

Delivering more



**more savings/more choice/
more brands/more data/
more help/more expertise/
more innovation/more
experience/more talent/**

**/ The MoneySupermarket.com Group
is one of the UK's leading providers
of money saving and personal
finance services.**

**/ Our objective is to help every
household make the most
of their money. In 2012, we saved
British households £1 billion.**

**/ We operate through three market
leading brands:**



MoneySupermarket.com

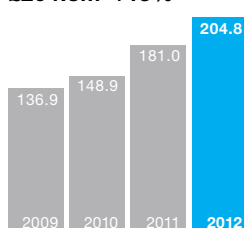
MoneySavingExpert.com

Highlights

- Group adjusted EBITDA increased by 26% to £66.5m
- Continued structural market growth
- Continued investment for growth
- Completed acquisition of MoneySavingExpert.com
- Final dividend up 30% at 3.94 pence per share
- Cash balance of £18.7m at 31 December 2012

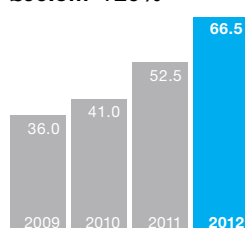
Group revenue (£m)

£204.8m +13%



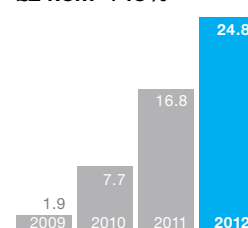
Group adjusted EBITDA (£m)

£66.5m +26%



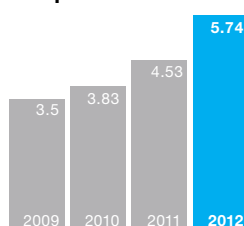
Group profit after tax (£m)

£24.8m +48%



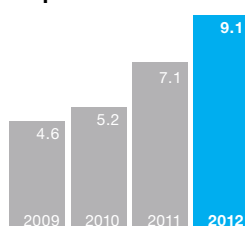
Dividend per share (pence)*

5.74p +27%



Adjusted earnings per share (pence)

9.1p +29%



* excluding special dividends

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more choice / more brands /

MoneySupermarket.com provides its money saving and personal finance services across a vast range of different product areas including motor insurance, credit cards, loans, home insurance, energy and package holidays. This ensures that we are able to help our customers make the most of their money, no matter what their needs are. It also ensures that we can work with a vast range of different product providers and help them to market their products to our customers in an efficient manner.

Money/
Revenue
£57.4m
+9%

Insurance/
Revenue
£120.4m
+17%



Whether it is getting approval for a loan or credit card or getting a decent rate for their savings, it is not an easy time for British families. We help our customers search for the right deal for their needs from over 25 credit card providers, over 30 loan providers and over 60 savings providers. We also help our customers search for the right deal for their mortgage, current account and debt solution needs amongst others.

MoneySupermarket.com works with more insurance product providers and delivers more insurance quotes to our customers than any of our competitors. Our insurance business includes motor, home, life and travel insurance amongst others. At the end of December 2012, we compared over 130 car insurance brands, making it even easier for our customers to find the right policy at the right price.

Home Services/ Travel/

Revenue
£11.4m
+24%

Revenue
£13.1m
-2%



With energy prices rising steeply, the electricity and gas bill is one that many families dread. MoneySupermarket.com makes it easier for families in the UK to get a much better deal on their energy needs. Our customers can search for the right tariff for their needs from 18 energy providers. If they need extra help to switch their supplier, we have a phone-based support service to guide our customers through the process.

TravelSupermarket.com helps holidaymakers make the most of their holiday budget. Our customers can find everything from package holidays, to flights, hotels and car hire. We search more than 650 low cost and chartered airlines, more than 300,000 hotels and thousands of individual package holidays, making it even easier for our customers to find their perfect holiday destination.

more savings/



Tips/

Articles/

What's new/

*Editor's
choice/*

Emails/



Education/

Introducing MoneySavingExpert.com

In September 2012, MoneySupermarket.com acquired MoneySavingExpert.com for consideration of up to £92.5m with an initial consideration of £65.5m paid on completion and deferred consideration of up to £27.0m payable dependent in part on the achievement of certain non-financial performance criteria and in part at MoneySupermarket.com's discretion.

