensure that they were appropriate. We also obtained the external auditors' assessment of the calculations. The results of this review were that we were satisfied with the conclusions reached.
Enhanced going concern and viability statements	During the year we reviewed management's plans and progress in order that the Committee could derive appropriate assurance that sufficient rigour was built into the assessment. In assessing the validity of the statements detailed on pages 25 to 26, we reviewed the work undertaken to assess the Group's resilience to the Principal Risks under various scenarios.

Fair, balanced and understandable Report and Accounts

One of the key governance requirements is for the Annual Report and the Financial Statements, taken as a whole, to be fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy. Ensuring this standard is met requires continuous assessment of the financial reporting issues affecting the Group in addition to the focused exercises which take place during the production of the Annual Report and Financial Statements. These focused exercises can be summarised as follows:

- a qualitative review of disclosures and a review of internal consistency throughout the Annual Report and Financial Statements;
- a review by the Committee of all material matters, as reported elsewhere in this Annual Report and Financial Statements;
- a risk comparison review, which assesses the consistency of the presentation of risks and significant judgements throughout the main areas of risk disclosure in this Annual Report and Financial Statements;
- a review of the balance of good and bad news;
- ensuring it correctly reflects:
  - the Group's position and performance as described on pages 20 to 24;
  - the Group's business model, as described on pages 6 to 7;
  - the Group's strategy, as described on pages 10 to 13.

The Directors' statement on a fair, balanced and understandable Annual Report and Financial Statements is set out on page 75.

External auditor

The Committee is responsible for making recommendations to the Board in relation to the appointment of the external auditor. We also approve the terms of engagement and fees of the external auditor, ensuring they have appropriate audit plans in place and that an appropriate relationship is maintained between the Group and the external auditor.

In 2015, we:

- **reviewed, considered and agreed the scope and methodology of the audit work to be undertaken by the external auditor;**
- **evaluated the independence and objectivity of the external auditor, having regard to (a) a report from the external auditor describing their arrangements to identify, report and manage conflicts of interest; (b) the extent and nature of non-audit services provided by the external auditor; and (c) considering the tenure of the audit partner, who is required to rotate every five years in line with ethical standards. The audit partner rotated with effect from April 2015;**
- **agreed the terms of engagement and fees to be paid to the external auditor for the audit of the 2015 Financial Statements;**
- **reviewed recommendations made by the external auditor in their management letters and the adequacy of management's response; and**
- **reviewed the timing of a tender exercise in relation to the appointment of the external auditor.**

Independence & non-audit services

We have policies and procedures in place in relation to the provision of non-audit services by the external auditor which are reviewed regularly. This ensures that the Group benefits in a cost-effective manner from the cumulative knowledge and experience of its auditor whilst also ensuring that the auditor maintains the necessary degree of independence and objectivity. The external auditor is not permitted to perform any work which they may later be required to audit or which might affect their objectivity and independence or create a conflict of interest. Key points from our internal procedure for approval of work given to the external auditor are:

- no non-audit work may be placed with the external auditor without the specific approval of the Chief Financial Officer;
- specific approval is required in advance from me as well as the Chief Financial Officer for any non-audit work to be undertaken by the external auditor in excess of £50,000;
- the non-audit fees are reported regularly to the Committee;
- valuation services, appraisals or fairness opinions are prohibited; and
- outsourcing of internal audit services, management functions, recruitment services and legal services is prohibited.

During the year the value of non-audit services provided by the external auditor amounted to £0.18m (2014: £0.14m). Non-audit services amounted to 86% of the value of the audit. New EU legislation on permitted non-audit services will come into effect from 17 June 2016 which introduces a permitted non-audit services fee cap of 70% of the average audit fee over a consecutive three-year period. This cap will come into effect for the Group in the financial year ending 31 December 2020. A significant proportion of non-audit services relates to the following:

- reviewing the Group's half-year reporting;
- the provision of tax compliance services in relation to direct taxation;
- the provision of advice in relation to the preparation and submission of claims for research and development (R&D) relief; and
- the provision of regulatory advice in relation to documentation and control.

The assurance provided by the external auditor on the items above is considered by the Group as strictly necessary in the interests of the Group. The level of non-audit services offered reflects the auditor's knowledge and understanding of the Group. The Group has also continued with the appointment of other accountancy firms to provide certain non-audit services to the Group in connection with tax, systems and regulatory advice and anticipates that this will continue in 2016.

The provision of tax advisory services, due diligence and regulatory advice is permitted with the Committee's prior approval in line with the approval limits set out above. The external auditor was not engaged during the year to provide any services which may have given rise to a conflict of interest. The Committee is satisfied that the overall levels of audit and non-audit fees are not material relative to the income of the external auditor as a whole and therefore that the objectivity and independence of the external auditor was not compromised.

Effectiveness and re-appointment

We considered the quality and effectiveness of the external audit process, in light of the FRC's Practice Aid for Audit Committees (May 2015). The assessment of effectiveness was completed as part of an ongoing process of review throughout the year with the Audit Committee seeking assurances and understanding of the auditor's approach to the audit. At the planning meetings for the half-year review and year-end audit, the external auditor was required to explain significant risks to audit quality by reference to the Company's specific circumstances and changes in the risks and reasons for those changes. We explored the auditor's understanding of our business and industry knowledge which informed their approach to identifying risks. We reviewed the Audit Quality Review team of the FRC's report of KPMG and discussed the actions taken by KPMG in light of the recommendations, including the requirement to take further action to ensure there is appropriate evidence of involvement by the engagement quality control reviewer on all audits. We worked with KPMG to understand their judgements about materiality. We looked at the way they communicated key accounting and audit judgements. This approach was supplemented by members of the Committee and senior members of the Finance team who regularly interact with the external auditor completing a detailed questionnaire (which included consideration of the audit partner, the approach, communication, independence, objectivity, and reporting). The results of the questionnaire were then reported to and discussed by the Committee with the Committee gaining an understanding from respondents of why respondents considered the audit team exhibited the qualities included in the responses. We also assessed the cost effectiveness and value for money aspect of the audit. We reported our findings to the Board as part of our recommendation.

We held private meetings with the external auditor as necessary after Committee meetings to review key issues within their sphere of interest and responsibility.

KPMG have acted as the auditor to the Group since 2004 and were appointed as the auditor to the Company on its flotation in 2007. The lead audit partner rotates every five years to ensure independence. The KPMG audit partner was rotated on 30 April 2015 in accordance with the FRC's Ethics Standard 3 (Revised).We considered the length of KPMG's tenure and the results of the detailed questionnaire when assessing their continued effectiveness, independence and re-appointment. Mindful of the increasing regulatory focus on audit tendering in the UK and EU, we have been keeping under review the appropriate timing for conducting a formal tender exercise. During 2016, we recommended, and the Board accepted, a proposal to put the audit contract out to competitive tender in 2016, in relation to the audit for the Group for the year ending 31 December 2017. This will ensure the external audit contract is tendered within the 10 years prescribed by EU and UK legislation and the Code's recommendation. We confirm we have complied with the provisions of The Statutory Audit Services for Large Companies Market Investigation (Mandatory use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014.

We continue to remain satisfied with the work of KPMG and that they continue to remain independent and objective. In accordance with International Standards on Auditing (UK & Ireland) 260 and Ethical Standard 1 issued by the Accounting Practices Board, and as a matter of best practice, the external auditor has confirmed its independence as auditor of the Company, in a letter addressed to the Directors. We have recommended to the Board that a resolution is put to shareholders recommending the re-appointment of KPMG as the external auditor together with their terms of engagement and remuneration at the Annual General Meeting of the Company.

Audit Committee Report
continued

Internal control

The Committee is responsible for monitoring and reviewing the effectiveness of the Group's internal control and risk management systems. Through monitoring the effectiveness of its internal controls and risk management, the Committee is able to maintain a good understanding of business performance, key judgemental areas and management's decision-making processes.

In 2015, we:

- **reviewed the framework and effectiveness of the Group's system of internal control and risk management, including financial, operational and compliance controls;**
- **received regular updates from management on internal control improvements and requested that KPMG reported on progress as part of their half-year review work;**
- **reviewed external consultant's reports on back office systems and processes;**
- **monitored and reviewed management's progress on improvements to back office systems and processes, including the payroll system;**
- **reviewed comprehensive reports from the external auditor, KPMG, of the results of their controls testing as part of the external audit;**
- **reported to the Board on our evaluation of the operation of the Group's internal control and risk management system, informed by reports from Internal Audit and KPMG; and**
- **received a report from KPMG regarding cyber security and requested future regular updates from management to provide comfort that management continues to treat this as a key risk area.**

We consider the adequacy of management's response to matters raised and the implementation of recommendations made.

The Board's statement on internal control and risk management can be found on pages 44 to 45.

Internal Audit

The Group has an Internal Audit function which reviews financial, operational and regulatory matters.

In 2015, we:

- **continued to oversee investment in the Internal Audit function, recognising that regulation in particular, as price comparison continues to become an ever more important part of the distribution chain of financial services, will become more important;**
- **reviewed the rolling twelve-month Internal Audit plan which defines the scope of work the Internal Audit function will undertake;**
- **reviewed results from audits performed including any unsatisfactory audit findings and related action plans;**
- **reviewed open audit actions, together with monitoring progress against the actions;**
- **reviewed how the Internal Audit function could best support the Risk Committee and Audit Committee;**
- **reviewed the assurance map to ensure there is clear, comprehensive risk and assurance coverage; and**
- **met with the head of Internal Audit.**

Whistleblowing

The Group has a whistleblowing process which enables employees of the Group to raise, in confidence, concerns about possible improprieties in financial reporting, other operational matters or inappropriate personal behaviours in the work place.

In 2015, we:

- **reviewed the controls in place to mitigate against fraud risks;**
- **decided to outsource the whistleblowing hotline and appointed an external provider to facilitate reporting by employees via confidential hotline, email and internet; and**
- **reviewed reports from the Company Secretary and Group General Counsel on whistleblowing incidents and their outcomes at each meeting.**

Risk Committee
The Group established a separate Risk and Compliance function in 2014 headed by the Chief Risk Officer. A separate Risk Committee was also established in 2014 which is chaired by Sally James. The Risk Committee operates separately but alongside the Audit Committee. A separate report of the work and responsibilities of the Risk Committee is set out on pages 56 to 58.

Audit Committee effectiveness
In 2015 we carried out our evaluation of Audit Committee effectiveness with Directors serving on the Committee and members of the finance and executive management teams completing a questionnaire. The questionnaire focused on areas such as composition, how the committee operates, professional development of members, oversight of financial reporting, oversight of risk management and internal control and oversight of internal and external audit. The responses were then discussed at a Committee meeting.

Some of the development areas that will be actioned in 2016 include:
- a continued focus on the automation of controls;
- a continued focus on the effectiveness of risk mitigation controls; and
- further enhancements to our internal control and internal audit capability.

Training
The Audit Committee receives or reviews guidance as appropriate during the year.

In 2015, we:
- **received updates from our external auditor, KPMG, on financial reporting developments;**
- **received updates on the requirement to tender audit services and the prohibition of certain non-audit services being provided by the external auditor;**
- **received an external update on the cyber security landscape from KPMG; and**
- **reviewed the latest FRC Guidance on assessing external audit effectiveness.**

Overview of Committee activities for 2016
Internal control will continue to be our priority for 2016 with oversight of the implementation of additional assurance processes, investment in compliance and internal audit being our priorities. Our other area of focus will be the oversight of the tender process for the external audit contract.

This report was approved by the Board and signed on its behalf by:

Rob Rowley
Chairman of the Audit Committee

29 February 2016

Nomination Committee Report

Bruce Carnegie-Brown
Chairman of the Nomination Committee

The Nomination Committee plays a key role in reviewing the structure, size and composition of the Board and its Committees; taking into account skills, knowledge, experience and diversity, and making recommendations to the Board with regard to any changes.

'In 2015 we continued to review the composition of the Board and I am delighted to have strengthened the Board further with the appointment of Robin Freestone.'

Committee membership

I chair the Nomination Committee and the other members, all of whom are Independent Non-Executive Directors, are detailed in the table below. Biographies of the members of the Nomination Committee are set out on pages 38 and 39.

	Meetings in 2015	
Committee members	Eligible to attend	Attended
Bruce Carnegie-Brown (chairman)	3	3
Andrew Fisher	3	3
Robin Freestone	1*	1
Sally James	3	3
Robin Klein	1**	1
Rob Rowley	3	3
Genevieve Shore	3	2
Michael Wemms	1**	1

* Robin Freestone was appointed to the Committee on 1 August 2015.
** Michael Wemms and Robin Klein retired from the Committee on 30 April 2015.

Role

The role of the Nomination Committee is to:

- regularly evaluate the balance of skills, knowledge, experience and independence of the Board;
- review the size, structure and composition of the Board, including Board diversity;
- identify and recommend to the Board at the relevant time candidates for appointment as Directors; and
- give full consideration to succession planning for Directors and other senior executives.

The Nomination Committee has a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. When the need to appoint a Director is identified, we prepare a candidate profile indicating the skills, knowledge and experience required, taking into account the Board's existing composition. We engage external executive search consultants and we interview suitable candidates who are proposed by either existing Board members or by the external executive search consultants.

We give careful consideration to ensure proposed appointees have enough time available to devote to the role and that the balance of skills, knowledge and experience on the Board is maintained.

When the Nomination Committee has identified a suitable candidate, I will make a recommendation to the Board with the Board making the final decision.

Committee meetings

We met on three occasions during the year. Details of the attendance at Nomination Committee meetings are set out on the previous page.

We invited the Chief Executive Officer, the Chief People Officer and the Company Secretary to attend meetings of the Nomination Committee. The Company Secretary acts as secretary to the Nomination Committee.

In 2015, we:

- **reviewed the composition of the Board, including the balance of skills, knowledge and experience;**
- **reviewed succession plans for the Board and executive management;**
- **considered and recommended the appointment of Robin Freestone as an Independent Non-Executive Director and his membership of each of the Committees;**
- **considered Graham Donoghue and Simon Nixon stepping down from the Board;**
- **considered and recommended to the Board the re-election of all Directors at the 2016 Annual General Meeting; and**
- **reviewed the register of Directors' conflicts of interest.**

We followed the procedure outlined above for the appointment of Robin Freestone, engaging Russell Reynolds as the external executive search consultants. Russell Reynolds has no other connection with the Company. We considered a wide and diverse range of candidates and, having confirmed his independence, the Board was unanimous in its decision to appoint Robin Freestone.

Robin brings experience of leading global and digital businesses and will provide valuable challenge and insight to the Board's deliberations.

The members of the Nomination Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

Written terms of reference that outline the Committee's authority and responsibility are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form on application to the Company Secretary. We review our terms of reference annually.

Boardroom diversity

The Board's Statement on Diversity is as follows:

'The Board of Moneysupermarket.com Group PLC welcomed the publication in February 2011 of the Davies Review on Women on Boards. Moneysupermarket.com Group PLC is committed to ensuring that any Board vacancies arising are filled by the most qualified candidates and recognises the value and importance of diversity in the composition of the Board. When Board positions become available, the Company will remain focused on ensuring that a diverse range of candidates are considered whilst ensuring that appointments continue to be based on merit, measured against objective criteria and the skills and experience the individual offers. The Board has targeted a minimum female representation on the Board of 25% by 2016.'

As at the date of this report, the Board had a total of eight Directors. The skill set of the Non-Executive Directors includes financial, economic, banking, digital, technology, communications and consumer expertise. I am pleased to report that 25% of the Board are female and we have achieved our targeted minimum female representation of 25% by 2016.

Nomination Committee effectiveness

In 2015 we carried out a separate evaluation of Nomination Committee effectiveness by questionnaire. The questionnaire focused on areas such as composition, how the Committee operates, its responsibilities, knowledge and experience of members. The responses were discussed at a Committee meeting. Some of the development areas that will be actioned in 2016 include:

- further enhancements to the forward rolling agenda on succession planning and talent management; and
- greater focus in meetings on diversity.

The Board, based on the evaluation exercise, concluded that the Committee was considered to be effective in fulfilling its role throughout 2015.

This report was approved by the Board and signed on its behalf by:

Bruce Carnegie-Brown
Chairman of the Nomination Committee

29 February 2016

Risk Committee Report

Sally James
Chairman of the Risk Committee

The Risk Committee is responsible for overseeing the Group's risk management framework, ensuring that risks are appropriately identified, managed and mitigated, and advising the Board on risk appetite, strategy and culture.

'In 2015, we focused on embedding the risk management framework across the Group through the enhancement of our risk appetite statement, improving management information and reporting, overseeing compliance with the emerging regulatory environment and assessing the adequacy of management's response to key risks.'

Committee membership

I chair the Risk Committee and the other members, all of whom are Independent Non-Executive Directors are detailed in the table below. Biographies of the members of the Committee are set out on pages 38 to 39.

	Meetings in 2015	
Committee members	Eligible to attend	Attended
Sally James (chairman)	6	6
Robin Freestone	1*	1
Andrew Fisher	6	6
Rob Rowley	6	6
Genevieve Shore	6	6
Michael Wemms	3**	2

* Robin Freestone was appointed to the Committee on 1 August 2015.
** Michael Wemms retired from the Committee on 30 April 2015.

The secretary to the Committee is Darren Drabble, Company Secretary and Group General Counsel.

The Risk Committee maintains close links with the Audit Committee with the Chairman of each Committee being a member of the other. This cross-membership facilitates effective linkage between both Committees and ensures that any matters relating to internal control and financial reporting are considered in an effective manner. In addition, the Risk Committee works with the Remuneration Committee to ensure that risk is properly considered in setting the Group's remuneration policy. I am also a member of the Remuneration Committee.

Role

The primary role of the Risk Committee is to assist the Board in its oversight of risk within the Group, including risk appetite, risk tolerance and the risk management framework. This includes:

- advising the Board on the Group's overall risk appetite, tolerance, strategy and culture;
- overseeing and advising the Board on the current risk exposures of the Group and future risk strategy;
- overseeing the application of the Group's risk management framework;
- reviewing reports received from the Group's management, Risk and Compliance function and, where appropriate, Internal Audit or third parties on the identification, management and mitigation of risks;
- overseeing compliance with relevant legal and regulatory requirements including financial crime and anti-bribery procedures;
- in relation to proposed strategic transactions, material acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, which includes an assessment of risks and implications for the risk appetite and tolerance of the Group; and
- considering and approving the remit of the Risk and Compliance function and ensuring it has adequate resources.

Written terms of reference that outline the Committee's authority and responsibilities are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form from the Company Secretary. We review our terms of reference annually.

Committee meetings

We met six times in 2015 and the attendance of our members is shown in the table on the previous page. We invited the Chairman of the Board, Chief Executive Officer, Chief Financial Officer, Chief Risk Officer and Company Secretary, together with appropriate members of the management team with responsibility for management of key risks, and the external auditor, to meetings as necessary. The Committee also meets separately with the Chief Risk Officer at least once a year.

After each meeting, I report to the Board on the main issues that we discussed.

The members of the Risk Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

Principal activities in 2015

The Committee has an annual schedule of work, developed from its terms of reference, with standing items that it considers at each meeting in addition to any specific matters upon which the Committee has decided to focus. This schedule of work is expected to evolve to reflect the Group's strategy and changes to the economic and regulatory environment in which the Group operates. The Risk Committee receives regular reports from members of executive management, the Chief Risk Officer, Internal Audit and the Group General Counsel.

In 2015, we:

- **enhanced and approved the Group Risk Appetite Statement and Framework with specific consideration given to the risk management and internal control requirements of the UK Corporate Governance Code;**
- **created and approved a more detailed risk register which incorporates a wider range of risks in addition to financial risks;**
- **introduced and reviewed an annual rolling agenda;**
- **refined the structure of responsibilities for risk within the various functions, including our Internal Audit function and Risk and Compliance function;**
- **reviewed implementation of the Group's 'Customer First' and conduct framework;**
- **assessed the identification and management of risks connected to the Group's capital investment programme;**
- **reviewed in detail the management of risk and compliance in MoneySavingExpert;**
- **oversaw the compliance with evolving regulation including in particular the ongoing activities of the FCA in respect of price comparison websites and the revised Confidence Code requirements issued by Ofgem;**
- **assessed the Group processes for identifying and mitigating potential conflicts of interest; and**
- **assessed the identification and management of technology risks across the Group, including data security.**

Risk Committee Report
continued

Risk and Compliance
The Group has a Risk and Compliance function, headed by the Chief Risk Officer, which reviews the Group's standards and values together with regulatory matters in relation to the various bodies that regulate a number of the areas within which the Group operates. These include the FCA, the Information Commissioners Office and Ofgem which operates a voluntary code relating to energy price comparison to which the Group subscribes.

In 2015, we:

- **reviewed and approved the Risk and Compliance plan which defines the scope of the work that the function will undertake with regard to compliance monitoring and assurance activities across the Group;**
- **considered the updates against the Risk and Compliance plan and the results of the work performed since the previous meeting and management's response; and**
- **reviewed the resources of the Risk and Compliance function and recruited additional resource.**

Risk Committee effectiveness
In 2015, we carried out our annual evaluation of Risk Committee effectiveness by questionnaire. The questionnaire focused on areas such as composition, how the Committee operates, professional development of members and oversight of risk management. The responses were then discussed at a Committee meeting. Some of the development areas that will be actioned in 2016 include:
- further enhancements to management information relating to the reporting of key risks;
- succession planning within the Risk and Compliance function; and
- further enhancements to the forward rolling agenda on key risks.

The Board, based on the evaluation exercise, concluded that the Committee was considered to be effective in fulfilling its role throughout 2015.

Overview of Committee activities for 2016
The management of operational and conduct risks will continue to be our priority for 2016. We will continue to monitor the embedding of risk management processes into key business activities and will support the continued investment in Risk and Compliance. We will continue to develop and refine management information and reporting. We will also be arranging for an external consultant to undertake an independent review of our risk management and compliance processes during 2016.

The Group recognises that regulation in general, and in particular the activities of the FCA, Ofgem and CMA will continue to be a feature of the price comparison market. The Group has invested, and will continue to invest, in additional skills and resources in this area in 2016.

This report was approved by the Board and signed on its behalf by:

Sally James
Chairman of the Risk Committee

29 February 2016

Directors' Remuneration Report

Andrew Fisher
Chairman of the Remuneration Committee

The Remuneration Committee's key responsibility is to determine the Remuneration Policy to ensure it promotes the long-term success of the Group.

'We believe in a simple and transparent framework which rewards our Executives based on financial and strategic performance of the business, the value created for our shareholders, and their individual performance.'

Dear Shareholder

I am pleased to present the Directors' Remuneration Report for the year ended 31 December 2015.

During the year, the Remuneration Committee has continued to focus on ensuring that our policies and procedures balance the incentives for our Executives to create long-term value for our shareholders with a commitment to effective risk management. During the year, we consulted with our investors over the amendments to the performance measures in our incentive plans. We received strong support for these changes, with a vote of over 96% approval for the Remuneration Policy at the 2015 AGM.

Pay for performance in 2015

Our reward philosophy remains unchanged. We believe in a simple and transparent framework which rewards our Executives based on the financial and strategic performance of the business, the value created for our shareholders, and their individual performance. During 2015, the variable elements of executive remuneration were focused on simple and transparent measures of revenue growth, adjusted operating profit growth, adjusted earnings per share (EPS) growth, total shareholder return and key strategic objectives.

Our bonus and long-term incentive plan (LTIP) awards in respect of 2015 performance were based on challenging targets, as disclosed on pages 66 and 67.

2015 has been another strong year for the Group with revenue increasing by 14% to £281.7m and adjusted operating profit increasing by 15% to £100.1m. Our Executive team has continued to focus on the execution of our growth strategies, performing well against their stretching individual performance targets. As a result, the Committee determined that they would receive a bonus for their performance of between 106% and 175% of their basic salary (which represents between 71% and 95% of the maximum).

Directors' Remuneration Report *continued*

Our 2013 LTIP award, which was based on a combination of compound annual growth in adjusted EBITDA and comparative total shareholder return, will vest at 127% (85% of the maximum) in March 2016, reflecting the achievements of the Executives over the three years since the award was made. Our growth in total shareholder return of 149.4% was above upper quartile against the FTSE 250 and we achieved 13.7% compound annual growth in adjusted EBITDA over the performance period.

Key changes to our remuneration arrangements during 2015

As explained in last year's Report, we made the following changes to our executive remuneration framework during the year:

- the introduction of malus and clawback provisions into the annual bonus and LTIP arrangements;
- a change to the annual bonus performance measures from adjusted EBITDA to adjusted operating profit to better align our annual bonus with our business strategy;
- a change to the LTIP performance measures from growth in adjusted EBITDA to growth in adjusted earnings per share (EPS) to better align our long-term incentives with the creation of shareholder value; and
- a higher threshold for the target range for the EPS measure of 7%–17% compound annual growth.

Approach to remuneration in 2016

The Remuneration Committee regularly reviews the executive remuneration framework to ensure it promotes the long-term success of the Company and continues to support the delivery of the Company's strategy, sustainable growth and shareholder returns.

Following the changes made in 2015, we are not proposing to make any changes to our executive remuneration for 2016 other than annual base salary increases for Executive Directors of 2% for the Chief Executive Officer and 3.5% for the Chief Financial Officer, generally in line with the average employee increase across the Group of approximately 2%. The increase for Matthew Price is marginally above the general increase, reflecting both his development in the role and performance during the year, in line with our Remuneration Policy. The Committee believes it is important that the market competitiveness of the Executive Directors' overall reward package should be maintained.

There will be no change to the maximum bonus or LTIP award levels in 2016.

The adjusted earnings per share target range for the 2016 LTIP award will remain 7% to 17% per annum.

Board changes

In October 2015, Graham Donoghue stepped down as an Executive Director but remained with the Company until the end of the year to hand over to his successor. The Committee agreed his leaving arrangements in accordance with the Remuneration Policy. He received a payment of £285,600 in respect of 12 months of his unworked notice period. In recognition of his contribution to the Group, the Committee determined that he would be treated as a good leaver for the purposes of his unvested 2013 LTIP award.

His 2013 LTIP will vest on the normal vesting date, reduced pro-rata for the time served and based on the achievement of the performance conditions. His 2014 and 2015 LTIP awards lapsed in full. He will receive a bonus payment for the 2015 financial year.

Alignment with shareholders

We are mindful of our shareholders' interests and are keen to ensure a demonstrable link between reward and value creation. The introduction of malus and clawback arrangements into our annual bonus and LTIPs for awards made in 2015 and beyond together with the existing shareholding guidelines all foster an ongoing commitment to the business from our Executives and continued alignment of shareholder and Executive objectives.

In reviewing the framework this year, the Committee also considered the time horizons in the incentive framework in the context of the stated views of some investors. The Committee concluded that the current vesting horizons remain appropriate for the Group in the context of our business model, talent markets, shareholding requirements, and their current shareholdings.

However the Committee recognises that the overall framework has not been comprehensively reviewed for a number of years, over which time the business has seen significant changes in financial size, scope of operations, and strategic direction. We are also seeing unprecedented levels of competition in digital talent markets. Furthermore, our existing Long Term Incentive Plan is due to expire in 2017 and therefore a new plan will need to be submitted for shareholder approval at the 2017 AGM.

As a result, the Committee has decided to conduct a comprehensive review of the framework during 2016 with a view to implementing any changes from 2017 onwards. Our objective will be to ensure that the framework continues to be right for the business and strategy, whilst at the same time being appropriately updated for developments in best practice.

We remain committed to an open and ongoing dialogue with our shareholders on the issue of executive remuneration and the Committee welcomes the feedback we receive.

We are pleased with the support we have received in the past from shareholders, with over 99% support for last year's Annual Remuneration Report and over 96% approval for our Remuneration Policy last year. We look forward to receiving your continued support at the forthcoming AGM.

Andrew Fisher

Chairman of the Remuneration Committee

29 February 2016

Directors' Remuneration Policy

At the Annual General Meeting held on 30 April 2015 shareholders approved the Remuneration Policy which became effective as at that date. An extract of the Remuneration Policy table from the Remuneration Policy is re-produced below for information only. The full Remuneration Policy is contained on pages 45 to 50 of the 2014 Annual report which is available in the investor relations section of the Group's website (http://corporate.moneysupermarket.com).

Summary Remuneration Policy

The table below summarises the Directors' Remuneration Policy.

Base salary	
Purpose and link to strategy	To provide competitive fixed remuneration To attract and retain Executive Directors of superior calibre in order to deliver growth for the business Intended to reflect base salaries paid to senior management of comparable companies
Operation	The basic salary for each Executive Director is reviewed annually by the Remuneration Committee Individual salary adjustments take into account each Executive Director's performance and experience in role, changes in responsibility and the Group's financial performance, as well as comparing each Executive Director's base salary to the external market
Maximum	There is no prescribed maximum base salary. Increases for senior management are ordinarily in line with the broader employee population but on occasions may need to recognise, for example, an increase in the scale, scope or responsibility of the role and developments in the wider competitive market. Current base salary levels are set out on page 64
Performance targets	No specific targets although the Committee will take into account individual performance when considering salary increases
Benefits	
Purpose and link to strategy	To provide market consistent benefits
Operation	Current benefit provision is a car allowance and life insurance. Other benefits may be payable or provided where appropriate including, amongst other things, health insurance, relocation and travel expenses
Maximum	Not applicable
Performance targets	Not applicable
Bonus	
Purpose and link to strategy	Incentivises achievement of annual performance targets Maximum bonus only payable for achieving demanding targets
Operation	Not pensionable and paid in cash Clawback provisions apply for a period of two years in a number of circumstances including, but not limited to, the material misstatement of results, gross misconduct and error in the calculation of the bonus outcome
Maximum	Up to 200% of base salary
Performance targets	Payment is determined by reference to performance assessed over one financial year based on financial and strategic performance measures which the Committee consider to be aligned to the annual strategy and the creation of shareholder value. Such measures may include: • Adjusted operating profit (or other measure of profitability) • Revenue • Personal/strategic objectives The Committee determines the weightings of the performance measures each year. The overall framework will normally be weighted towards financial measures of performance Targets are set each year by the Committee by reference to factors such as the budget and strategic objectives for the year, progress against the prior year and market expectations The Committee retains discretion to use different or additional measures, weightings or payout schedules to ensure that the bonus framework appropriately supports the business strategy and objectives for the relevant year The Committee has the discretion to adjust targets for any exceptional events that may occur during the year The Committee will consider the Group's overall performance before determining final bonus payment levels

Long-term Incentive Plan	
Purpose and link to strategy	Designed to align with both the strategic objectives of delivering sustainable earnings growth and the interests of shareholders
Operation	Annual grant of nil cost options/conditional awards which vest three years after grant, subject to performance targets and continued service Participants will receive a payment (in cash and/or shares) on or shortly following the vesting of their awards, of an amount equal to the dividends that would have been paid on those vested shares between the time when the awards were granted and the time when they vest Unvested awards may be reduced and clawback provisions apply for a period of two years in a number of circumstances including, but not limited to, the material misstatement of results, gross misconduct and error in the calculation of the vesting outcome
Maximum	200% of base salary. In any ten-year period, the number of shares which may be issued under the LTIP and under any other discretionary share scheme may not exceed 5% of the issued ordinary share capital of the Company. This is in addition to the overall limit on all share schemes of 10% of issued ordinary share capital in a ten-year period
Performance targets	Vesting is determined by reference to performance assessed over a period of at least three years, based on performance measures which the Committee consider to be aligned with the delivery of strategy and long-term shareholder value For awards to be made in 2016, the measures are: • Adjusted earnings per share (EPS) – 70% • Comparative total shareholder return (TSR) – 30% The Committee has discretion to use different or additional quantifiable financial measures or weightings for awards in future years to ensure that the LTIP remains appropriately aligned to the business strategy and objectives The Committee has the discretion to adjust targets for any exceptional events that may occur during the year The threshold level of vesting is 20% of the maximum award

All employee share plans	
Purpose and link to strategy	To encourage employee share ownership and thereby increase alignment with shareholders
Operation	**Sharesave Plan** HMRC approved plan under which regular monthly savings are made over a three or five-year period and can be used to fund the exercise of an option, where the exercise price is discounted by up to 20% Provides tax advantages to UK employees **Share Incentive Plan** HMRC approved plan that provides employees with a tax-efficient way of purchasing shares and allows the grant of free shares
Maximum	The current maximums for the Sharesave and Share Incentive Plans are set out below. However, these maximums may be changed in future to align with changes to HMRC limits **Sharesave Plan** Maximum permitted savings of £500 per month across all ongoing Sharesave contracts **Share Incentive Plan** An employee can agree to purchase shares with a market value up to £1,500 (or 10% of his or her salary, if lower) in any tax year. The market value of free shares that can be allocated to an employee in any tax year must not exceed £3,000
Performance targets	Not applicable

Share ownership guidelines	
Purpose and link to strategy	To increase alignment between executives and shareholders
Operation	Executive Directors are required to retain 50% of the net of tax vested LTIP shares until the guideline is met
Maximum	Not applicable
Performance targets	Minimum of 100% of base salary for Executive Directors

Pension	
Purpose and link to strategy	To provide retirement benefits
Operation	Defined contribution and/or salary supplement arrangements
Maximum	20% of base salary
Performance targets	Not applicable

Non-Executive Director fees	
Purpose and link to strategy	Reflects time commitments and responsibilities of each role Reflects fees paid by similarly sized companies
Operation	Cash fee paid with a base fee and additional fees dependent on additional responsibilities The fees for the Non-Executive Directors (excluding the Chairman) are determined by the Board. The fees for the Chairman are determined by the Committee Fees are reviewed on an annual basis
Maximum	There is no prescribed maximum annual increase. The Board is guided by the general increase in the non-executive director market and for the broader employee population but on occasions may need to recognise, for example, an increase in the scale, scope or responsibility of the role Current fee levels are set out on page 65 and will not exceed the aggregate maximum levels set out in the Company's Articles of Association
Performance targets	Not applicable Non-Executive Directors do not participate in variable pay arrangements nor do they receive benefits or pension

Notes
(1) A description of how the Company intends to implement the policy set out in this table for 2016 is set out in the Annual Report on Remuneration on page 64.
(2) The following differences exist between the Company's policy for the remuneration of Executive Directors as set out above and its approach to the payment of employees generally:
- A lower level of maximum annual bonus opportunity as a percentage of base salary may apply to employees other than the Executive Directors and certain senior executives.
- Benefits offered to other employees generally comprise a car allowance where required for the role or to meet market norms.
- Participation in the LTIP is limited to the Executive Directors and certain selected senior managers. Other employees are eligible to participate in the Company's share plans, details of which are provided on page 62.
- A lower level of pension rate applies to employees other than the Executive Directors and certain senior executives.

In general, these differences arise from the development of remuneration arrangements that are market competitive for the various categories of roles. They also reflect the fact that, in the case of the Executive Directors and senior executives, a greater emphasis tends to be placed on performance related pay.
(3) The choice of the performance metrics applicable to the annual bonus scheme reflects the Committee's belief that any incentive compensation should be appropriately challenging and aligned to the Group's strategy and the creation of shareholder value.
(4) The adjusted earnings per share and comparative total shareholder return performance conditions applicable to the LTIP (further details of which are provided on page 64) were selected by the Remuneration Committee on the basis that they reward the delivery of long-term returns to shareholders and the creation of shareholder value.
(5) The Committee operates share plans in accordance with their respective rules and in accordance with the Listing Rules and HMRC where relevant. The Committee, consistent with market practice, retains discretion over a number of areas relating to the operation and administration of certain plans.
(6) All employee share plans do not operate performance conditions.
(7) The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the policy set out above where the terms of the payment were agreed (i) before the policy came into effect or (ii) at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company. For these purposes 'payments' includes the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are 'agreed' at the time the award is granted.
(8) The Committee may make minor amendments to the policy (for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval.

Directors’ Remuneration Report *continued*

Annual Report on Remuneration

Implementation of the Remuneration Policy for the year ending 31 December 2016

A summary of how the Directors’ Remuneration Policy will be applied during the year ending 31 December 2016 is set out below.

Base salary

The Remuneration Committee has determined that base salaries for the Executive Directors will increase as follows with effect from 1 January 2016:

	2016 £	2015 £	% increase
Peter Plumb	**£469,000**	459,000	2%
Matthew Price	**£316,750**	306,000	3.5%

The Group’s employees are, in general, receiving salary increases averaging approximately 2%. The increase for Matthew Price is marginally above the general increase, reflecting his performance and increased experience in the CFO role during the year in line with our Remuneration Policy.

Pension arrangements

The Company will continue to provide pension contributions of 20% of base salary for the benefit of the Executive Directors. Where the pension contributions exceed the limits set by HMRC, the Group will continue to provide benefits through the provision of salary supplements.

Annual bonus

The maximum bonus potential for the year ending 31 December 2016 will remain at 185% of base salary for the Chief Executive Officer and 165% of base salary for the Chief Financial Officer. Awards are determined based on a combination of Group financial performance and individual performance, directly aligned to our KPIs and strategic objectives, as follows:

	Weighting (% of Salary)	
Metric	**CEO**	**CFO**
Revenue growth	31.25%	26.25%
Adjusted operating profit	93.75%	78.75%
Individual performance	60%	60%

Maximum bonus will only be payable when performance has significantly exceeded expectations. The Committee believes that the underlying targets are currently commercially sensitive and cannot be disclosed at this stage. To the extent they are no longer commercially sensitive, they will be disclosed in next year’s report.

Long-term incentives

The LTIP award levels in 2016 will remain at 200% of base salary for the Chief Executive Officer and 165% of base salary for the Chief Financial Officer.

The extent to which 2016 LTIP awards will vest will be dependent on two independent performance conditions as follows:

Metric	**Weighting (% of award)**	**Performance condition**	**Threshold**	**Maximum**
Vesting (% of maximum)			20%	100%
Compound annual growth in adjusted earnings per share	70%	Compound annual growth in adjusted earnings per share over the three-year performance period.	7%	17%
Comparative total shareholder return	30%	Comparative total shareholder return against the constituents of the FTSE 250 Index (excluding investment trusts). Three-month averaging is applied at the start and end of the performance period.	Median	Upper quartile

Vesting is on a straight-line basis between threshold and maximum.