MoneySavingExpert.com was founded in 2003 by personal finance journalist, Martin Lewis. It operates one of the leading UK based personal finance journalism websites, providing its users with free online access to a wide range of services and information related to saving money and personal finance including guides, tips, tools and techniques.

MoneySavingExpert.com's website is complemented by features such as a weekly email newsletter, a user forum, and bespoke online tools. MoneySavingExpert.com also provides information on and promotes topical consumer focused issues such as reclaiming payment protection insurance.

It primarily derives revenue from the MoneySavingExpert.com website and weekly email newsletters through revenue-sharing arrangements with intermediary providers such as price comparison websites and, to a lesser extent, through direct arrangements with product providers.

Why we are stronger together

MoneySupermarket.com and MoneySavingExpert.com have been long standing partners, working together for a number of years with the common goal of helping consumers make the most of their money.

MoneySavingExpert.com is rightly trusted by its users as a source of valuable information and views in today's complex financial world. By joining forces, together, we will be able to reach more people and help more people to save more money.

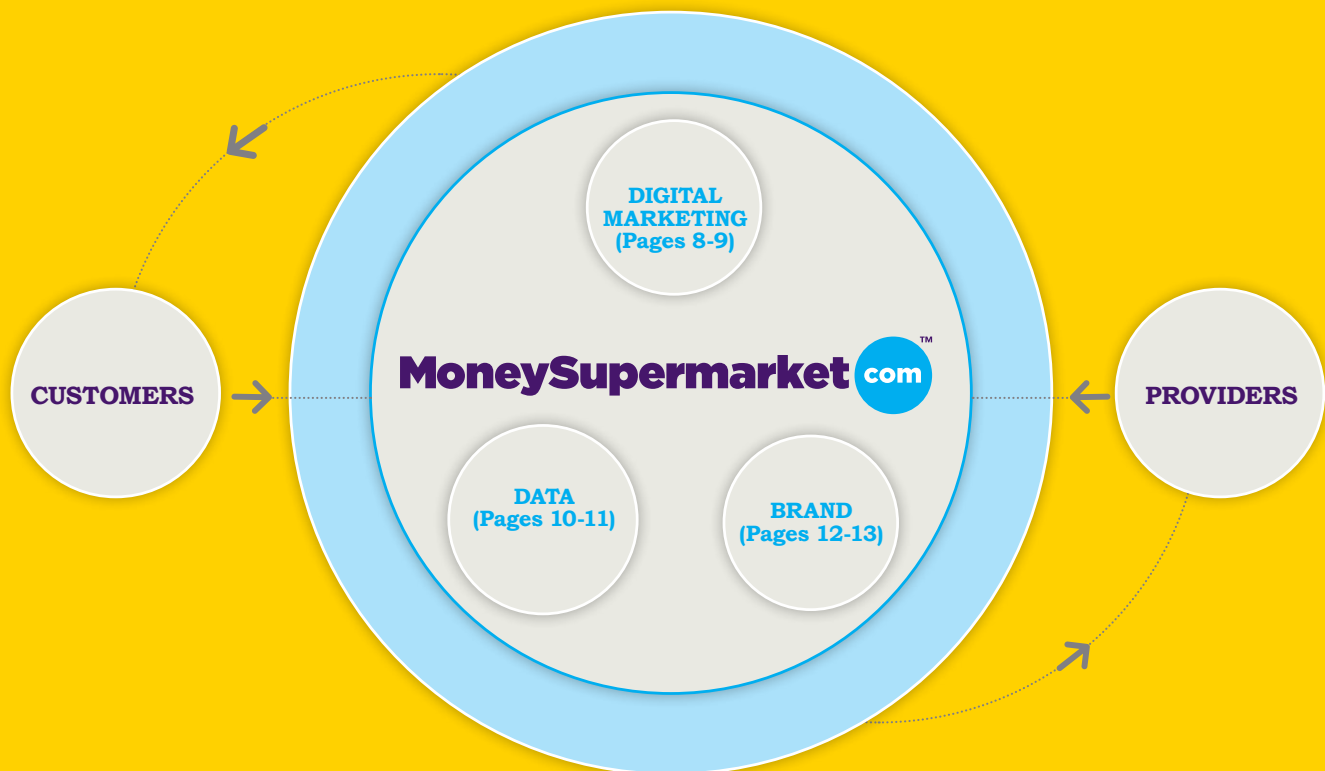
We will help MoneySavingExpert.com reach a wider audience by improving the visibility and accessibility of the MoneySavingExpert.com website to consumers whilst also enhancing the user experience.