Non-Executive Directors

The fees for the Non-Executive Directors with effect from 1 January 2016 are:

	2016 £	2015 £	Increase %
Chairman	**242,000**	237,000	2%
Base fee	**58,350**	58,350	0%
Additional fees:			
Senior Independent Director	**15,000**	15,000	0%
Committee Chair fee	**10,000**	10,000	0%
Committee membership fee per Committee	**1,500**	1,500	0%

Remuneration received by Directors for the year ended 31 December 2015 (audited)

Directors' remuneration for the year ended 31 December 2015 was as follows:

	Salary and fees £	Taxable benefits[(1)] £	Pension[(2)] £	Annual bonus[(3)] £	Long-term incentives[(4)] £	Total £
Peter Plumb						
2015	**459,000**	**14,000**	**91,800**	**802,837**	**1,347,705**	**2,715,342**
2014	450,000	14,000	90,000	710,000	2,101,277	3,365,277
Matthew Price (appointed on 1 April 2014)						
2015	**306,000**	**14,000**	**61,200**	**435,762**	–	**816,962**
2014	225,000	10,500	45,000	340,000	–	620,500
Graham Donoghue (resigned on 8 October 2015)						
2015	**219,873**	**10,778**	**43,975**	**232,808**	**566,056**	**1,073,490**
2014	280,000	14,000	56,000	308,000	954,682	1,612,682
Simon Nixon (resigned on 31 December 2015)						
2015	**111,250**	–	–	–	–	**111,250**
2014	111,250	–	–	–	–	111,250
Michael Wemms (resigned on 30 April 2015)						
2015	**26,450**	–	–	–	–	**26,450**
2014	73,350	–	–	–	–	73,350
Rob Rowley						
2015	**81,350**	–	–	–	–	**81,350**
2014	68,350	–	–	–	–	68,350
Bruce Carnegie-Brown						
2015	**237,000**	–	–	–	–	**237,000**
2014	184,616	–	–	–	–	184,616
Sally James						
2015	**72,850**	–	–	–	–	**72,850**
2014	67,517	–	–	–	–	67,517
Robin Klein (resigned on 30 April 2015)						
2015	**20,450**	–	–	–	–	**20,450**
2014	58,350	–	–	–	–	58,350
Andrew Fisher (appointed on 6 August 2014)						
2015	**71,350**	–	–	–	–	**71,350**
2014	27,625	–	–	–	–	27,625
Genevieve Shore (appointed on 17 September 2014)						
2015	**64,350**	–	–	–	–	**64,350**
2014	16,798	–	–	–	–	16,798
Robin Freestone (appointed on 1 August 2015)						
2015	**26,813**	–	–	–	–	**26,813**
2014	–	–	–	–	–	–

Directors' Remuneration Report *continued*

Notes

(1) Taxable benefits

Benefits for the Executive Directors incorporate all benefits and expense allowances arising from employment which relate to the provision of a car allowance.

(2) Pension

Pension payments reflect defined contributions and/or salary supplement arrangements where the pension contributions exceed the limits set by HMRC.

(3) Annual bonus payments

Maximum bonus entitlements for the year ended 31 December 2015 as a percentage of base salary were 185% for Peter Plumb, 165% for Matthew Price and 150% for Graham Donoghue for the achievement of stretching targets for growth in revenue and adjusted operating profit as well as specific personal objectives. The performance targets, weightings, and actual performance against those targets, are set out below:

	Performance targets			Peter Plumb	Matthew Price	Graham Donoghue
Group revenue growth	Threshold	£255.6m	Weighting (% of salary)	31.25%	26.25%	7.5%
	Maximum	£285.2m				
	Actual	£281.7m	Payout (% of salary)	28.16%	23.66%	6.76%
Group adjusted operating profit	Threshold	£89.7m	Weighting (% of salary)	93.75%	78.75%	22.5%
	Maximum	£100.1m				
	Actual	£100.1m	Payout (% of salary)	93.75%	78.75%	22.5%
MoneySuperMarket (MSM) performance	*Targets based on revenue and operating profit performance of MSM – see below*		Weighting (% of salary)	–	–	60%
			Payout (% of salary)	–	–	46%
Personal	*The personal targets were set individually for each Executive Director based on the key objectives for the year in their area of responsibility – see below*		Weighting (% of salary)	60%	60%	60%
			Payout (% of salary)	53%	40%	31%
Total			**Payout (% of maximum)**	**95%**	**86%**	**71%**
			Payout (% of salary)	**175%**	**142%**	**106%**

As shown above, the bonus calculation for Graham Donoghue included a 60% (of salary) element based on MoneySuperMarket revenue and operating profit targets. The Committee determined that performance was above target and that this element should pay out at 77% of the maximum. The Board considers that further detail on the underlying MoneySuperMarket targets and performance is commercially sensitive and cannot be disclosed.

The personal targets were set individually for each Executive Director based on the key areas of strategic focus for the year in their area of responsibility. As part of the personal targets, the Directors are also assessed on how performance has been delivered having regard to the values of the Group. The Committee assessed the personal targets and determined that they should pay out as set out in the table above. Detail on the underlying targets is commercially sensitive and cannot be disclosed, however, the following table highlights key areas of focus for the personal targets of each Director:

Peter Plumb	Focused on the leadership of strategic reviews and development of new initiatives, actively managing talent and succession, and objectives around the integration of MoneySavingExpert.
Matthew Price	Primarily related to the leadership of implementing key internal initiatives around customers and capital expenditure, and developing opportunities for future expansion and growth.
Graham Donoghue	Related to continuous improvement in the market positioning of key products, net promoter score targets for core channels, and objectives for smartphone performance.

The figure in the remuneration table on page 65 reflects the bonus payable for the period that Graham Donoghue was a Director.

4) Vesting of LTIP awards

The LTIP award made on 20 March 2013 was based on performance to the year ended 31 December 2015. The performance targets for this award, and actual performance against those targets, was as follows:

Metric	Weighting	Performance condition	Threshold	Maximum	Actual	Vesting %
Vesting			30%	150%		
Compound annual growth in adjusted EBITDA	70%	Compound annual growth in adjusted EBITDA from 31 December 2012 to 31 December 2015.	6%	17%	13.7%	117%
Comparative total shareholder return	30%	Comparative total shareholder return against the constituents of the FTSE 250 index from 31 December 2012 to 31 December 2015. Comparative total shareholder return measured over three financial years with a one month average at the start and end of the performance period.	Median	Upper quartile	150%	150%
					Total vesting	127%

Vesting is determined by a set formula between threshold and maximum for the adjusted EBITDA element and on a straight-line basis between threshold and maximum for the comparative total shareholder return element. The award made in 2013 was calibrated as a number of shares with a maximum vesting of 150% of that number.

The value attributed to vested shares under Long-term incentives in the remuneration table for 2015 includes amounts relating to dividend equivalents payable on vested LTIP awards over the three-year period ended 20 March 2016.

The value attributed to vested shares under Long-term incentives in the remuneration table for 2015 is an estimate based on the average share price during the three months ended 31 December 2015 (£3.30). The 2014 value of the vested shares in the remuneration table has been updated from last year's value to represent the actual value received on the date of vesting.

5) Additional Information

After resigning from the Board on 8 October 2015, Graham Donoghue continued to work as an employee until 31 December 2015 to hand over to his successor and during such time continued to receive salary and benefits pursuant to, and in line with, his service agreement, including the balance of his bonus for the period from 8 October 2015 to 31 December 2015.

Long-term incentives granted during the year (audited)

On 30 April 2015, the following LTIP awards were made to the Executive Directors:

Executive Director	Type of award	Basis of award granted	Face value of award £	% of maximum that would vest at threshold performance	Vesting determined by performance over
Peter Plumb	Nil cost option	200% of salary	917,999	20%	Three financial years to 31 December 2017
Matthew Price	Nil cost option	165% of salary	504,900	20%	
Graham Donoghue	Nil cost option	150% of salary	428,401	20%	

Face value determined using the average share price over the preceding five trading days prior to the date of grant (30 April 2015) of £2.73.

Directors’ Remuneration Report *continued*

The performance targets for this award are as follows:

Metric	Weighting (% of award)	Performance condition	Threshold	Maximum
Vesting (% of maximum)			20%	100%
Compound annual growth in adjusted earnings per share	70%	Compound annual growth in adjusted earnings per share over the three-year performance period	7%	17%
Comparative total shareholder return	30%	Comparative total shareholder return against the constituents of the FTSE 250 Index (excluding investment trusts) over the three-year performance period. Three-month averaging is applied at the start and end of the performance period	Median	Upper quartile

Notes:
(1) Vesting is on a straight-line basis between threshold and maximum.
(2) Graham Donoghue’s award has lapsed in full.

Outstanding share awards

The table below sets out details of outstanding share awards held by the Executive Directors.

Executive Director	Scheme	Grant date	Exercise Price	No. of shares at 1 January 2015	Granted during the year	Vested during the year	Lapsed during the year	No. of shares at 31 December 2015	End of performance period	Vesting/ exercise date
Peter Plumb	LTIP	22/06/2012	Nil	664,204	–	650,721	13,483	–	31/12/2014	22/06/2015
	LTIP	20/03/2013	Nil	432,192	–	–	–	432,192	31/12/2015	20/03/2016
	LTIP	03/04/2014	Nil	478,239	–	–	–	478,239	31/12/2016	03/04/2017
	SAYE	02/10/2014	£1.495	12,040	–	–	–	12,040	n/a	01/11/2017–30/04/2018
	LTIP	30/04/2015	Nil	–	336,436	–	–	336,436	31/12/2017	30/04/2018
Matthew Price	LTIP	03/04/2014	Nil	263,691	–	–	–	263,691	31/12/2016	03/04/2017
	SAYE	02/10/2014	£1.495	7,224	–	–	–	7,224	n/a	01/11/2017–30/04/2018
	LTIP	30/04/2015	Nil	–	185,040	–	–	185,040	31/12/2017	30/04/2018
	SAYE	01/10/2015	£2.64	–	2,727	–	–	2,727	n/a	01/11/2018–30/04/2019
Graham Donoghue (resigned on 8 October 2015)	LTIP	22/06/2012	Nil	301,771	–	295,645	6,126	–	31/12/2014	22/06/2015
	LTIP	20/03/2013	Nil	198,029	–	–	16,502	181,527	31/12/2015	20/03/2016
	LTIP	03/04/2014	Nil	223,737	–	–	223,737	–	31/12/2016	03/04/2017
	SAYE	02/10/2014	£1.495	12,040	–	–	7,023	5,017	n/a	01/11/2017–30/04/2018
	LTIP	30/04/2015	Nil	–	157,004	–	157,004	–	31/12/2017	30/04/2018

(1) Awards of nil cost options made in 2012, 2013 and 2014 vest by reference to an EBITDA performance condition (70% of the award) and a comparative TSR performance condition (30% of the award). 30% of the maximum vests for threshold performance.
(2) Details of the performance conditions relating to the awards of nil cost options made in 2015 are set out at the top of the page.
(3) Long-term Incentive Plan awards made in 2012, 2013 and 2014 were calibrated as a number of shares with a maximum vesting of 150% of that number. The figures shown above represent the maximum available if the performance targets are met in full.
(4) As a result of the Remuneration Committee exercising its discretion to treat Graham Donoghue as a good leaver for the award made on 20 March 2013, a pro rata amount of this award (181,527 shares) will continue to vest on its normal vesting date subject to scheme performance conditions with the balance of the 22,003 lapsing. The unvested LTIPs for Graham Donoghue relating to the awards made on 3 April 2014 and 30 April 2015 lapsed in their entirety following his resignation from the Company.

Payments to past Directors (audited)

Paul Doughty resigned as a Director on 23 April 2014. As a result of the Remuneration Committee exercising its discretion to treat Paul Doughty as a good leaver for the 2012 LTIP award, the maximum number of shares in his award was reduced pro rata on cessation from 346,253 to 278,925 shares. Based on the achievement of the performance conditions, 273,263 shares vested on 22 June 2015.

Payments for loss of office (audited)

A payment of salary in lieu of notice was paid to Graham Donoghue totalling £285,600 for a period of 12 months after he ceased to be an employee on 31 December 2015 to reflect the unexpired period of his notice period.

Statement of Directors' shareholdings and share interests (audited)

Director	Beneficially owned at 31 December 2015	Outstanding LTIP awards	Outstanding share awards under all employee share plans	Total interest in shares	Shareholding as a % of base salary at 31 December 2015
Peter Plumb	895,142	1,246,867	12,040	2,154,049	665%
Matthew Price	42,646	448,731	9,951	501,328	48%
Bruce Carnegie-Brown	50,000	–	–	50,000	n/a
Rob Rowley	–	–	–	–	n/a
Sally James	20,000	–	–	20,000	n/a
Andrew Fisher	–	–	–	–	n/a
Genevieve Shore	–	–	–	–	n/a
Robin Freestone	20,000	–	–	20,000	n/a

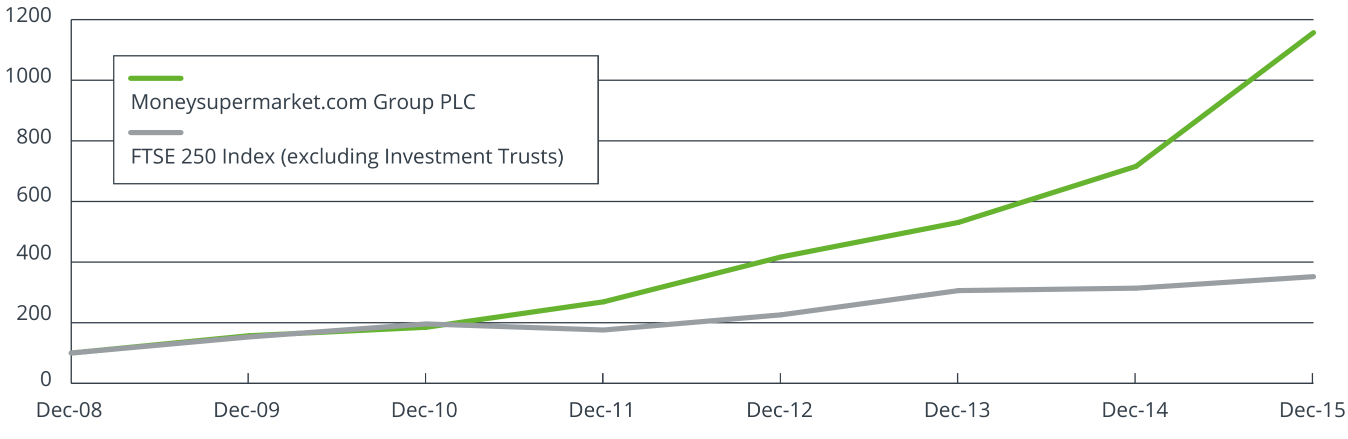
Executive Directors are required to hold shares in the Company worth 100% of base salary and must retain 50% of the net of tax value of any vested LTIP shares until the guideline is met. The shareholding as a percentage is based on the average share price during December 2015 of £3.41.

In the period from 31 December 2015 to the date of this Report, there has been no change in the Directors' interests in shares in the Company.

Performance graph and table (unaudited)

The following graph shows the cumulative total shareholder return of the Company over the last seven financial years relative to the FTSE 250 Index (excluding Investment Trusts). The Remuneration Committee considers the FTSE 250 Index (excluding Investment Trusts) to be an appropriate index for total shareholder return and comparison disclosure as it represents a broad equity market index in which the Company is a constituent member.

This graph shows the value, by 31 December 2015, of £100 invested in Moneysupermarket.com Group PLC on 31 December 2008 compared with the value of £100 invested in the FTSE 250 Index (excluding Investment Trusts) on the same date. The other points plotted are the values at intervening financial year ends.



Directors' Remuneration Report *continued*

The total remuneration figures for the Chief Executive Officer during each of the last seven financial years are shown in the table below. The total remuneration figure includes the annual bonus based on that year's performance and LTIP awards based on three-year performance periods ending in the relevant year. The annual bonus payout and LTIP vesting level as a percentage of the maximum opportunity are also shown for each of these years.

Year ended 31 December	2009	2010	2011	2012	2013	2014	**2015**
Total remuneration	£660,667	£868,748	£1,024,156	£2,866,123	£3,059,163	£3,365,277	**£2,715,342**
Annual bonus (% of maximum)	77%	77%	91%	94%	83%	85%	**95%**
LTIP vesting (% of maximum)	n/a	n/a	n/a	94%	100%	98%	**85%**

Percentage change in Chief Executive Officer's remuneration (unaudited)

The table below shows the percentage change in the Chief Executive Officer's salary, benefits and annual bonus between the financial year ended 31 December 2014 and 31 December 2015, compared to that of the average percentage change for all UK employees of the Group for each of these elements of pay.

	2014 CEO £	**2015 CEO £**	CEO % change	Other employees % change
Salary	450,000	**459,000**	2%	7%
Taxable benefits	14,000	**14,000**	0%	0%
Annual Bonus	710,000	**802,837**	13%	5%

UK employees have been selected as the most appropriate comparator pool, given our headquarters are located in the UK.

Relative importance of spend on pay (unaudited)

The following table shows the Company's actual spend on pay (for all employees) relative to dividends, tax and retained profits:

	2014	**2015**	change %
Staff costs (£m)	36.9	**43.7**	18%
Dividends (£m)*	43.6	**50.0**	15%
Tax (£m)	13.1	**16.4**	24%
Retained profits (£m)	52.8	**63.4**	20%

* 2015 includes a proposed final dividend of 6.6p per share.

The dividends figures relate to amounts payable in respect of the relevant financial year.

Consideration by the Directors of matters relating to Director's remuneration

The Remuneration Committee comprises four Independent Non-Executive Directors, Andrew Fisher (Chairman), Robin Freestone, Sally James and Genevieve Shore. Biographies of the members of the Remuneration Committee are set out on pages 38 and 39.

At the invitation of the Chairman of the Remuneration Committee, the Chairman of the Board, the Chief Executive Officer, the Chief People Officer and Company Secretary may attend meetings of the Remuneration Committee, except when their own remuneration is under consideration. No Director is involved in determining his or her own remuneration. The Company Secretary acts as secretary to the Remuneration Committee. The members of the Remuneration Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

The Remuneration Committee's duties include:

- determining the policy for the remuneration of the Chairman, Executive Directors and executive management;
- determining the remuneration package of the Chairman, Executive Directors and executive management, including, where appropriate, bonuses, incentive payments and pension arrangements within the terms of the agreed framework and policy; and
- determining awards under the Company's long-term incentive schemes.

The Remuneration Committee met on seven occasions during the year. Details of the attendance at Remuneration Committee meetings are as set out below:

Committee members	Meetings in 2015 Eligible to attend	Attended
Andrew Fisher (chairman)	7	7
Sally James	7	7
Genevieve Shore	7	7
Robin Freestone(1)	2	2
Michael Wemms(2)	3	3

(1) Robin Freestone was appointed to the Committee on 1 August 2015.
(2) Michael Wemms retired from the Committee on 30 April 2015.

The Remuneration Committee's terms of reference are published on the investor relations section of the Group's website at http://corporate.moneysupermarket.com and are available in hard copy form on application to the Company Secretary.

During 2015, the Remuneration Committee and the Company received advice from Deloitte LLP, who are independent remuneration consultants, in connection with remuneration matters including the Group's performance related remuneration policy. Deloitte LLP is a member of the Remuneration Consultants Group and is committed to that group's voluntary code of practice for remuneration consultants in the UK. Deloitte LLP has no other connection or relationship with the Group. During 2015, Deloitte LLP also provided services to the Group in respect of corporate tax and VAT advice, operational audit advisory work, HR consultancy and corporate finance due diligence work.

The fees paid to Deloitte LLP for providing advice in relation to executive remuneration over the financial year under review was £76,900.

Outside appointments

Executive Directors are permitted to accept outside appointments on external boards so long as these are not deemed to interfere with the business of the Group. In the year ended 31 December 2015 Peter Plumb received £31,000 (2014: nil) as a non-executive director of Co-operative Group Limited.

Remuneration Committee effectiveness

In 2015 we carried out a separate evaluation of Remuneration Committee effectiveness by questionnaire. The questionnaire focused on areas such as composition, how the Committee operates, its responsibilities and knowledge and experience of members as well as the advice and support it receives from its remuneration consultants. The responses were discussed at a Committee meeting. Some of the development areas that will be actioned in 2016 include:

- further enhancements to papers submitted to the Committee; and
- further enhancements to the process for setting bonus objectives.

The Board, based on the evaluation exercise, concluded that the Committee was considered to be effective in fulfilling its role throughout 2015.

Statement of voting at general meeting

At last year's Annual General Meeting, the following votes were received from shareholders:

	Remuneration Report		Remuneration Policy	
	Votes	%	Votes	%
Votes cast in favour*	437,994,089	99.21%	402,527,446	96.07%
Votes cast against	3,503,327	0.79%	16,488,119	3.93%
Total votes cast	441,497,416	100%	419,015,565	100%
Abstentions	8,529,138		30,934,877	

* Includes Chairman's discretionary votes.

This report was approved by the Board and signed on its behalf by:

Andrew Fisher
Chairman of the Remuneration Committee

29 February 2016

Directors' Report

Darren Drabble
Company Secretary

The Directors' report sets out additional statutory information.

Annual General Meeting

The Annual General Meeting (AGM) of the Company will be held at The Chester Grosvenor Hotel, Eastgate, Chester CH1 1LT on Wednesday 20 April 2016 at 11.00am. The notice convening the meeting, with details of the business to be transacted at the meeting and explanatory notes is set out in a separate AGM circular which has been sent to all shareholders at the same time as this Report.

Dividend

The Directors recommend a final dividend of 6.6p (2014: 5.69p) per ordinary share in respect of the year ended 31 December 2015. If approved by shareholders at the forthcoming AGM, this will be paid on 6 May 2016 to shareholders on the register at close of business on 1 April 2016. The final dividend, together with the interim dividend of 2.55p per ordinary share paid in September 2015, gives a total dividend for the year of 9.15p (2014: 8.0p) per ordinary share.

Issued share capital and control

As at 31 December 2015, the issued share capital of the Company was £109,503 comprising 547,512,622 ordinary shares of 0.02p each. Full details of the share capital of the Company and changes to share capital during the year are set out in note 16 to the Group Financial Statements on page 99. The information in note 16 is incorporated by reference and forms part of this Directors' Report.

At the 2015 AGM, shareholders authorised the Directors to allot up to 363,220,000 ordinary shares in the capital of the Company. Directors will seek authority from shareholders at the forthcoming AGM to allot up to 364,640,000 ordinary shares.

Holders of ordinary shares are entitled to receive dividends when declared, to receive the Company's Annual Report, to attend and speak at general meetings of the Company, to appoint proxies and to exercise voting rights.

On a show of hands at a general meeting of the Company, every holder of ordinary shares present in person or by proxy, and entitled to vote, has one vote and, on a poll, every holder of ordinary shares present in person or by proxy, and entitled to vote, has one vote for every ordinary share held. Electronic and paper proxy appointments and voting instructions must be received not later than 48 hours before the meeting. A holder of ordinary shares can lose the entitlement to vote and the right to receive dividends where that holder fails to comply with a disclosure notice issued under section 793 of the Companies Act 2006. There are no issued shares in the Company with special rights with regard to control of the Company.

The Company operates a Share Incentive Plan which entitles all employees to purchase ordinary shares in the Company using money deducted from their pre-tax salary. Plan shares are held in trust for participants by Capita IRG Trustees Limited (Trustee). Voting rights are exercised by the Trustee in accordance with participants' instructions. If a participant does not submit an instruction to the Trustee, no vote is registered. In addition, the Trustee does not vote on any unawarded or forfeit shares held under the Plan as surplus assets. As at the date of this report, the Trustee held 0.03% of the issued ordinary share capital in the Company.

The Company operates a Long Term Incentive Plan and shares are held by the trustees, Appleby Trust (Jersey) Limited (Appleby), pending vesting of the shares awarded under the Plan. Appleby does not vote on any shares held in trust. As at the date of this Report, Appleby held 0.26% of the issued ordinary share capital in the Company.

Full details of the rights and obligations attaching to the Company's share capital are contained in the Articles of Association. The Articles of Association may only be amended by a special resolution at a general meeting of shareholders. No amendments are proposed to be made to the existing Articles of Association at the forthcoming AGM.

The Relationship Agreement between the Company and Simon Nixon, details of which are set out on page 42 terminated in May 2015 upon the sale of shares by Simon Nixon which resulted in him holding less than 15% of the ordinary shares in the Company.

All of the Company's share schemes contain provisions relating to a change of control. Outstanding options and awards normally vest and become exercisable on a change of control subject to satisfaction of any performance conditions at that time. Save in respect of provisions of the Company's share schemes, there are no agreements between the Company and its Directors or employees providing compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

The Company has entered into one significant agreement which would be terminable upon a change of control; the credit facility agreement entered into with Barclays Bank PLC and Lloyds Bank PLC in December 2015.

Restrictions on the transfer of securities

Whilst the Board has the power under the Articles of Association to refuse to register a transfer of shares, there are no restrictions on the transfer of shares other than:

- certain restrictions may from time to time be imposed by laws and regulations (for example, insider trading laws); and
- pursuant to the Listing Rules of the Financial Conduct Authority whereby certain Directors, officers and employees of the Group require the approval of the Company to deal in ordinary shares of the Company.

The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and/or voting rights.

Authority to purchase own shares

The Company was authorised at the 2015 AGM to purchase up to 54,538,266 of its own shares in the market. No shares were purchased under this authority in 2015. Directors will seek authority from shareholders at the forthcoming AGM for the Company to purchase, in the market, up to 54,752,150 shares. The Directors will only use this power after careful consideration, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will only purchase such shares after taking into account the effects on earnings per share and the interests of shareholders generally.

Substantial shareholders

As at 31 December 2015, the Company had been notified of the following holdings of voting rights in its shares under Rule 5 of The Disclosure and Transparency Rules of the Financial Conduct Authority:

Shareholder	No. of ordinary shares/ voting rights notified	Percentage of ordinary share capital/voting rights notified
The Capital Group Companies, Inc	37,931,418	6.93
Simon Nixon	37,795,130	6.90
Aviva plc	36,447,345	6.66
Standard Life Investments (Holdings) Limited	28,421,022	5.19
Kames Capital	27,356,830	4.99
Ameriprise Financial, Inc and its group	27,061,089	4.94
Blackrock, Inc	25,454,379	4.65
FIL Limited	24,758,460	4.52
State Street Nominees Limited	20,581,165	3.76

The following changes to the above voting rights have been notified to the Company from 31 December 2015 up until 5 February 2016:

Shareholder	No. of ordinary shares/ voting rights notified	Percentage of ordinary share capital/voting rights notified
Kames Capital	27,728,329	5.06
Aviva plc	37,324,256	6.82

Directors' Report
continued

Directors
The Directors who served during the financial year were as follows:

Director	Position	Service in the year ended 31 December 2015
Bruce Carnegie-Brown	Chairman	Served throughout year
Peter Plumb	Chief Executive Officer	Served throughout year
Rob Rowley	Independent Non-Executive Director	Served throughout year
Sally James	Independent Non-Executive Director	Served throughout year
Robin Klein	Independent Non-Executive Director	Retired 30 April 2015
Andrew Fisher	Independent Non-Executive Director	Served throughout year
Genevieve Shore	Independent Non-Executive Director	Served throughout year
Michael Wemms	Independent Non-Executive Director	Retired 30 April 2015
Robin Freestone	Independent Non-Executive Director	Appointed 1 August 2015
Simon Nixon	Deputy Chairman	Resigned 31 December 2015
Matthew Price	Chief Financial Officer	Served throughout year
Graham Donoghue	Chief Product Officer	Resigned 8 October 2015

Their biographical details (with the exception of Michael Wemms, Robin Klein, Graham Donoghue and Simon Nixon) are set out on pages 38 to 39. Further details relating to Board and Committee composition are disclosed in the Corporate Governance Report and Committee Reports on pages 40 to 71.

The Articles of Association provide that a Director may be appointed by an ordinary resolution of shareholders or by the existing Directors, either to fill a vacancy or as an additional Director. All Directors will retire and offer themselves for re-election at the 2016 AGM in accordance with the UK Corporate Governance Code (Code).

The Executive Directors serve under rolling contracts that are terminable upon 12 months' notice from either party. The Non-Executive Directors serve under letters of appointment. Copies of service contracts and letters of appointment are available for inspection at the Company's registered office during normal business hours and will be available for inspection at the Company's AGM.

The Directors' Remuneration Report, which includes the Directors' interests in the Company's shares, is set out on pages 59 to 71. During the year, no Director had any material interest in any contract of significance to the Group's business.

Directors' powers
The Board of Directors may exercise all the powers of the Company subject to the provisions of relevant legislation, the Company's Articles of Association and any directions given by the Company in general meeting.

Directors' indemnities
During the financial year ended 31 December 2015 and up to the date of this Directors' Report, the Company has maintained appropriate liability insurance for its Directors and officers.

The Company has granted indemnities to each of its Directors and the Company Secretary to the extent permitted by law and its Articles of Association. These indemnities were in force throughout the year ended 31 December 2015 and remain in force as at the date of this Report in relation to certain losses and liabilities which the Directors or Company Secretary may incur in the course of acting as Directors, Company Secretary or employees of the Company or of any associated company.

Employees
The Group places considerable value on the involvement of its employees and uses a number of ways to engage with employees on matters that impact them and the performance of the Group. These include formal business performance updates by members of executive management for all employees, regular update briefings for all employees, regular team meetings, the Group's intranet site which enables easy access to the latest Group information as well as Group policies, and the circulation to employees of results announcements and other corporate announcements. This also helps to achieve a common awareness amongst employees of the financial and economic factors affecting the performance of the Group.

A robust employee engagement survey process is also in place to ensure that employees are given a voice in the organisation and that the Group can take action based on employee feedback. All employees are able to participate in the Company's Share Incentive Plan and Save As You Earn Scheme which gives employees the opportunity to purchase ordinary shares in the Company. This helps to encourage employee interest in the performance of the Group.

Equal opportunities
The Group is committed to providing equality of opportunity to all employees without discrimination and applies fair and equitable employment policies which seek to promote entry into and progression within the Group. Appointments are determined solely by application of job criteria, personal ability, behaviour and competency.

Disabled persons
Disabled persons have equal opportunities when applying for vacancies, with due regard to their skills and abilities. Procedures ensure that disabled employees are fairly treated in respect of training and career development. For those employees becoming disabled during the course of their employment, the Group is supportive so as to provide an opportunity for them to remain with the Group, wherever reasonably practicable.

In the opinion of the Directors, all employee policies are deemed to be effective and in accordance with their intended aims.

Borrowings
In December 2015, the Group secured a new three-year revolving credit facility for £100m which replaces the previous facility, with the option of a further £100m under an accordion facility. As at 31 December 2015, the Group had net cash of £16.7m with nil draw down under the facility.

Political donations
During the financial year ended 31 December 2015, the Group did not make any political donations (2014: £nil).

Post balance sheet events
There have been no balance sheet events that either require adjustment to the Financial Statements or are important in the understanding of the Company's current position.

Research & development
Innovation is important to the future success of the Group and to the delivery of long-term value to shareholders. The Group's research and development expenditure is predominantly associated with computer and internet software systems. Successfully developed software is used to develop new products and to improve and extend the functionality and scope of the Group's operations.

Directors' responsibilities statement
The Directors are responsible for preparing the Annual Report and the Group and Company Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company Financial Statements for each financial year. Under that law they are required to prepare the Group Financial Statements in accordance with IFRSs as adopted by the EU and applicable law and have elected to prepare the Company Financial Statements in accordance with UK Accounting Standards, including FRS102-The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 Group and Company and of their profit or loss for that period. In preparing each of the Group and Company Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- for the Group Financial Statements, state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- for the Company Financial Statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Company Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its Financial Statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Report that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors whose names and functions are set out on pages 38 and 39 confirms that, to the best of their knowledge:

- the Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the management report, which comprises the Directors' Report and the Strategic Report, includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the Principal Risks and Uncertainties that they face.

In addition, the Directors consider that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

Auditor and disclosure of information
The Directors who held office at the date of this Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each such Director has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

Auditor
KPMG LLP have indicated their willingness to accept re-appointment as auditors of the Company. A resolution proposing their re-appointment is contained in the notice of the forthcoming AGM and will be proposed to shareholders at that meeting.

Directors' Report
continued

Reporting requirements

The following sets out the location of additional information forming part of the Directors' Report:

Reporting requirement	Location
Strategic Report – Companies Act 2006 s414A-D	Strategic Report on pages 1 to 35
DTR4.1.8R – Management Report – the Directors' Report and Strategic Report comprise the 'management report'	Directors' Report on pages 72 to 76 and the Strategic Report on pages 1 to 35
Likely future developments of the business and Group	Strategic Report on pages 1 to 35
Statement on corporate governance	Corporate Governance Report, Audit Committee Report, Risk Committee Report, Nomination Committee Report and Directors' Remuneration Report on pages 36 to 71
Details of use of financial instruments & specific policies for managing financial risk	Note 17 to Group Financial Statements on page 99
Board's assessment of the Group's internal control systems	Corporate Governance Report on pages 44 to 45, the Audit Committee Report on page 52 and Risk Committee Report on page 57
Greenhouse gas emissions	Corporate Responsibility Report on page 35
Directors' remuneration	Directors' Remuneration Report on pages 59 to 71
Directors' interests	Directors' Remuneration Report on page 69

The Strategic Report comprising the inside cover and pages 1 to 35 and this Directors' Report comprising pages 36 to 76 have been approved by the Board and are signed on its behalf by:

Darren Drabble
Company Secretary

29 February 2016

Registered office: Moneysupermarket House, St. David's Park, Ewloe, Chester CH5 3UZ

Independent Auditor's Report
to the Members of Moneysupermarket.com Group PLC Only

Opinions and conclusions arising from our audit:

1 Our opinion on the financial statements is unmodified

We have audited the Financial Statements of Moneysupermarket.com Group PLC for the year ended 31 December 2015 set out on pages 80 to 110. In our opinion:

- the Financial Statements give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2015 and of the Group's profit for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union;
- the Company Financial Statements have been properly prepared in accordance with UK Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006; and, as regards the Group Financial Statements, Article 4 of the IAS Regulation.

2 Our assessment of risks of material misstatement

In arriving at our audit opinion above on the Financial Statements the risks of material misstatement that had the greatest effect on our audit were as follows:

Capitalised software and development costs: £28.1 million (2014: £15.9 million)

Refer to page 49 (Audit Committee Report), page 86 (accounting policy) and pages 94 to 96 (financial disclosures).

The risk – The Group has incurred significant software and development project costs in the year in respect of Project Reset, a significant technology infrastructure programme and TSM 9.0, TravelSuperMarket's technology and website replatform project. These costs are capitalised to the extent that future economic benefits are expected to be generated by the projects to which they relate. This requires judgement as to whether the projects will be completed successfully and whether sufficient revenue and profitability will be generated to recover the costs capitalised. The Directors make this assessment using a return on investment calculation. The key inputs in that calculation, specifically revenue growth, ability to cross sell products, and timing and amount of capital expenditure, all require significant estimation and judgement. The Directors also apply judgement, as to whether the software and development costs incurred are technically feasible. Given the significant value and judgemental nature of the classification of software and development assets, this is considered to be an area of significant audit risk.

Our response – Our audit procedures included detailed testing of the inputs into the Group's return on investment calculations. We assessed the historical accuracy of the Directors' forecasting and conducted interviews with key operational personnel to obtain a breadth of different views about project progress, corroborating their comments to internal performance reporting where applicable. For the key inputs we critically assessed the reasonableness of the assumptions with reference to internal data from Project and Infrastructure leads; Board approved capital spending forecasts; and knowledge gained performing our other audit procedures. We challenged management's assessment of the technical feasibility of the projects based on our discussions with key project leads and reviews of detailed business cases, submitted prior to costs being incurred, outlining the proposed features and expected completion dates. We assessed whether costs had been appropriately capitalised, by reference to the recognition criteria of the applicable accounting standards; IAS38 and SIC 32. We agreed a sample of external costs capitalised to external invoices in respect of significant projects for a statistically selected sample. We evaluated the adequacy of the Group's disclosures in respect of the judgements made by management that economic benefit will be derived from the projects.

Revenue: £281.7 million (2014: £248.1 million)

Refer to page 49 (Audit Committee Report), page 85 (accounting policy) and page 97 (financial disclosures).

The risk – Revenue is recognised predominately from internet lead generation (click based revenues). Revenue accruals are made based on an estimation of the likely number of successful conversions. Revenue recognition, including the existence and accuracy of revenue, is considered to be a significant audit risk because of the inherent complexities of the click recording system and the judgements made to estimate unbilled revenue at the period end.

Our response – Our audit procedures included assessing the general IT control environment for the systems used to determine click-based revenue. We documented the systems put in place by management and made our own assessment of the effectiveness of their design. We also performed walk through tests to assess whether the controls were operating as designed. Our own IT specialists re-performed click-throughs in the live environment to assess whether the system was recording clicks in the correct period, and whether the number of clicks on which the Group based its revenue accrual estimate were derived from a system that is operating effectively.

We selected a statistical sample of revenue accruals at 31 October 2015 and agreed these to confirmatory evidence, including cash receipts and confirmations of successful applications from the end providers. This allowed us to make an assessment of the accuracy of the revenue accrual in the period to 31 October 2015. We performed ageing analysis and analytical procedures, based on revenue trends, to assess the movements in the accrual to 31 December 2015.

We agreed total revenue recognised to cash receipts received in the year, with reference to the movement of trade receivables and revenue accruals, allowing us to assess the existence and completeness of the revenue recognised in the year ended 31 December 2015.

We analysed movements in revenue at an operating segment level based on changes in visitor numbers and transactions, challenging management’s explanation of any unusual trends with reference to supporting evidence.

We also considered the adequacy of the Group’s disclosures in respect of click-based revenue recognition.

MoneySavingExpert.com contingent remuneration payable: Consolidated Statement of Financial Position Accrual £nil (2014: £15.3 million), Consolidated Statement of Comprehensive Income charge £5.2 million, of which £0.4 million relates to interest unwind (2014: £4.2 million, of which £0.3 million relates to interest unwind)

As a result of Moneysupermarket.com paying its final settlement of the MoneySavingExpert.com contingent remuneration, there is no longer any estimation uncertainty over the liability and therefore it is no longer assessed as one of the risks that has the greatest effect on our audit and is not separately identified in our report this year.