MoneySavingExpert.com will help MoneySupermarket.com broaden the range of guides, tips, tools and techniques we offer, encouraging even more of our customers to find a better deal and make the most of their money.

more support / more opportunity / more efficient /

Our business model

We utilise our core strengths in digital marketing, managing data and building our brand to help both our customers and our providers to make the most of their money.



For our customers

Times are tough out there for British households. Last year, we saved our customers £1 billion. It's a huge amount, but we want even more people to save even more money and feel great with our help. We give more choice to our customers, helping them to save money on all of their household bills by providing a free, easy to use online service so they can search for a wide range of products in one place and find the product most suited to their needs. Our size means we are able to offer our customers exclusive, market-leading deals, including some they can't even get direct from providers.

For our providers

We offer our providers an efficient and cost-effective way to reach considerable volumes of informed customers. Our customers, across all of our channels, are actively looking for products and are ready to purchase. This enables our providers to target their marketing spend in an effective, efficient and completely measurable way, and allows them to reach a highly targeted audience.

Our revenue comes predominantly from fees paid to us by product providers when a customer clicks through to their website and purchases a product. It is a success-based marketing fee.

more innovation/

Our strategy



Our mission and strategy has served us well over the past four years. We call it our 'house model' and it's on just about every wall of our offices. Our mission is to help every household make the most of their money. Looking ahead to 2013, we see no reason to change either our mission or our vision.

Strategic objective	Progress	Next steps
<p>Best Shop Be the easiest way for customers to shop for insurance, money, home services and travel products.</p>	<p>We continued our IT investment programme during 2012. The result is that we finished the year with five of our key shops being voted by an independent third party as the best shop compared to our competitors.</p>	<p>Our team are focused and resourced to move all of our core shops to the market leading position over the next 18 months.</p>
<p>Preferred Partner Be the best way for our providers to acquire new customers.</p>	<p>Our independence and dedicated commercial teams have continued to build strong relationships with our providers during 2012. Our annual provider satisfaction survey shows that many of our providers are either satisfied or very satisfied with our service, particularly insurance providers.</p>	<p>As a business we constantly challenge ourselves to add value to our providers. In 2012 we built a new insight and data analytics team who we expect will build deeper relationships with our providers in 2013 and beyond.</p>
<p>Data Use data to help customers save more money.</p>	<p>We look after customer data for more than 14m customers. We spent 2012 building a new insight and data analytics team who will be able to provide customers with money saving information targeted to their interests and needs.</p>	<p>We believe in putting customers in charge of their data. In 2013, we will further enhance the ability for customers to update all aspects of their data including contact preferences.</p>
<p>Build Brand Be an everyday brand for our customers.</p>	<p>MoneySupermarket.com is the most trusted brand in our category, something we are very proud of, and something we intend to preserve. In 2012, we welcomed MoneySavingExpert.com to our Group, a brand focused on fighting the consumer's corner.</p>	<p>The Group expanded its team of experts and journalists during 2012, with the single objective of writing more guides and content to help customers save more money in 2013. Our brands are now known for much more than just motor insurance, a theme we expect to continue during 2013.</p>

more expertise / more experience / more talent /

Digital marketing

Our digital marketing and content team help customers find us on the internet and deliver engaging content about money saving and personal finance, helping our customers find the right product for their needs and make the most of their money.



Customers visit us because we are a trusted source of useful and engaging money saving content.

In 2012, we invested significantly in strengthening our digital and content marketing teams. Our digital specialists help us to maintain our high visibility in search engines, and our journalists create engaging, useful articles, guides and tips for our customers. As a result, we have further enhanced our reputation as a leading destination for the best money saving information on the internet.