3 Our application of materiality and an overview of the scope of our audit

The materiality for the Group Financial Statements as a whole was set at £4.0 million (2014: £5.0 million), determined with reference to a benchmark of Group profit before tax, normalised to exclude MoneySavingExpert.com contingent remuneration costs. Materiality represents 4.7% of normalised Group profit before tax a reduction on 2014 consistent with industry consensus levels (2014: 7.5%).

We report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £0.2 million, in addition to other identified misstatements that warranted reporting on qualitative grounds.

The Group consists of nine components, which are all audited by the Group audit team at the Group site. 98% of the Group revenues are generated from the main trading component, Moneysupermarket.com Limited. Moneysupermarket.com Limited’s component materiality is £3.6 million. We audit the remaining components to materialities ranging from £0.1 million to £3.5 million. The Group audit scope covers 100% of Group revenues, 100% of Group profit before taxation, and 100% of total Group assets.

4 Our opinion on other matters prescribed by the Companies Act 2006 is unmodified

In our opinion:

- the part of the Directors’ Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- the information given in the Strategic Report and the Directors’ Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements.

5 We have nothing to report on the disclosures of principal risks

Based on the knowledge we acquired during our audit, we have nothing material to add or draw attention to in relation to:

- the Directors’ Viability Statement on pages 25 and 26, concerning the principal risks, their management, and, based on that, the Directors’ assessment and expectations of the Group’s continuing in operation over the three years to 2018; or
- the disclosures in note 2 of the Financial Statements concerning the use of the going concern basis of accounting.

6 We have nothing to report in respect of the matters on which we are required to report by exception

Under ISAs (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the annual report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

In particular we are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our audit and the Directors’ statement that they consider that the Annual Report and Financial Statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group’s position and performance, business model and strategy; or
- the Audit Committee Report does not appropriately address matters communicated by us to the Audit Committee.

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company Financial Statements and the part of the Directors’ Remuneration Report to be audited 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.

Under the Listing Rules we are required to review:

- the Directors' statements, set out on pages 25 and 26, in relation to going concern and longer-term viability; and
- the part of the Corporate Governance Statement on page 46 relating to the Company's compliance with the eleven provisions of the 2014 UK Corporate Governance Code specified for our review.

We have nothing to report in respect of the above responsibilities.

Scope and responsibilities

As explained more fully in the Directors' Responsibilities Statement set out on page 75, the Directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. A description of the scope of an audit of Financial Statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate. This report is made solely to the Company's members as a body and is subject to important explanations and disclaimers regarding our responsibilities, published on our website at www.kpmg.com/uk/auditscopeukco2014a, which are incorporated into this report as if set out in full and should be read to provide an understanding of the purpose of this report, the work we have undertaken and the basis of our opinions.

Stuart Crisp (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

29 February 2016

Consolidated Statement of Comprehensive Income
for the year ended 31 December 2015

	Note	**Year ended 31 December 2015 £'000**	Year ended 31 December 2014 £'000
Revenue		**281,734**	248,131
Cost of sales		**(56,355)**	(52,443)
Gross profit		**225,379**	195,688
Distribution expenses		**(34,151)**	(34,037)
Administrative expenses		**(110,774)**	(97,787)
Operating profit	5	**80,454**	63,864
Net finance costs	7	**(658)**	(1,865)
Share of profit of associate	23	**–**	59
Profit on disposal of associate	23	**–**	3,901
Profit before tax		**79,796**	65,959
Taxation	8	**(16,362)**	(13,141)
Profit for the year		**63,434**	52,818
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation		**–**	(4)
Other comprehensive income for the year		**–**	(4)
Total comprehensive income for the year		**63,434**	52,814

All profit and comprehensive income is attributable to the equity holders of the Company.

Earnings per share			
Basic earnings per ordinary share (p)	9	**11.6**	9.7
Diluted earnings per ordinary share (p)	9	**11.6**	9.6

Consolidated Statement of Financial Position

at 31 December 2015

	Note	**31 December 2015 £'000**	31 December 2014 £'000
Assets			
Non-current assets			
Property, plant and equipment	11	**8,730**	9,395
Intangible assets	12	**163,908**	166,498
Total non-current assets		**172,638**	175,893
Current assets			
Trade and other receivables	13	**27,963**	27,526
Prepayments		**4,474**	3,096
Cash and cash equivalents	17	**16,662**	43,146
Total current assets		**49,099**	73,768
Total assets		**221,737**	249,661
Liabilities			
Non-current liabilities			
Borrowings	14	**–**	29,970
Deferred tax liabilities	15	**7,627**	7,754
Total non-current liabilities		**7,627**	37,724
Current liabilities			
Trade and other payables	14	**40,727**	56,375
Current tax liabilities		**7,597**	7,440
Total current liabilities		**48,324**	63,815
Total liabilities		**55,951**	101,539
Equity			
Share capital	16	**110**	109
Share premium		**202,434**	202,217
Reserve for own shares		**(3,882)**	–
Retained earnings		**(91,603)**	(112,838)
Other reserves		**58,727**	58,634
Total equity		**165,786**	148,122
Total equity and liabilities		**221,737**	249,661

The Financial Statements were approved by the Board of Directors and authorised for issue on 29 February 2016. They were signed on its behalf by:

Peter Plumb
Chief Executive Officer

Matthew Price
Chief Financial Officer

Consolidated Statement of Changes in Equity
for the year ended 31 December 2015

	Note	Issued share capital £'000	Share premium £'000	Reserve for own shares £'000	Retained earnings £'000	Other reserves £'000	Total £'000
At 1 January 2014		**108**	**201,841**	**–**	**(126,826)**	**58,638**	**133,761**
Foreign currency translation		–	–	–	–	(4)	(4)
Profit for the year		–	–	–	52,818	–	52,818
Total income and expense for the year		–	–	–	52,818	(4)	52,814
New shares issued		–	376	–	–	–	376
Exercise of LTIP awards		1	–	–	–	–	1
Distribution in relation to LTIP		–	–	–	(917)	–	(917)
Equity dividends	10	–	–	–	(40,486)	–	(40,486)
Share-based payments	18	–	–	–	2,052	–	2,052
Tax effect of share-based payments		–	–	–	521	–	521
At 31 December 2014		**109**	**202,217**	**–**	**(112,838)**	**58,634**	**148,122**
Foreign currency translation		–	–	–	–	–	–
Profit for the year		–	–	–	63,434	–	63,434
Total income and expense for the year		–	–	–	63,434	–	63,434
Transfer of foreign exchange reserve		–	–	–	(93)	93	–
New shares issued		–	217	–	–	–	217
Purchase of shares by employee trusts		–	–	(3,882)	–	–	(3,882)
Exercise of LTIP awards		1	–	–	–	–	1
Distribution in relation to LTIP		–	–	–	(656)	–	(656)
Equity dividends	10	–	–	–	(44,989)	–	(44,989)
Share-based payments	18	–	–	–	2,617	–	2,617
Tax effect of share-based payments		–	–	–	922	–	922
At 31 December 2015		**110**	**202,434**	**(3,882)**	**(91,603)**	**58,727**	**165,786**

Other reserves
The other reserves balance represents the merger and revaluation reserves generated upon the acquisition of Moneysupermarket.com Financial Group Limited by the Company, as discussed below, and a capital redemption reserve for £19,000 arising from the acquisition of 95,294,118 deferred shares of 0.02p by the Company from Simon Nixon.

Upon the acquisition of Moneysupermarket.com Financial Group Limited, a merger reserve of £60,750,000 for 15% of the fair value of assets acquired, a merger reserve of £16,923,000 for 45% of the book value transferred from a company under common control, and a revaluation reserve of £65,345,000 representing 45% of the fair value of the intangible assets transferred from a company under common control, were recognised. Amounts were transferred from these reserves to retained earnings as the goodwill and other intangibles balances which relate to this acquisition were impaired and amortised.

Reserve for own shares
The reserve for the Company's own ordinary shares comprises the cost of the Company's ordinary shares held by the Group through employee trusts. At 31 December 2015, the Group held 425,225 ordinary shares at a cost of 0.02p per share through a Share Incentive Plan trust for the benefit of the Group's employees.

The Group also held 1,214,301 shares through an Employee Benefit Trust acquired during the year at a cost of 317.34p per share for the benefit of employees participating in the various Long Term Incentive Plan schemes.

Consolidated Statement of Cash Flows

for the year ended 31 December 2015

	Note	Year ended 31 December 2015 £'000	Year ended 31 December 2014 £'000
Operating activities			
Profit for the year		**63,434**	52,818
Adjustments to reconcile profit for the year to net cash flow from operating activities:			
Depreciation of property, plant and equipment	11	**2,605**	3,446
Amortisation of intangible assets	12	**22,235**	23,957
Share of profit of associate	23	**–**	(59)
Profit on disposal of associate	23	**–**	(3,901)
Contingent payable in relation to the acquisition of MoneySavingExpert.com	3	**4,819**	3,908
(Profit)/loss on disposal of property, plant and equipment		**–**	(47)
Net finance costs	7	**658**	1,865
Equity-settled share-based payment transactions	18	**2,617**	2,052
Tax charge	8	**16,362**	13,141
Change in trade and other receivables		**(1,020)**	(6,524)
Change in trade and other payables		**350**	4,715
Tax paid		**(15,186)**	(11,404)
Net cash flow from operating activities		**96,874**	83,967
Investing activities			
Interest received	7	**182**	194
Acquisition of trade and assets	3	**(20,566)**	(1,500)
Disposal of associate		**–**	5,292
Acquisition of property, plant and equipment	11	**(1,940)**	(1,631)
Acquisition of technology related intangible assets	12	**(20,526)**	(9,715)
Net cash used in investing activities		**(42,850)**	(7,360)
Financing activities			
Proceeds from exercise of Long Term Incentive Plan		**1**	1
Proceeds from share issue		**218**	376
Proceeds from borrowings	17	**20,000**	20,000
Repayment of borrowings	17	**(50,000)**	(50,000)
Purchase of shares by employee trusts		**(3,882)**	–
Payment of transaction costs relating to financing facilities		**(550)**	–
Interest paid	7	**(650)**	(1,367)
Distribution in relation to Long Term Incentive Plan		**(656)**	(917)
Dividends paid	10	**(44,989)**	(40,486)
Net cash used in financing activities		**(80,508)**	(72,393)
Net (decrease)/increase in cash and cash equivalents		**(26,484)**	4,214
Cash and cash equivalents at start of year		**43,146**	38,935
Effects of foreign exchange differences		**–**	(3)
Cash and cash equivalents at end of year	17	**16,662**	43,146

Notes to the Consolidated Financial Statements

1. Corporate information

The Consolidated Financial Statements of Moneysupermarket.com Group PLC (Company), a company incorporated in England, and its subsidiaries for the year ended 31 December 2015, were authorised for issue in accordance with a resolution of the Directors on 29 February 2016. The Consolidated Financial Statements have been prepared and approved by the Directors in accordance with International Financial Reporting Standards as adopted by the EU (Adopted IFRSs). The Company has elected to prepare its Company Financial Statements in accordance with FRS 102 - The Financial Reporting Standard applicable in the UK and Republic of Ireland; these are presented on pages 104 to 110.

2. Summary of significant accounting policies

Basis of preparation

The Financial Statements are prepared on the historical cost basis. Comparative figures presented in the Financial Statements represent the year ended 31 December 2014. The Financial Statements are prepared on a going concern basis, which the Directors deem appropriate, given the Group's positive cash position, continued growth and forecast profitability.

Use of estimates and judgements

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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 and in any future periods affected.

The most significant areas of estimation uncertainty, and areas where critical judgements are made in applying accounting policies that have a material effect on the Financial Statements, are listed below. The uncertainties encountered, and judgements made, are described in more detail in the relevant accounting policies and accompanying notes:

- Note 3 contingent consideration and remuneration on acquisitions
- Note 12 goodwill and other intangibles, including the capitalisation of software and development costs
- Note 13 revenue recognition

Basis of consolidation

These Consolidated Financial Statements incorporate the Financial Statements of the Company and all its subsidiaries.

Subsidiaries are entities controlled by the Group. Control exists when the Group has power over the investee, exposure or rights to variable returns and the ability to use its power over the investee to affect its returns. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date that control commences until the date that control ceases.

Accounting for business combinations

From 1 January 2010 the Group has applied IFRS 3 Business Combinations (2008) in accounting for business combinations. The change in accounting policy has been applied prospectively.

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.

Acquisitions on or after 1 January 2010

For acquisitions on or after 1 January 2010, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

2. Summary of significant accounting policies *continued*

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent amount payable is recognised at fair value at the acquisition date. If the contingent amount is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent amount are recognised in profit or loss. Where the contingent amount is dependent on future employment, it shall be treated as a cost of continuing employment, and therefore is recognised as an expense over the relevant period.

Acquisitions between 22 June 2007 and 1 January 2010

For acquisitions between 22 June 2007 and 1 January 2010, goodwill represents the excess of the cost of the acquisition over the Group's interest in the recognised amount (generally fair value) of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess was negative, a bargain purchase gain was recognised immediately in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations were capitalised as part of the cost of the acquisition.

The Group was established via a series of transactions that occurred concurrently on 22 June 2007. These comprised the incorporation of the Company with Simon Nixon as sole shareholder, the acquisition by the Company using a share for share exchange of Simon Nixon's 45% interest in Moneysupermarket.com Financial Group Limited and the acquisition by the Company of all other shares in Moneysupermarket.com Financial Group Limited from third parties. The acquisition of Simon Nixon's shares was between two parties, being Simon Nixon and the Company, who were under common control at the time of the transaction. The acquisition was of an interest in a company which gave the investor a significant influence in the company and it was concluded that this arrangement was a common control transaction and not within the scope of IFRS 3 Business Combinations. As a result the Company accounted for this 45% interest in Moneysupermarket.com Financial Group Limited at original carrying value rather than fair value at the date of the acquisition. The acquisition of the remaining shares in Moneysupermarket.com Financial Group Limited was accounted for in accordance with IFRS 3 Business Combinations applying the accounting guidance for a business combination achieved in stages. This resulted in the fair value of the identifiable assets, liabilities and contingent liabilities of Moneysupermarket.com Financial Group Limited being recognised in full and the goodwill in respect of the acquisition from third parties being recognised.

Revenue

The Group generates fees from internet lead generation (click based revenue), commissions from brokerage sales and advertising through a variety of contractual arrangements. The Group recognises click based revenues and associated costs in the period that the lead is generated. Brokerage commissions are recognised at the point of completion of the transaction with the customer. Advertising revenue is recognised in the period when an advertisement is delivered to the end user.

Revenue is recognised net of value added tax.

Cost of Sales

The Group recognises associated costs of internet lead generation in the period that the lead is generated. Costs in respect of cashback payments to customers are included in cost of sales.

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the Statement of Comprehensive Income on a straight-line basis over the estimated useful life of each part of an item of property, plant and equipment. Land is not depreciated. Assets under construction are not depreciated until brought into use. The estimated useful lives are as follows:

Buildings	50 years
Plant and equipment (including IT equipment)	3 years
Fixtures and fittings	5 years
Office equipment	5 years

The useful lives and depreciation rates are reassessed at each reporting date.

2. Summary of significant accounting policies *continued*

Intangible assets

Goodwill

Goodwill is measured at cost less any accumulated impairment losses, with the carrying value being reviewed for impairment at least annually, and whenever there is an indication that the carrying value may be impaired.

Other intangible assets

The cost of other intangible assets acquired in a business combination is fair value as at the date of acquisition. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. All the Group's intangible assets (other than goodwill) have been identified as having finite useful lives. As such, they are amortised on a straight-line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life, is reviewed at least at each financial year end. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Comprehensive Income in the expense category consistent with the function of the intangible asset. The estimated useful lives are as follows:

Market-related	10 years
Customer relationships	7 years
Non-compete agreement	4 years
Customer lists	3 years
Technology	3 years

Market-related intangible assets are defined as those that are primarily used in the marketing or promotion of products and services, for example trademarks, trade names and internet domain names.

Customer-related intangible assets consist of customer lists, customer contracts and relationships, and non-contractual customer relationships. For accounting purposes, customer relationships and customer lists have been identified separately. Relationships with high-profile customers provide the Group with prominence in the marketplace, create volume and traffic on the website, and enhance the reputation of the brand. Customer lists allow the Group to undertake targeted marketing activities.

Technology-based intangible assets relate to innovations and technical advances such as computer software, patented and unpatented technology, databases and trade secrets.

Impairment

The carrying amounts of the Group's assets are reviewed annually to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Comprehensive Income.

For the purposes of impairment reviews, the recoverable amount of the Group's assets is taken to be the higher of their fair value less costs to sell and their value in use.

Research and development

Expenditure on research activities, undertaken with the prospect of gaining technical knowledge and understanding, is charged to the Consolidated Statement of Comprehensive Income when incurred. Development expenditure is capitalised when it meets the criteria outlined in IAS 38. Expenditure that does not meet the criteria is expensed directly to the Consolidated Statement of Comprehensive Income.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand are included as a component of cash and cash equivalents for the purpose only of the Consolidated Statement of Cash Flows.

Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the Consolidated Statement of Comprehensive Income as incurred.

2. Summary of significant accounting policies *continued*

Share-based payment transactions
The Group's share schemes allow certain Group employees to acquire ordinary shares in the Company. The fair value of share awards made is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at award date and spread over the period during which the employees become unconditionally entitled to the awards. The fair values of the share awards are measured using the Monte Carlo method for options subject to a market-based condition and the Black-Scholes model for all others, taking into account the terms and conditions upon which the awards were made. The amount recognised as an expense is adjusted to reflect the number of share awards expected to vest.

Short-term employee benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are recognised in the Consolidated Statement of Comprehensive Income as the related service is provided.

A provision is recognised for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Advertising costs
The Group incurs costs from advertising via a number of different media. Costs associated with the production of adverts are recognised as an expense in the Consolidated Statement of Comprehensive Income only once the advert is available to the Group in a format ready for use, having been approved for airing or displaying. The cost of airing or displaying the advert is taken as an expense in the period in which the advert is aired or displayed.

Finance income
Finance income comprises interest receivable, which is recognised in the Consolidated Statement of Comprehensive Income as it accrues using the effective interest method.

Finance costs
Finance costs comprise of interest charged on borrowings, and the unwind of the discount on contingent remuneration. Borrowings are recognised initially at fair value less directly attributable transaction costs. The effective interest rate method is then used for subsequent re-measurement of borrowings at amortised cost. The unwind of the discount on contingent remuneration is charged to the Consolidated Statement of Comprehensive Income as an interest expense.

Operating leases
Rental payments under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed. Lease incentives and rent-free periods are amortised through the Consolidated Statement of Comprehensive Income over the term of the relevant lease.

Dividends
Dividends payable to the Company's shareholders are recognised as a liability and deducted from shareholders' equity in the period in which the shareholders' right to receive payment is established.

Taxation
Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Notes to the Consolidated Financial Statements *continued*

2. Summary of significant accounting policies *continued*

Deferred tax liabilities are recognised at the expected future tax rate of the value of the intangible assets with finite lives which are acquired through business combinations representing the tax effect of the amortisation of these assets in future periods.

These liabilities will decrease in line with the amortisation of the related intangible assets, with the deferred tax credit recognised in the Statement of Comprehensive Income in accordance with IAS 12.

Research and development tax credits are accounted for in accordance with IAS 20 as a government grant. The credit is recognised once a reasonable estimate of the amount can be made.

Reserve for own shares

The Group has a number of equity-settled, share-based employee incentive plans. In connection with these, shares in the Company are held by an Employee Benefit Trust ('EBT'). The assets and liabilities of the EBT are required to be consolidated within these accounts as it is deemed to be under de facto control of the Group. The assets of the EBT mainly comprise MoneySuperMarket.com Group PLC shares, which are shown as a deduction from total equity at cost.

Group management of capital

The Group's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In assessing the level of capital all components of equity are taken into account, i.e. share capital, retained earnings and reserves (where applicable), as well as unvested share options and awards.

In line with internal capital management requirements, the Group manages its cash balances by, where possible, depositing them with a number of financial institutions to reduce credit risk. During the year, the Group made a net repayment of £30m on its previous credit facility before entering into a new financing arrangement. The Group was subject to externally imposed quarterly covenants on the previous facility during the period based on EBITDA, interest and net debt. During the year and prior to the facility being replaced, none of these covenants were breached.

In December 2015, the Group secured a new three-year revolving credit facility for an amount of £100m in committed funds provided in equal parts by Lloyds Bank PLC and Barclays Bank PLC with half-yearly covenant testing based on adjusted leverage and interest cover ratios. The Group also has an accordion option to apply to the banks for up to an additional £100m of committed funds during the first two years of the facility.

This replaced the previous facility provided by Lloyds. The Group has no amounts drawn down from the facility at 31 December 2015.

Management of capital focuses around the Group's ability to generate cash from its operations. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to raise funds. The Group believes it is meeting its objectives for managing capital as funds are available for reinvestment where necessary as well as being in a position to make returns to shareholders where this is felt appropriate.

There were no changes to the Group's approach to capital management during the year.

Standards, amendments and interpretations adopted during the period

The Group has adopted the following standards, amendments and interpretations which have not had a significant impact on the Group's results:

- IFRS 2 'Share-based payment'
- IFRS 3 'Business combinations'
- IFRS 8 'Operating segments'
- IFRS 13 'Fair value measurement'
- IAS 16 'Property, plant and equipment'
- IAS 24 'Related party disclosures'
- IAS 40 'Investment property'

Standards, amendments and interpretations issued but not yet effective

A number of new standards, amendments to standards and interpretations have been issued but are not yet effective, and therefore have not yet been adopted by the Group. These are not expected to have a material impact on the Group's accounts when adopted, except where stated.

2. Summary of significant accounting policies *continued*

IFRS 9 'Financial instruments' (2010) – On 28 October 2010, the IASB published a revised version of IFRS 9 'Financial instruments'. The revised standard retains the requirements for classification and measurement of financial assets that were published in November 2009 but adds guidance on the classification and measurement of financial liabilities. As part of its restructuring of IFRS 9, the IASB also copied the guidance on derecognition of financial instruments and related implementation guidance from IAS 39 'Financial instruments: recognition and measurement to IFRS 9'. On 19 November 2011, the IASB issued 'Mandatory effective date and Transition Disclosures. IFRS 9 has not yet been adopted by the EU and the effective date is currently unknown.

IFRS 15 'Revenue from Contracts with Customer' (2014) – The standard applies to an entity's first annual statements beginning on or after 1 January 2018. IFRS 15 establishes a comprehensive framework for determing when to recognise revenue and how much revenue to recognise. We are assessing the impact of IFRS 15 and will conduct a systematic review to ensure that the impact of the new standard is fully understood in advance of the effective date. It is not currently practicable to quantify the impact of this standard.

IFRS 16 'Leases' - In January 2016, the IASB issued IFRS 16 - Leases which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. IFRS 16 is effective from 1 January 2019.

3. Acquisitions

MoneySavingExpert.com (MSE)

On 21 September 2012, the Group acquired certain trade and assets from Martin Lewis and his company MoneySavingExpert.com. Additional amounts of up to £27.0m became payable on the third anniversary of the completion of the acquisition. The amount payable depended in part upon the achievement of a number of non-financial performance measures specified in the purchase agreement and was, in part, at the discretion of the Company's Board, subject to the continued employment of Martin Lewis.

The arrangement to pay these additional amounts has been accounted for separate to the business combination as remuneration as their payment was linked to the continued employment of Martin Lewis.

The benefit payable has been charged to the Consolidated Statement of Comprehensive Income over the period in which services have been provided (the earnout period) as an employment expense. Management estimated the benefit payable by assessing, amongst other things, the performance of the acquired business since acquisition, against the measures specified in the purchase agreement. Measurement was inherently subjective due to the nature of the earnout variables and the length and timing of the earnout period. During the year £4.8m (2014: £3.9m) has been charged to the Consolidated Statement of Comprehensive Income as an employment expense, and £0.4m (2014: £0.3m) has been recognised as an expense within net finance costs, being the unwinding of the discount rate applied. The final payment of £20.6m was paid in November 2015.

OnTrees

On 14 March 2014, the Group acquired the trade and assets of OnTrees for consideration of £1.5m paid in cash. Accordingly £1.5m of goodwill has been recognised in the Consolidated Statement of Financial Position in relation to the acquisition. OnTrees is a bank account and credit card aggregation service provider.

Notes to the Consolidated Financial Statements *continued*

4. Segmental information

Business segments

In applying IFRS 8 – Operating segments, the Group has disclosed five reportable segments, being Money, Insurance, Travel, Home Services and MoneySavingExpert.com. Money, Insurance and Home Services operate under the brand name MoneySuperMarket.com, and Travel under the brand name TravelSupermarket.com, however, all four segments are reported separately. MoneySavingExpert.com is disclosed as a separate operating segment, with revenue generated by Financial Services Net Limited and the shopping and vouchers channel reported within 'Other'. This disclosure correlates with the information which is presented to the Group's Chief Operating Decision Maker, the Company Board, which reviews revenue by segment. The Group's costs, finance income, tax charges and net assets are only reviewed by the Chief Operating Decision Maker at a consolidated level, with the exception of MoneySavingExpert.com, and therefore have not been allocated between all segments in the analysis below. All of the Group revenue of £281.7m (2014: £248.1m) reported in 2015 was generated in the UK.

	Money £'000	Insurance £'000	Travel £'000	Home £'000	Money Saving Expert £'000	Reportable segments Total £'000	Other £'000	Inter-segmental revenue £'000	**Total £'000**
Year ended 31 December 2015									
Revenue									
Segment revenue	72,370	140,239	24,514	37,453	30,728	305,304	125	(23,695)	**281,734**
Results									
Operating expenses					(9,375)				**(201,280)**
Operating profit					21,353				**80,454**
Net finance costs									**(658)**
Profit before tax									**79,796**
Taxation									**(16,362)**
Profit for the year									**63,434**
At 31 December 2015									
Assets and liabilities									
Intangible assets (excluding goodwill)									**54,823**
Goodwill									**109,085**
Other unallocated assets									**57,829**
Total assets									**221,737**
Deferred tax liabilities									**7,627**
Other unallocated liabilities									**48,324**
Total liabilities									**55,951**
Other segment information									
Capital expenditure									
Property, plant and equipment									**1,940**
Intangible assets									**19,645**
Total capital expenditure									**21,585**
Depreciation									**2,605**
Amortisation									**22,235**

4. Segmental information *continued*

	Money £'000	Insurance £'000	Travel £'000	Home £'000	Money Saving Expert £'000	Reportable segments Total £'000	Other £'000	Inter-segmental revenue £'000	**Total £'000**
Year ended 31 December 2014									
Revenue									
Segment revenue	58,903	138,013	22,648	22,351	22,848	264,763	214	(16,846)	**248,131**
Results									
Operating expenses					(7,714)				**(184,267)**
Operating profit					15,134				**63,864**
Net finance costs									**(1,865)**
Share of profit of associate									**59**
Profit on disposal of associate									**3,901**
Profit before tax									**65,959**
Taxation									**(13,141)**
Profit for the year									**52,818**
At 31 December 2014									
Assets and liabilities									
Intangible assets (excluding goodwill)									**57,413**
Goodwill									**109,085**
Other unallocated assets									**83,163**
Total assets									**249,661**
Deferred tax liabilities									**7,754**
Other unallocated liabilities									**93,785**
Total liabilities									**101,539**
Other segment information									
Capital expenditure									
Property, plant and equipment									**1,681**
Intangible assets									**14,641**
Total capital expenditure									**16,322**
Depreciation									**3,446**
Amortisation									**23,957**

5. Results from operating activities

	31 December 2015 £'000	31 December 2014 £'000
Profit on ordinary activities before taxation is stated after charging/(crediting)		
Depreciation of property, plant and equipment	**2,605**	3,446
Amortisation of intangible assets	**22,235**	23,957
Research and development expenditure	**750**	2,589
Research and development expenditure credit	**(75)**	(258)
Operating lease rentals	**717**	656
Auditor's remuneration:		
Audit of these Financial Statements	**127**	129
Audit of subsidiaries' Financial Statements	**80**	80
Review of interim Financial Statements	**29**	28
Taxation compliance services	**24**	25
Taxation advisory services	**57**	64
Other services	**67**	21

Notes to the Consolidated Financial Statements *continued*

6. Staff numbers and cost

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	Number of employees 31 December 2015	Number of employees 31 December 2014
IT operations	**159**	142
Administration	**407**	371
	566	513

The aggregate payroll costs of these persons were as follows:

	31 December 2015 £'000	31 December 2014 £'000
Wages and salaries	**34,394**	29,641
Compulsory social security contributions	**4,093**	3,512
Contributions to defined contribution plans	**1,492**	1,160
Equity-settled share-based payment transactions	**2,617**	2,052
Social security contributions related to share awards and options	**1,100**	575
	43,696	36,940

In addition to the above, £4,819,000 (2014: £3,908,000) has been charged to the Consolidated Statement of Comprehensive Income during the period in relation to the contingent remuneration expected to become payable in relation to the acquisition of MoneySavingExpert.com.

7. Net finance costs

	31 December 2015 £'000	31 December 2014 £'000
Finance income		
Interest received on bank deposits	**182**	194
Finance expense		
Interest payable on loan facility	**(420)**	(1,728)
Unwind of discount on contingent remuneration	**(420)**	(331)
	(840)	(2,059)
Net finance costs	**(658)**	(1,865)

8. Taxation

Tax charged in the Consolidated Statement of Comprehensive Income

	31 December 2015 £'000	31 December 2014 £'000
Current tax		
Current tax on income for the year	**17,355**	15,213
Adjustment in relation to prior period	**(1,150)**	(255)
	16,205	14,958
Deferred tax		
Origination and reversal of temporary differences	**(937)**	(1,819)
Adjustments due to change in corporation tax rate	**(11)**	–
Adjustment in relation to prior period	**1,105**	2
	157	(1,817)
Tax expense for the year	**16,362**	13,141

8. Taxation *continued*

Reconciliation of the effective tax rate

The tax charge for the year is higher (2014: lower) than the effective standard rate of corporation tax in the UK in 2015 of 20.25% (2014: 21.5%). The differences are explained below.

	31 December 2015 £'000	31 December 2014 £'000
Profit for the year	**79,796**	65,959
Standard rate of tax at 20.25% (2014: 21.5%)	**16,158**	14,181
Effects of:		
Expenses not deductible for tax purposes	**322**	279
Other current and deferred tax movements	**21**	13
Impact of changes in tax rate	**(95)**	(240)
Profit on disposal exempt from tax	**–**	(839)
Adjustment in relation to prior periods	**(44)**	(253)
Tax expense for the year	**16,362**	13,141

Reduction in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the Company's future current tax charge accordingly and reduces the deferred tax liabilities at 31 December 2015 which have been calculated based on the applicable tax rate for the period that the timing difference is likely to reverse.

9. Earnings per share

Basic earnings per share

Basic earnings per share amounts are calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company, by the weighted average number of ordinary shares outstanding during the year. The Company's own shares held by employee trusts are excluded when calculating the weighted average number of ordinary shares outstanding.

Diluted earnings per share

Diluted earnings per share amounts are calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company, by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares.

Earnings per share

Basic and diluted earnings per share has been calculated on the following basis:

	2015	2014
Profit after taxation attributable to ordinary equity holders (£'000)	**63,434**	52,818
Basic weighted average ordinary shares in issue (millions)	**546.3**	544.4
Dilutive effect of share-based instruments (millions)	**2.6**	6.1
Diluted weighted average ordinary shares in issue (millions)	**548.9**	550.5
Basic earnings per ordinary share (p)	**11.6**	9.7
Diluted earnings per ordinary share (p)	**11.6**	9.6

10. Dividends

	2015 £'000	2014 £'000
Declared and paid during the year:		
Equity dividends on ordinary shares:		
Final dividend for 2013: 5.12p per share	**–**	27,899
Interim dividend for 2014: 2.31p per share	**–**	12,587
Final dividend for 2014: 5.69p per share	**31,032**	–
Interim dividend for 2015: 2.55p per share	**13,957**	–
Proposed for approval (not recognised as a liability at 31 December):		
Equity dividends on ordinary shares:		
Final dividend for 2015: 6.60p per share (2014: 5.69p per share)	**36,136**	31,032

Notes to the Consolidated Financial Statements *continued*

11. Property, plant and equipment

	Land and buildings £'000	Under construction £'000	Plant and equipment £'000	Office equipment £'000	Fixtures and fittings £'000	Total £'000
Cost:						
At 1 January 2014	6,335	1	26,128	869	1,713	35,046
Additions	–	–	1,498	119	64	1,681
Disposals	–	(1)	(391)	(1)	–	(393)
At 31 December 2014	6,335	–	27,235	987	1,777	36,334
Additions	508	–	1,206	216	10	1,940
At 31 December 2015	**6,843**	**–**	**28,441**	**1,203**	**1,787**	**38,274**
Depreciation:						
At 1 January 2014	768	–	21,883	432	800	23,883
Depreciation for the year	123	–	2,880	141	302	3,446
Disposals	–	–	(389)	(1)	–	(390)
At 31 December 2014	891	–	24,374	572	1,102	26,939
Depreciation for the year	131	–	2,019	167	288	2,605
At 31 December 2015	**1,022**	**–**	**26,393**	**739**	**1,390**	**29,544**
Carrying amounts:						
At 31 December 2014	5,444	–	2,861	415	675	9,395
At 31 December 2015	**5,821**	**–**	**2,048**	**464**	**397**	**8,730**

Included within the above figures are accrued costs of £50,000 (2014: £50,000).

12. Intangible assets

	Market related £'000	Customer relationship £'000	Customer list £'000	Technology related £'000	Goodwill £'000	Total £'000
Cost:						
At 1 January 2014	148,659	69,288	2,323	17,358	180,399	418,027
Additions internally developed	–	–	–	14,641	–	14,641
Additions through business combination	–	–	–	–	1,500	1,500
Disposals	–	–	–	(5,900)	–	(5,900)
At 31 December 2014	148,659	69,288	2,323	26,099	181,899	428,268
Additions internally developed	–	–	–	19,645	–	19,645
At 31 December 2015	**148,659**	**69,288**	**2,323**	**45,744**	**181,899**	**447,913**
Amortisation:						
At 1 January 2014	92,810	64,677	1,658	11,754	72,814	243,713
Disposals	–	–	–	(5,900)	–	(5,900)
Amortisation charge for the year	14,570	4,611	388	4,388	–	23,957
At 31 December 2014	107,380	69,288	2,046	10,242	72,814	261,770
Amortisation charge for the year	14,573	–	277	7,385	–	22,235
At 31 December 2015	**121,953**	**69,288**	**2,323**	**17,627**	**72,814**	**284,005**
Carrying amounts						
At 31 December 2014	41,279	–	277	15,857	109,085	166,498
At 31 December 2015	**26,706**	**–**	**–**	**28,117**	**109,085**	**163,908**

Included within the above additions are accrued costs of £4.0m (2014: £4.9m).

As highlighted in Note 2, there is a degree of uncertainty regarding the recognition of costs incurred in developing technology related intangible assets. This is due to the asset recognition criteria being predicated on future economic benefit flowing to that asset. Management are confident however that any spend capitalised satisfies the criteria of IAS38 - Intangible Assets and, where relevant, SIC-32 Intangible Assets - Web Site Costs. On an annual basis, or where an indication exists, the Group is required to assess its goodwill and intangible assets for impairment.

12. Intangible assets *continued*

During 2007 the Group employed the services of an appropriately qualified and experienced independent third party to value the intangible assets acquired from Moneysupermarket.com Financial Group Limited. This valuation was used as the initial carrying value for these assets. Following the impairment in 2008, the market capitalisation of the Group approximated to the total carrying value of the goodwill, intangible and other non-current assets of the Group. At 31 December 2015 the market capitalisation exceeded the carrying value of the goodwill, intangible and other non-current assets, and net current assets by more than 100% (2014: more than 100%).

On adoption of IFRS 8 the Group was required to allocate goodwill between its cash generating units (CGU) that represent the lowest level within the Group at which goodwill is monitored for internal management purposes, but are not larger than an operating segment as defined by IFRS 8. These CGUs are the five operating segments Insurance, Money, Travel, Home Services and MoneySavingExpert.com. The Group has performed impairment testing at a CGU level. For the original four segments, the goodwill was allocated on 1 January 2009 based on estimates of the relative values of the operating segments at that date with £30.7m allocated to Insurance, £15.5m to Money, £6.6m to Travel and £2.2m to Home Services. The balances at 31 December 2015 are in line with those at 1 January 2009. Goodwill impairment testing for MoneySavingExpert.com has been considered separately from the four operating segments outlined above and the Group.

Impairment review by vertical and Group

For the current year, the recoverable amount of the assets was taken to be their value in use and was calculated by reference to the forecast cash flows.

The present value of the future cash flows has been calculated with the following key assumptions:

- Cash flows for years 1-3 for each CGU represent management's best estimate of future cash flows as at 31 December 2015, and are based upon the Group's approved three year strategic plan incorporating cost of sales, advertising and an allocation of overhead costs. The main assumptions underlying the plan relate to visitor volumes, source of visitors, revenue per transaction/ visitor and marketing spend, which incorporate past experience. The forecast assumes continued growth during the course of the next three years, driven by new media campaigns, exploitation of the Group's data asset and further investments made during 2015 in the core technology underpinning the Group's key channels.
- Cash flows after three years assume no growth.
- Cash flows into perpetuity have been incorporated into the calculations.
- A pre-tax discount rate of 13.5% (2014: 13.5%) has been used in the forecast for the Travel, Insurance, Money and Home Services segments.

A different set of assumptions may be more appropriate in future years dependent on changes to the macro-economic environment.

The analysis performed calculates that the recoverable amount of the assets allocated to the Insurance, Money, Travel and Home Services segments exceeds their carrying value by in excess of 100% (2014: 100%), and as such, no impairment was identified. No reasonably possible change to a key assumption would result in an impairment.

As explained in note 4, whilst the Group is able to allocate revenue between the Insurance, Money, Travel and Home Services operating segments, its cost base is reviewed by the Group's Chief Operating Decision Maker at a Group rather than segmental level, and a number of the significant costs which the Group incurs cannot be allocated either directly or on a reasonable and consistent basis to the CGUs that are each operating segment. Therefore the cash flows estimated for these segments include all of the Group's forecast revenues and an allocation of the Group's forecast costs.