Digital specialists

Our digital team includes both organic performance specialists (search engine optimisation) and performance media specialists (search engine marketing).

The organic performance team ensured that in 2012, we maintained our visibility across all of the keywords in the natural listings on search engines for our core channels, helping our customers who are looking to save money find us easily when they search for products on the internet.

The performance media team manage the bidding process across millions of keywords on search engines, to maximise our paid media investment and ensure we maintain our visibility across our chosen keywords in the sponsored listings on search engines.

Content specialists

Our content team is responsible for creating original articles, guides and providing tips to help our customers save money and feel great. Sorting out the family finances can feel like a complex and daunting task. The aim of the professional journalists in our content team is to help our customers feel more empowered to make decisions about the products and services that will suit them best and provide them with the most value.

Our Experts



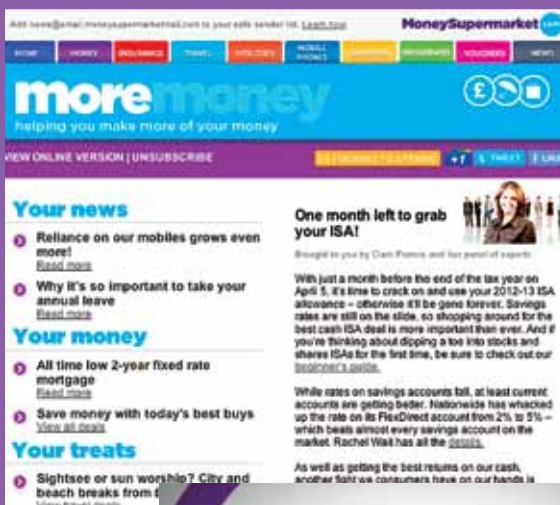
Our experts have many years' experience in consumer finance and insurance industries. Many of the content team previously worked for the major national newspapers, meaning they can draw on their extensive knowledge to make saving money much easier for families in the UK.

“According to MoneySupermarket.com research, a third of adults in the UK feel stressed about money every single day. The articles on our site can help to unpick the complexities of managing your family finances and take control of your money.”

more data / more opportunity / more targeted /

Data

We have built up an extensive customer database over years of successful customer service. This gives us access to a huge amount of insight about our customers, their needs and their preferences, helping us to provide our customers with better informed and more targeted deals.



If you haven't yet started **paying** into a **pension**, make **2013** the time to do it, the sooner you start the **more money** you'll have for your **retirement**.

65+

MoneySupermarket.com

Save money on your car insurance

[View quotes »](#)

Paul,
Don't just accept your current renewal price, see how much you can save today with MoneySupermarket.

We've used the info you gave us last year and searched 100 insurers. The cheapest price we found for your FORD FOCUS is £448.71. If you see a price you like, click to buy.

MoneySupermarket.com

Trust us to help protect your precious property

[View my quotes »](#)

Take time to insure your home and valuables
You wouldn't rush into choosing a home so when your insurance provider sends you your renewal information, take time considering your policy too. You visited our site last year to compare home insurance and we recommend you take again.

Even if you're happy with your current provider, it's worth comparing policies to see how much you could save before accepting their renewal price. We've used details you supplied last year to compare over 80 insurance



We have more than 14 million individual customer records on our database. Each week, we are able to talk to our customers about the best money saving deals currently in the market and how we can help them to navigate the complex world of personal finance.

'Investment in our data capabilities'



In 2012, we appointed a new Head of Insight and Customer Engagement and invested in strengthening our team of highly skilled data professionals to significantly develop our talents in this area. We have the right tools in place to keep helping our customers save money and feel great – in a way that suits them.

Customer relationship management

Our data and customer relationship management teams are constantly looking to understand how we can improve our engagement with our customers and how we can use our customer knowledge and insight to help them save even more money.

We use the information customers provide to us to highlight the articles, tips, products and services which are most likely to be of interest to them at any particular time.

Each week, we compile more than 200 different versions of our popular email, 'More Money'. Rather than sending one blanket email to all of our customers, we make sure that only the relevant articles, tips and product details are sent, based on what we know about our customers, ensuring this communication is personalised to their interests.