The Group has therefore also performed a further impairment test for the Group as a whole, in a manner consistent with previous years. In these calculations the Group is treated as one group of CGUs, and the test compared the carrying amount, including goodwill and other corporate assets, to the recoverable amount.

The recoverable amount has been estimated based on the present value of its future cash flows, which has been calculated with a set of assumptions consistent with those set out above in relation to the individual operating segment calculations.

The analysis performed calculates that the recoverable amount of the Group's assets exceeds their carrying value by £709m (2014: £656m), and as such, no impairment was identified.

With regard to the Group level impairment testing, no reasonably possible change to a key assumption would result in an impairment (2014: same).

Notes to the Consolidated Financial Statements *continued*

12. Intangible assets *continued*

Impairment review of MoneySavingExpert.com and OnTrees

The recoverable amount has been estimated based on the present value of its future cash flows using the following key assumptions:

- Cash flows for the first three years represent management's best estimate of future cash flows as at 31 December 2015, and are based upon the Group's approved three year strategic plan. The main assumptions underlying the plan relate to visitor numbers, the amount of revenue generated per visitor, and the staff resource required to run the business. The forecast assumes an improvement over the next three years, driven by investments in technology and search engine optimisation.
- Cash flows after three years assume no growth.
- Cash flows into perpetuity have been built into the model.
- A pre-tax discount rate of 16.2% (2014: 16.2%) has been used in the forecast.

As it is intended for OnTrees to be integrated with MoneySavingExpert.com, the carrying value of goodwill associated with the acquisition has been included in the impairment review of this vertical.

The analysis performed calculates that the recoverable amount of the assets exceeds their carrying value by £80.6m (2014: £51m), and as such, no impairment was identified. The discount rate would need to increase to 33% (2014: 28%) with all other assumptions held constant, to give a value in use of MoneySavingExpert.com's assets equal to the carrying value. Similarly, a decrease in the annual cash flows of £12.9m (2014: £9.0m) with all other assumptions held constant, would also give a value in use equal to the carrying value.

Impairment testing of technology related intangible assets

Technology related intangible assets in use by the Group are tested for impairment if there is an indication that the asset may be impaired. The Group also conducts annual impairment testing of significant technology related intangible assets under development and not yet available for use.

The Group is currently undertaking Project Reset, a significant investment in technology infrastructure to resolve a number of issues with legacy systems and to provide a market-leading, cloud enabled technology stack. A supporting element to this project is the development of an Electronic Data Warehouse ('EDW') to act as a data repository and drive improvements in understanding the business and enriching the customer experience.

As the EDW is not yet available for use management have conducted impairment testing as at 31 December 2015. The EDW is designed to perform synergistically with Project Reset as part of the technology stack and management have therefore performed an investment appraisal on a combination of both projects, although Project Reset is already being amortised by the Group.

The recoverable amount has been based on the present value of future cashflows using the following key assumptions:

- Cash flows over the three year useful economic life of the asset represent management's best estimate of future cash flows as at 31 December 2015, and are based upon the Group's approved budget for 2016 – 2018.
- The main assumptions underlying the cashflows relate to improvements in conversion and cross buying and changes in costs for data hosting facilities and service maintenance contracts and will be driven by exploitation of the Group's data asset and further investments made during 2016 in the final year of the capital investment programme. The cashflows are flexed to account for unexpected delays. No impact of the reduction in existing cashflows due to obsolescence of legacy systems if the Projects had not taken place is included due to the difficulty in quantifying and attributing this value.
- Cash flows into perpetuity have not been incorporated into the calculation for prudence, however the asset is expected to generate economic benefit for the Group significantly past 2018.
- A pre-tax discount rate of 13.5% has been used in the forecast, consistent with the Goodwill impairment testing performed at a Group and CGU level.

The analysis performed calculates that the recoverable amount of the assets exceeds their carrying value by £1.0m, and as such, no impairment was identified. The value in use calculations have taken into account both prudent assumptions and useful lives and exclude cashflows which although difficult to quantify would likely be significant and still no impairment exists. It is on this basis, that management do not consider an impairment to exist at 31 December 2015.

13. Trade and other receivables

	31 December 2015 £'000	31 December 2014 £'000
Trade receivables	**27,963**	27,526

All receivables fall due within one year.

As a result of click based revenue being recognised in the period that the lead is generated, there is an element of subjectivity in calculating a revenue accrual as a result of estimating the number of successful applications on the provider's website in the period between the last date of billing and the latest provider data being made available. This revenue accrual can typically represent approximately one month's revenue. The accrued revenue is estimated by considering the volume of clicks that have passed from the Group's websites through to provider websites in the period, the historic conversion of such clicks into completed product purchases, and contracted revenue per transaction. From historical experience and post year end confirmation, the Group expects any differences between the amounts accrued at year end and those amounts subsequently billed to be not materially different.

At 31 December 2015, trade receivables are shown net of a provision for doubtful debts of £188,000 (2014: £213,000), which represents a judgement made by management of which receivables balances are unlikely to be recovered taking into consideration the ageing of the debt, evidence of poor payment history or financial position of a particular debtor.

Movements in the provision for doubtful debts were as follows:

	2015 £'000	2014 £'000
At 1 January	**213**	122
Charge for the year	**39**	149
Amounts written off	**(64)**	(58)
At 31 December	**188**	213

As at 31 December, the analysis of trade receivables that were past due but not impaired is as follows:

			Past due not impaired				
	Total £'000	Neither past due nor impaired £'000	0-30 days £'000	30-60 days £'000	60-90 days £'000	90-120 days £'000	>120 days £'000
At 31 December 2014	27,526	18,111	4,161	4,322	768	–	164
At 31 December 2015	**27,963**	**18,452**	**7,152**	**993**	**612**	**625**	**129**

The Group's standard payment terms are typically 15 days.

Notes to the Consolidated Financial Statements *continued*

14. Trade and other payables

Non-current

	31 December 2015 £'000	31 December 2014 £'000
Unsecured borrowings at amortised cost	–	29,970
	–	29,970

The Group made a net repayment of £30m on its previous bank facility in the year (see note 17). In December 2015, the Group secured a new three-year revolving credit facility for an amount of £100m in committed funds provided in equal parts by Lloyds Bank Plc and Barclays Bank Plc plus an accordion option to apply to the banks for up to an additional £100m of funds during the first two years of the facility. This replaced the previous facility provided by Lloyds. The Group had no amounts drawn down from the facility at 31 December 2015. The balance of the up front arrangement fee, totalling £0.5m, is held within prepayments.

Current

	31 December 2015 £'000	31 December 2014 £'000
Contingent remuneration in relation to the acquisition of MoneySavingExpert.com	–	15,327
Trade payables	**26,305**	27,611
Non-trade payables and accrued expenses	**13,685**	12,883
Deferred income	**737**	554
	40,727	56,375

As a result of click based revenue being recognised in the period that the lead is generated, an accrual for the cost of sales, such as partner revenue share agreements, relating to the revenue accrued at the year end date (see note 13) is included within trade payables.

Contingent remuneration relates to additional amounts of up to £27.0m which became payable on the third anniversary of the completion of the acquisition of MoneySavingExpert.com. The amount payable depended in part upon the achievement of a number of non-financial performance measures specified in the purchase agreement and at the discretion of the Company's Board, subject to the continued employment of Martin Lewis.

The arrangement to pay these additional amounts has been accounted for separately to the business combination as remuneration as their payment was linked to the continued employment of Martin Lewis.

The benefit payable has been charged to the Consolidated Statement of Comprehensive Income over the period in which services have been provided (the earnout period) as an employment expense. Management estimated the benefit payable by assessing, amongst other things, the performance of the acquired business since acquisition, against the measures specified in the purchase agreement. During the year £4.8m (2014: £3.9m) has been charged to the Consolidated Statement of Comprehensive Income as an employment expense, and £0.4m (2014: £0.3m) has been recognised as an expense within net finance costs, being the unwinding of the discount rate applied. The final payment of £20.6m was paid in November 2015.

15. Deferred tax liabilities

Deferred tax assets and liabilities are attributable to the following:

	2015 £'000	2014 £'000
Intangible assets recognised under IFRS	**3,619**	6,262
Share schemes	**(1,546)**	(1,230)
Goodwill related to MoneySavingExpert.com	**5,471**	3,688
Accelerated capital allowances	**83**	(966)
Deferred tax liability at 31 December	**7,627**	7,754

The above deferred tax liability relating to the Goodwill of MoneySavingExpert.com is due to the amortisation of this balance within the individual accounts of the Company which are prepared under a different accounting framework. The recognition of a deferred tax liability within these consolidated accounts is to reflect the tax benefit already claimed by the Group on the Goodwill balance shown.

15. Deferred tax liabilities *continued*

The following table illustrates the movement in the deferred tax liabilities during the year:

	2015 £'000	2014 £'000
At 1 January	**7,754**	9,290
Temporary differences on:		
Intangible assets	**(773)**	(1,595)
Property, Plant and Equipment	**(46)**	(124)
Revaluation of LTIP equity-settled share awards	**(138)**	368
Issue of LTIP equity-settled share awards	**(178)**	(187)
Reduction in corporation tax rate to 19%	**(97)**	–
Adjustment in relation to prior period	**1,105**	2
At 31 December	**7,627**	7,754

Deferred tax liabilities arose from the creation of the intangible assets upon the acquisition of Moneysupermarket.com Financial Group Limited by the Company, and the acquisition of MoneySavingExpert.com. Deferred tax assets arise on share option schemes based on the expected tax deduction on vesting. Deferred tax assets and liabilities have been calculated at the applicable tax rate enacted at the balance sheet date of 19%.

16. Capital

The nominal value of ordinary shares is 0.02p. The following rights attached to the shares in issue during the year:

Ordinary shares

The holders of ordinary shares were entitled to returns of capital, receive a dividend and vote.

Issued and fully paid

Number of shares	Ordinary shares
At 1 January 2015	545,374,936
Issued on exercising of LTIP share awards	1,932,470
Issued on exercising of SAYE options	205,256
At 31 December 2015	**547,512,662**

£	Ordinary shares
At 1 January 2015	109,075
Issued on exercising of LTIP share awards	387
Issued on exercising of SAYE options	41
At 31 December 2015	**109,503**

The Group operates a Long Term Incentive Plan under which conditional nil cost awards of ordinary shares in the Company have been made to certain Directors and employees of the Group, and an HMRC approved Save As You Earn scheme (Sharesave) eligible to all employees (see note 18).

17. Financial instruments

Interest rate risk

The Group invests its cash in a range of cash deposit accounts with UK banks. Interest earned therefore closely follows movements in Bank of England base rates. A movement of 1% in this rate would result in a difference in annual pre-tax profit of £167,000 (2014: £99,000) based on Group cash, cash equivalents and financial instruments at 31 December 2015. At the balance sheet date, £16.7m was invested with Lloyds Banking Group, this being the most invested with any one bank.

Effective interest rates

In respect of interest-earning financial assets, the following table indicates their effective interest rates at the year end date:

	31 December 2015		31 December 2014	
	Effective interest rate	**£'000**	Effective interest rate	£'000
Cash and cash equivalents	**0.50%**	**16,662**	0.75%	43,146

17. Financial instruments *continued*

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group has adopted a policy of only dealing with credit worthy counterparties as a means of mitigating risk of financial loss from default. The Group's exposure is continuously monitored by the credit control team and finance management.

Of the top 75% of the Group's providers by revenue, approximately 50% (2014: 50%) of these are UK quoted companies with the remainder being a mixture of larger UK independent companies and overseas owned or quoted companies. At the balance sheet date, the five largest trade receivables, by provider, accounted for 12% (2014: 15%) of the total trade receivables balance of £27,963,000 (2014: £27,526,000) and the largest individual balance was £1,865,344 (2014: £2,160,876).

Fair values

The Group's financial assets and liabilities are principally short-term in nature, and therefore their fair value is not materially different from their carrying value. The valuation method for the Group's financial assets and liabilities can be defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

All financial assets and liabilities are valued at amortised cost. There have been no transfers between levels in the year.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

Liquidity risk management

The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows. Details of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risks, are set out below:

	Year ended 31 December 2015 £'000	Year ended 31 December 2014 £'000
Unsecured bank loan facilities with a maturity date of 30 September 2016		
– amount used	**-**	30,000
– amount unused	**-**	30,000
Unsecured bank loan facilities with a maturity date of 7 December 2018		
– amount used	**-**	-
– amount unused	**100,000**	-

During the year, a net repayment of £30m was made against the facility with Lloyds Bank Plc that had a maturity date of 30 September 2016.

In December 2015, the Group secured a new three-year revolving credit facility for an amount of £100m in committed funds provided in equal parts by Lloyds Bank Plc and Barclays Bank Plc. This replaced the previously facility provided by Lloyds.

Interest would be payable on the new facility at a rate of LIBOR plus an applicable margin rate based on the adjusted leverage of the Group.

The Group also has an accordion option to apply to the banks for up to an additional £100m of committed funds during the first two years of the facility.

18. Share-based payments

Share Incentive Plan scheme (SIP)

Upon listing, the Company granted £3,000 of ordinary shares at the price of £1.70 per ordinary share to each eligible employee free of charge. If an employee left within one year of listing, all of these ordinary shares were forfeit; between one and two years of listing, 50% were forfeit; between two and three years of listing, 20% were forfeit; and after three years of listing, none were forfeit. 948,184 shares were issued under the Share Incentive Plan scheme in 2007. On 31 July 2010 eligible employees became entitled to receive their allocation of free shares. 17,190 (2014: 33,225) shares have been withdrawn from the trust by employees during the period and a further 45,037 remain held in trust (2014: 62,227).

Long-Term Incentive Plan scheme (LTIP)

During 2012, conditional awards were made over 3,148,724[1] ordinary shares under the Moneysupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees (2012 LTIPs) . Under this scheme, up to 70% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in Adjusted EBITDA from 31 December 2011 to 31 December 2014, and up to 30% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies. On 22 June 2015, the awards vested at 98% of the maximum following full achievement of the TSR performance criteria and near full achievement of the adjusted EBITDA performance criteria.

During 2013, conditional awards were made over 2,324,186[1] ordinary shares under the Moneysupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees (2013 LTIPs) . Under this scheme, up to 70% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in Adjusted EBITDA from 31 December 2012 to 31 December 2015, and up to 30% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies.

During 2014, conditional awards were made over 2,393,584[1] ordinary shares under the Moneysupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees (2014 LTIPs) . Under this scheme, up to 70% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in Adjusted EBITDA from 31 December 2013 to 31 December 2016, and up to 30% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies.

During 2015, conditional awards were made over 1,934,670[1] ordinary shares under the Moneysupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees (2015 LTIPs) . Under this scheme, up to 70% of the award vests at the end of a three year period dependent upon the achievement of a specified average growth rate in Adjusted Earnings per Share from 31 December 2014 to 31 December 2017, and up to 30% of the award vests at the end of a three year period dependent upon the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies.

1 The figures for the awards made in 2012, 2013 and 2014 are the maximum available if the performance targets are met in full, representing 150% of the actual awards made. The figures for the 2015 awards are equal to the awards made as the options vest at a maximum of 100%.

Sharesave scheme

During 2012, the Group established an HMRC approved scheme available to all employees. The scheme allows employees to save an amount of their net pay into a savings account each month, and at the end of the three-year period, choose to either receive back their savings or use them to buy ordinary shares in the Company at a discounted exercise prise. The exercise price for the 2012 Sharesave scheme was fixed at 107.6p per share. On 2 November 2015 the options become exercisable, enabling participants to buy shares at the exercise price of 107.6p. The market price of a share on 2 November 2015 was 335.5p.

During 2013, the Group established a further HMRC approved scheme available to all employees, on the same basis as the schemes established in 2012. The exercise price for the 2013 Sharesave scheme was fixed at 137.5p per share.

During 2014, the Group established a further HMRC approved scheme available to all employees, on the same basis as the schemes established in 2012 and 2013. The exercise price for the 2014 Sharesave scheme was fixed at 149.5p per share.

During 2015, the Group established a further HMRC approved scheme available to all employees, on the same basis as the schemes established in 2012, 2013 and 2014. The exercise price for the 2015 Sharesave scheme was fixed at 264.0p per share.

18. Share-based payments *continued*

Movements in the year

The following table illustrates the number and weighted average exercise price (WAEP) of, and movements in, share options during the year. The number of awards in the table represents the number awarded, of which, in respect of awards granted in 2014 and prior to that, up to 150% could vest:

	Number	WAEP
Outstanding at 1 January 2014	4,799,605	£0.00
LTIP awards made during the year	1,595,722	£0.00
LTIP awards vested and exercised during the year	(1,921,093)	£0.00
LTIP awards forfeit during the year	(434,580)	£0.00
LTIP awards lapsed during the year	–	£0.00
Outstanding at 31 December 2014	4,039,654	£0.00
LTIP awards made during the year	1,934,670	£0.00
LTIP awards vested and exercised during the year	(1,314,963)	£0.00
LTIP awards forfeit during the year	(1,103,437)	£0.00
LTIP awards lapsed during the year	–	£0.00
Outstanding at 31 December 2015	**3,555,924**	**£0.00**

The following table lists the inputs to the Black-Scholes models and Monte Carlo simulations used for the schemes for the year ended 31 December 2015:

	2015 Sharesave	2014 Sharesave	2013 Sharesave	2015 LTIP II	2015 LTIP	2014 LTIP	2013 LTIP
Fair value at grant date (£)	1.46	0.71	0.33	3.26	2.80	1.86	1.91
Share price (£)	3.34	2.00	1.55	3.26	2.80	1.86	1.91
Exercise price (£)	2.64	1.50	1.38	0.0	0.0	0.0	0.0
Expected volatility (%)	63.6	52.3	45.3	60.0	58.0	50.7	45.3
Expected life of option/award (years)	3.0	3.0	3.0	3.0	3.0	3.0	3.0
Weighted average remaining contractual life (years)	2.8	1.8	0.8	2.7	2.4	1.2	0.2
Expected dividend yield (%)	2.5	3.9	3.7	0.0	0.0	0.0	0.0
Risk-free interest rate (%)	0.9	2.3	2.8	0.8	1.8	2.6	2.8

Expected volatility has been estimated by considering historic average share price volatility for the Company or similar companies. Staff attrition has been assessed based on historic retention rates.

The share option charge in the Consolidated Statement of Comprehensive Income can be attributed to the following types of share option and share award:

	2015 £'000	2014 £'000
Long Term Incentive Plan scheme	**2,467**	1,968
Sharesave scheme	**150**	84
	2,617	2,052

19. Operating lease commitments

The future minimum lease commitments under non-cancellable operating leases are as follows:

	Plant and equipment 31 December 2015 £'000	Plant and equipment 31 December 2014 £'000	**Land and buildings 31 December 2015 £'000**	Land and buildings 31 December 2014 £'000
Operating lease commitment payments:				
Within one year	**44**	13	**2,086**	632
Between two and five years	**26**	5	**3,643**	2,529
Over five years	**–**	–	**1,821**	1,844
	70	18	**7,550**	5,005

20. Pensions and other post-employment benefit plans

The Group operates a defined contribution pension scheme based on base salary. The assets of the scheme are held separately from those of the Group in an independently administered fund. The amounts charged to the Consolidated Statement of Comprehensive Income represent the contributions payable to the scheme in respect of the accounting period. In the year ended 31 December 2015 £1,492,352 of contributions were charged to the Consolidated Statement of Comprehensive Income (2014: 1,159,786). As at 31 December 2015 £232,178 (2014: £131,817) of contributions were outstanding on the balance sheet.