We also utilise the information our customers have provided to us in relation to their motor insurance needs to communicate to them at the time of renewal with new quotes for their motor insurance. This ensures we are able to help our customers with their motor insurance in a personalised manner at the point they are looking for a new motor insurance policy.

“We continue to invest in developing our data and customer relationship management capabilities so we can help our customers find the right deals – especially suited to them and their families’ needs.”

more savings / more range / more awareness /

Brand

Save money, feel great! Our brand building activity, including advertising and PR, aims to build consumer trust and celebrate the benefits of saving with us.



Our brand building activity ensures that more customers visit us to save money than any of our competitors.

Our advertising and public relations activity builds brand recognition and brand trust with our customers so that more people know they can save money on their household bills with us and trust us to help them make those savings.

You're So MoneySupermarket

In 2012, we continued to celebrate the amazing feeling you get when you save money, with our 'You're So MoneySupermarket' campaign. We evolved the campaign to focus on more than motor insurance, showing the UK that we can help them save money on a wide range of their household bills. Times are pretty tough right now for families in the UK and comparing the cost of household bills can make a real difference to every day family budgets.

Public relations – building trust in our expertise

Our public relations campaigns ensure that our expert spokespeople are regularly on TV, online and in the newspapers, helping our customers to make the most of their money. This helps to build trust in our brand and position MoneySupermarket.com as the go-to destination for all of our customers' money saving needs. In 2012, MoneySupermarket.com was in the news more than 3,000 times, and was on the broadcast airwaves talking about money saving issues for more than 40 hours in total.

'You're so MoneySupermarket'

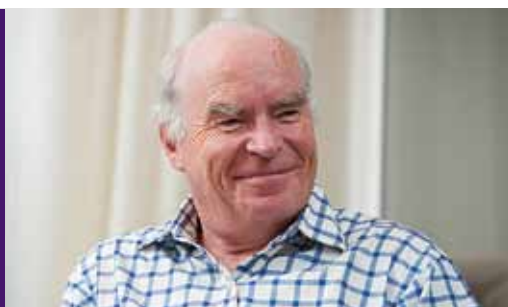


2012 saw us introduce more information in our TV advertising campaigns about the different ways we can help our customers save money on their household bills. We kicked off the year with our 'Vegas' campaign, where the hero, 'Brian' saved on everything from energy to credit cards, before ending the year with 'Gary', as the £1,000 man who managed to save £1,000 on all his household bills.

“In 2012, by using MoneySupermarket.com, British households saved £1 billion. That's a huge amount of money, and something our customers should feel very proud of. We want to celebrate just how good it feels to save in these tough times.”

Chairman's Statement

more growth / more success /



Gerald Corbett
Chairman

2012 has been another year of solid progress for the Group. We continued to invest heavily in our brand, our marketing, our site and our people. The strong financial results reflect this commitment and the consistency with which we have followed and executed our strategy. This will remain unchanged in 2013.

Results and strategic progress

2012 was another good year for the Group as revenue increased by 13% from £181.0m to £204.8m and adjusted EBITDA increased by 26% from £52.5m to £66.5m. Our largest verticals, Money and Insurance, delivered solid growth during the year with revenue in the Money vertical increasing by 9% from £52.6m to £57.4m and revenue in the Insurance vertical increasing by 17% from £102.7m to £120.4m.

Together with the significant growth achieved in our Home Services vertical and the return to growth of our Travel vertical in the second half of the year, these results demonstrate the continuing strength and diversity of our business model.

The Group also completed its first major strategic acquisition with the purchase in September of MoneySavingExpert.com for consideration of up to £92.5m. MoneySavingExpert.com operates one of the leading personal finance journalism websites and their principal activity is the provision of consumer information in relation to saving money and personal finance. It has a very strong brand and its strategy of helping the consumer first complements the Group's strategy of 'helping every household to make the most of their money'.

During 2012 we continued to make significant investments 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 drive visitor growth to the Group's websites. We have continued the 'You're So MoneySupermarket' theme in the early part of 2013 with the launch of our latest advertising campaign demonstrating how we continue to help our customers save money on their household bills.