21. Commitments and contingencies

Along with most companies of our size, the Group is a defendant in a small number of disputes incidental to its operations and from time to time is under regulatory scrutiny. In aggregate, these are not expected to have a material adverse effect on the Group. Provision has been made for the expected settlement where the Group believes a payment will be made to settle the dispute.

22. Related party transactions

The Group has the following investments in all of its subsidiaries and associates:

	Country of incorporation	Ownership interest %	Principal activity
Moneysupermarket.com Financial Group Limited	UK	100	Holding company
Moneysupermarket.com Limited	UK	100	Internet price comparison
Moneysupermarket.com Financial Group Holdings Limited	UK	100	Holding company
MoneySavingExpert.com Limited	UK	100	Personal finance website
Travelsupermarket.com Limited	UK	100	Dormant
Insuresupermarket.com Limited	UK	100	Dormant
Mortgage 2000 Limited	UK	100	Financial intermediary services
Moneysupermarket Limited	UK	100	Dormant
Financial Services Net Limited	UK	100	Financial intermediary services

The Company is the ultimate parent entity of the Group. Intercompany transactions with wholly-owned subsidiaries have been excluded from this note, as per the exemption offered in IAS 24. The list above represents all companies within the Group.

Transactions with key management personnel

In addition to their salaries, the Group also provides non-cash benefits to Directors and Executive Officers. Directors and Executive Officers also participate in the Group's Long Term Incentive Plan scheme, see note 18.

Michael Wemms, Bruce Carnegie-Brown, Simon Nixon, Peter Plumb, Graham Donoghue, Matthew Price, Robin Klein, Robin Freestone and Sally James in total received dividends from the Group totalling £7,041,094 (2014: £6,820,037). Michael Wemms and Robin Klein ceased to be Directors on 30 April 2015, Graham Donoghue ceased to be a Director on 8 October 2015. Simon Nixon ceased to be a Director on 31 December 2015.

There were no amounts outstanding to the Company or any future commitments of the Company as at 31 December 2015 (2014: nil).

Key management personnel compensation

Key management, defined as the executive management team, received the following compensation during the year:

	31 December 2015 £'000	31 December 2014 £'000
Short-term employee benefits	**2,440**	2,148
Short-term contractor payments	**97**	–
Share-based payments	**1,921**	1,511
Post-employment benefits	**480**	341
	4,938	4,000

In addition to the above, the executive management team received a bonus of £2,828,768 (2014: £2,663,000) in relation to the reporting period.

23. Disposal of associate

On 7 May 2014, MoneySuperMarket.com Financial Group Limited, sold its investment in HD Decisions Limited to a third party. The investment was sold for a maximum consideration of up to £7.1m, including a deferred element payable of up to £1.9m (of which nil is recognised in these accounts) dependent upon the achievement of certain financial targets. The profit on disposal of HD Decisions Limited was £3.9m. Any chargeable gain arising would be exempt from corporation tax under the substantial shareholdings exemption.

The share of profit recognised in 2014 was £59,000.

Company Balance Sheet
at 31 December 2015

	Note	**31 December 2015 £'000**	31 December 2014 £'000
Fixed assets			
Investments	5	**181,688**	181,688
Goodwill	6	**27,778**	43,434
Intangible assets	7	**–**	279
Total fixed assets		**209,466**	225,401
Current assets			
Debtors (including amounts falling due in more than one year £301,270, 2014: £215,201)	8, 11	**281,908**	247,689
Cash at bank and in hand		**8,532**	8,763
Total current assets		**290,440**	256,452
Creditors: amounts falling due within one year	9	**(71,958)**	(174,205)
Net current assets		**218,482**	82,247
Creditors: amounts falling due after one year	10	**–**	(29,970)
Net assets		**427,948**	277,678
Capital and reserves			
Share capital	13	**110**	109
Share premium		**202,434**	202,217
Reserve for own shares		**(3,882)**	–
Other reserves		**16,942**	16,942
Profit and loss account		**212,344**	58,410
Shareholders' funds		**427,948**	277,678

The Financial Statements were approved by the Board of Directors and authorised for issue on 29 February 2016. They were signed on its behalf by:

Peter Plumb
Chief Executive Officer

Matthew Price
Chief Financial Officer

Registered number: 6160943

Statement of Changes in Equity
for the year ended 31 December 2015

	Issued share capital £'000	Share premium £'000	Other reserves £'000	Profit and loss account £'000	Reserve for own shares £'000	Total £'000
At 1 January 2014	**108**	**201,841**	**16,942**	**108,229**	**–**	**327,120**
Profit for the year	–	–	–	(10,468)	–	(10,468)
Total income and expense for the year	–	–	–	(10,468)	–	(10,468)
New shares issued	–	376	–	–	–	376
Exercise of LTIP awards	1	–	–	–	–	1
Distribution in relation to LTIP	–	–	–	(917)	–	(917)
Equity dividends	–	–	–	(40,486)	–	(40,486)
Share-based payments	–	–	–	2,052	–	2,052
At 31 December 2014	**109**	**202,217**	**16,942**	**58,410**	**–**	**277,678**
Profit for the year	–	–	–	197,112	–	197,112
Total income and expense for the year	–	–	–	197,112	–	197,112
New shares issued	–	217	–	–	–	217
Purchase of shares by employee trusts	–	–	–	–	(3,882)	(3,882)
Exercise of LTIP awards	1	–	–	–	–	1
Distribution in relation to LTIP	–	–	–	(656)	–	(656)
Equity dividends	–	–	–	(44,989)	–	(44,989)
Share-based payments	–	–	–	2,467	–	2,467
At 31 December 2015	**110**	**202,434**	**16,942**	**212,344**	**(3,882)**	**427,948**

Other reserves
The other reserves balance represents the merger reserve of £16,923,000 generated upon the acquisition of Moneysupermarket.com Financial Group Limited by the Company, as discussed below, and a capital redemption reserve for £19,000 arising from the acquisition of 95,294,118 deferred shares of 0.02p by the Company from Simon Nixon.

Upon the acquisition of Moneysupermarket.com Financial Group Limited, a merger reserve of £16,923,000 for 45% of the book value transferred from a company under common control was recognised.

Reserve for own shares
The reserve for the Company's own ordinary shares comprises the cost of the Company's ordinary shares held by the Group through employee trusts. At 31 December 2015, the Group held 425,225 ordinary shares at a cost of 0.02p per share through a Share Incentive Plan trust for the benefit of the Group's employees.

The Group also held 1,214,301 shares through an Employee Benefit Trust at a cost of 317.34p per share for the benefit of employees participating in the various Long Term Incentive Plan schemes.

Notes to the Company Financial Statements

1. Accounting policies

Basis of preparation

Moneysupermarket.com Group PLC (the Company) is a company limited by shares and incorporated and domiciled in the UK.

These Financial Statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (*FRS 102*) as issued in August 2014. The presentation currency of these Financial Statements is sterling. All amounts in the Financial Statements have been rounded to the nearest £1,000. These Financial Statements are prepared on the historical cost basis.

No profit and loss account is presented for the Company as permitted by section 408 of the Companies Act 2006. The profit/loss after tax for the Company was £197,112,000 (2014: loss of £10,468,000) which included dividends received of £200,000,000 (2014: £Nil).

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. The following exemptions have been taken in these Financial Statements:
- Business combinations – Business combinations that took place prior to transition date have not been restated.

The Company is the ultimate Parent undertaking of the Group and also prepares Consolidated Financial Statements. The Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from MoneySuperMarket House, St. David's Park, Ewloe, Flintshire, CH5 3UZ. In these Financial Statements, the Company is considered to be a qualifying entity for the purposes of this FRS and has applied the exemptions available under FRS 102 in respect of the following disclosures:
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the Consolidated Financial Statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:
- Certain disclosures required by FRS 102.26 *Share Based Payments;* and,
- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Financial Statements.

The most significant areas of estimation uncertainty, and areas where critical judgements are made in applying accounting principles that have a material effect on the Financial Statements, are listed below. The uncertainties encountered, and judgements made, are described in more detail in the accompanying notes:
- Note 4 – Contingent consideration and remuneration

Use of estimates and judgements

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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 and in any future periods affected.

Investments

Investments are shown at cost less provision for impairment.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including direct issue costs, are accounted for on an accruals basis in profit or loss using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

1. Accounting policies *continued*

Intangible assets

Goodwill

Goodwill is recognised on the acquisition of trade and assets, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired. The amounts are capitalised and written off on a straight-line basis over their useful economic life, which is five years. Provision is made for any impairment.

Other intangible assets

The cost of other intangible assets acquired in a business combination is fair value at the date of acquisition. Where this can be measured reliably after initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. All of the Company's intangible assets have been identified as having finite useful lives. As such they are amortised on a straight-line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The estimated useful lives are as follows:

Customer lists	3 years

For accounting purposes, customer lists have been identified separately. Customer lists allow the Company to undertake targeted marketing activities.

Own shares held by Employee Benefit Trust

Transactions of the Company-sponsored Employee Benefit Trust are treated as being those of the Company and are therefore reflected in the Company Financial Statements. In particular, the trust's purchases and sales of shares in the Company are debited and credited directly to equity.

Share-based payment transactions

The Group's share schemes allow certain Group employees to acquire ordinary shares in the Company. The fair value of share awards made is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at award date and spread over the period during which the employees become unconditionally entitled to the awards. The fair value of the awards made is measured using an option valuation model, taking into account the terms and conditions upon which the awards were made. The amount recognised as an expense is adjusted to reflect the number of share awards expected to vest. Subsidiaries are recharged for the amount recognised as share-based payments relating to awards to their employees. The fair value of the recharge is recognised over the vesting period.

Dividends

Dividends receivable are recognised when the Company's right to receive payment is established. Dividends payable to the Company's shareholders are recognised as a liability and deducted from shareholders' equity in the period in which the shareholders' right to receive payment is established.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the Financial Statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2. Share-based payments

The analysis and disclosures in relation to share-based payments are given in the Consolidated Financial Statements in note 18.

Notes to the Company Financial Statements *continued*

3. Staff numbers and cost

The average number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees 31 December 2015	Number of employees 31 December 2014
Administration	**3**	3

The aggregate payroll costs of these persons were as follows:

	31 December 2015 £'000	31 December 2014 £'000
Wages and salaries	**1,024**	1,155
Social security costs	**141**	159
Other pension costs	**197**	210
Share-based payments	**1,099**	930
	2,461	2,454

In addition to the above, these persons received a bonus of £1,541,001 (2014: £1,538,000) in relation to the reporting period.

4. Acquisitions

MoneySavingExpert.com (MSE)

On 21 September 2012, the Company purchased trade and certain assets from Martin Lewis for an initial consideration of £64.5m. The initial consideration was settled by a cash payment of £34.0m and £30.5m of equity represented by 22.1m ordinary shares in the Company. In addition, a contingent amount of up to £27.0m, payable in part against the achievement of certain non-financial metrics and in part at the discretion of the Company Board.

The final contingent payable was £20.6m and in accordance with FRS 102.19, management have adjusted the goodwill recognised on acquisition accordingly. This has resulted in a £0.3m increase (2014: £5.1m decrease) in the fair value of the contingent amounts and a corresponding £0.3m increase (2014: £5.1m decrease) in goodwill recognised on acquisition.

In accordance with FRS 102.19 the final value of the contingent amount has been included in the cost of acquisition.

5. Investments

	Shares in subsidiary undertakings £'000
Cost and net book value:	
At 31 December 2014 and 31 December 2015	181,688

The investment represents the Company's holding in Moneysupermarket.com Financial Group Holdings Limited, which was obtained via a share for share exchange during 2012 in which the Company exchanged its existing shareholding in Moneysupermarket.com Financial Group Limited for the entire share capital of Moneysupermarket.com Financial Group Holdings Limited.

6. Goodwill

	Total £'000
Cost:	
At 1 January 2015	84,128
Contingent consideration fair value adjustment	309
At 31 December 2015	84,437
Amortisation:	
At 1 January 2015	40,694
Charged during the year	15,965
At 31 December 2015	56,659
Net book value:	
At 31 December 2014	43,434
At 31 December 2015	27,778

In September 2012, the Company purchased certain trade and assets from Martin Lewis for consideration of up to £91.5m with an initial consideration of £64.5m paid on completion, and contingent amounts of up to £27.0m payable, dependent in part on the achievement of certain non-financial performance criteria and in part at the Company's discretion.

The acquisition gave rise to £90.0m of goodwill, which is being amortised over a period of five years.

The final contingent payable was £20.6m and in accordance with FRS 102.19, management have adjusted the goodwill recognised on acquisition. This has resulted in a £0.3m increase (2014: £5.1m decrease) in the fair value of the contingent amounts and a corresponding £0.3m increase (2014: £5.1m decrease) in goodwill recognised on acquisition.

7. Intangible assets

	Customer lists £'000
Cost:	
At 31 December 2014 and 31 December 2015	1,163
Amortisation:	
At 1 January 2015	884
Charged during the year	279
At 31 December 2015	1,163
Net book value:	
At 31 December 2014	279
At 31 December 2015	-

8. Debtors

	31 December 2015 £'000	31 December 2014 £'000
Amount due from subsidiary undertakings	**278,099**	247,015
Other debtors	**3,508**	459
Deferred tax asset (note 11)	**301**	215
	281,908	247,689

9. Creditors: amounts falling due within one year

	31 December 2015 £'000	31 December 2014 £'000
Contingent consideration	**–**	19,505
Amount owed to subsidiary undertakings	**69,302**	152,315
Accruals	**2,656**	2,385
	71,958	174,205

Notes to the Company Financial Statements *continued*

10. Creditors: amounts falling due after one year

	31 December 2015 £'000	31 December 2014 £'000
Borrowings	**–**	29,970
	–	29,970

11. Deferred tax

	31 December 2015 £'000	31 December 2014 £'000
At beginning of year	**215**	157
Profit and loss account credit	**86**	58
Deferred tax asset at end of year	**301**	215
The elements of deferred taxation are as follows:		
Short-term timing differences	**301**	215
Total deferred tax asset	**301**	215

12. Dividends

	31 December 2015 £'000	31 December 2014 £'000
Declared and paid during the year:		
Equity dividends on ordinary shares:		
Final dividend for 2013: 5.12p per share	**–**	27,899
Interim dividend for 2014: 2.31p per share	**–**	12,587
Final dividend for 2014: 5.69p per share	**31,032**	–
Interim dividend for 2015: 2.55p per share	**13,957**	–
Proposed for approval (not recognised as a liability at 31 December):		
Equity dividends on ordinary shares:		
Final dividend for 2015: 6.60p per share (2014: 5.69p per share)	**36,136**	31,032

13. Share capital

The following rights attached to the shares in issue during the year:

Ordinary shares

The holders of ordinary shares were entitled to returns of capital, receive a dividend and vote.

Issued and fully paid

Number of shares	Ordinary shares
At 1 January 2015	545,374,936
Issued on exercising of LTIP share awards	1,932,470
Issued on exercising of SAYE options	205,256
At 31 December 2015	547,512,662

£	Ordinary shares
At 1 January 2015	109,075
Issued on exercising of LTIP share awards	387
Issued on exercising of SAYE options	41
At 31 December 2015	109,503

The Group has a Long Term Incentive Plan under which conditional nil cost awards of ordinary shares in the Company have been made to certain Directors and employees of the Group, and an HMRC approved Save As You Earn scheme (Sharesave) eligible to all employees (see note 18 of the Consolidated Financial Statements).

14. Related party transactions

The Company has taken the exemption in FRS 102.33.1A not to disclose transactions with other Group companies.

Shareholder Information

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Capita Asset Services
The Registry
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Beckenham
Kent BR3 4TU

Enquiring about your shareholding
If you want to ask, or need any information, about your shareholding, please contact our registrar, Capita, by:

Telephone:	0371 200 1536 (UK) (Calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday) +44 (0) 203 008 2245 (overseas)
E-mail:	moneysupermarketshares@capita.co.uk

Alternatively, if you have internet access, you can access the Group's shareholder portal at www.moneysupermarket-shares.com where you can view and manage all aspects of your shareholding securely.

Investor relations website and share price information
The investor relations section of our website, http://corporate.moneysupermarket.com, provides further information for anyone interested in the Group. In addition to the Annual Report and share price, Company announcements including the half-year and full-year results announcements and associated presentations are also published there.

Dividend mandates
If you wish to have dividends paid directly into a bank or building society account, you should contact our registrar (see contact details above) or visit the Group's shareholder portal at www.moneysupermarket-shares.com where you can set up or amend a dividend mandate. This method of payment removes the risk of delay or loss of dividend cheques in the post and ensures that your account is credited on the due date.

Dividend reinvestment plan (DRIP)
You can choose to reinvest dividends received to purchase further shares in the Company through a DRIP. A DRIP application form is available from our registrar (see contact details above).

Share dealing service
You can buy or sell the Company's shares in a simple and convenient way via the Capita share dealing service either online (www.capitadeal.com) or by telephone (0371 664 0445). Calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.00am – 4.30pm Monday – Friday.

Please note that the Directors of the Company are not seeking to encourage shareholders to either buy or sell shares in the Company. Shareholders in any doubt about what action to take are recommended to seek financial advice from an independent financial adviser authorised by the Financial Services and Markets Act 2000.

Electronic communications
You can elect to receive shareholder communications electronically by contacting our registrar (see contact details above). This will save on printing and distribution costs, creating environmental benefits. When you register, you will be sent a notification to say when shareholder communications are available on our website and you will be provided with a link to that information.

Cautionary note regarding forward-looking statements
This Annual Report includes statements that are forward looking in nature. Forward-looking statements involve known and unknown risks, assumptions, uncertainties and other factors which may cause the actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as required by the Listing Rules, Disclosure and Transparency Rules and applicable law, the Company undertakes no obligation to update, revise or change any forward-looking statements to reflect events or developments occurring on or after the date of this Annual Report.

Financial Calendar

Declaration date of 2015 final dividend	1 March 2016
Announcement of 2015 full-year results	1 March 2016
Ex-dividend date of 2015 final dividend	31 March 2016
Record date of 2015 final dividend	1 April 2016
Trading update	20 April 2016
Annual General Meeting	20 April 2016
Payment date of 2015 final dividend	6 May 2016
Half-year end	30 June 2016
Announcement of 2016 half-year results	2 August 2016
Trading update	*November 2016
Full-year end	31 December 2016
Announcement of 2016 full-year results	*March 2017

* Exact dates to be confirmed.

Further copies of this Annual Report are available from the Company's registered office, or may be accessed on the investor relations section of the Group's website at http://corporate.moneysupermarket.com.

Moneysupermarket.com Group PLC

Telephone: 01244 665700 Web: http://corporate.moneysupermarket.com

Registered in England No. 6160943

Registered Office: Moneysupermarket House, St David's Park, Ewloe, Chester, CH5 3UZ

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