Dividend

Having reviewed the cash required by the business and the performance of the Group, the Company paid an interim dividend of 1.8p per ordinary share on 14 September 2012. This represented an increase of 20% on the interim dividend (excluding the special dividend) paid in 2011 and is consistent with the Company's progressive dividend policy.

During the year, the business continued to generate cash, and, despite the completion of the acquisition of MoneySavingExpert.com where the Group paid £35.0m in cash on completion, we ended the year with cash balances of £18.7m. With the business growing, the Board is recommending a final dividend of 3.94p per ordinary share, representing an increase of 30% on the final dividend in 2011.

This is consistent with the Company's progressive dividend policy and is a statement of the Board's confidence in the Company's earning progression in the year ahead. If approved by shareholders at the forthcoming Annual General Meeting, this will bring the total dividend for the year to 5.74p per ordinary share and will be paid on 26 April 2013 to all shareholders on the register at 22 March 2013.

Outlook

The new year has begun positively and, whilst we remain alert to the continuing uncertainty in the wider economic environment, including the impact of the 'Funding for Lending' scheme on our Money business, we are confident that we will continue to grow in 2013. Our great brands, including MoneySavingExpert.com, strong market positions, experienced people and scale are the basis on which our business is built and will remain key strengths in the coming year.

Governance and the Board

Since the Group listed on the London Stock Exchange in 2007, our Board and executive governance structures have continually developed and improved. We believe that good governance reduces risk and adds value to the business.

As such, the Board is committed to high standards of corporate governance and supports the principles laid

down in The UK Corporate Governance Code published in June 2010 by the Financial Reporting Council ('Code').

The Corporate Governance Report together with the Audit Committee Report, Nomination Committee Report and the Directors' Remuneration Report on pages 36 to 52 describe how the principles of the Code are applied by the Group and reports on the Group's compliance with the Code's provisions.

During the last three years, since the appointment of Bruce Carnegie-Brown as an additional Non-Executive Director, the Board has remained stable and focused on growing the business. The Board has a good mix of experience, skills, structure and balance in order to support the Group's growth aspirations.

As part of the Board's development, Bruce has taken over the chair of our Remuneration Committee from Michael Wemms. Michael has done a good job for the last five years and we thank him for his contribution.

As with last year and in accordance with the Code, all of our Directors will retire at this year's Annual General Meeting, and being eligible, will offer themselves for re-election.

Employees

Our results this year reflect the dedication and quality of our employees which continues to be a core strength of the Group. On behalf of the Board, I would like to thank Peter Plumb, his management team and all the employees for their achievements during the year. I would also like to welcome our new colleagues from MoneySavingExpert.com to the Group and look forward to supporting their growth during 2013 and beyond.

Annual General Meeting

The Annual General Meeting will be held at 11.00am on Wednesday 17 April 2013 at the Leverhulme Stand, Chester Racecourse, The Racecourse, Chester, CH1 2LY and I look forward to seeing you there.

Gerald Corbett

Chairman

“2012 has been another year of solid progress for the Group. We continued to invest heavily in our brand, our marketing, our site and our people. The strong financial results reflect this commitment and the consistency with which we have followed and executed our strategy. This will remain unchanged in 2013.”

Chief Executive's Report

more insight / more opportunity / more innovation /



Peter Plumb
Chief Executive Officer

2012 has been a good year for MoneySupermarket.com.

We saved British households £1 billion in 2012. That's over £200 for each of the one in five British households who purchased a product through MoneySupermarket.com last year. We are proud of having achieved the goal we set ourselves back in 2009.

Much has happened since I joined the business in 2009. Reassuringly, our strategy hasn't needed to change and our market continues to grow as more and more customers gain the confidence to shop for insurance, financial, travel and home services products online. I see no reason to expect this trend to change in the future.

Our business philosophy is the foundation of everything we do:

- Be the easiest way for our customers to shop for products
- Be the best way for our providers to acquire new customers

It is against this that I look back and summarise our achievements during 2012.

At the heart of our business lies the curiosity of how to help more families save more money by shopping online to reduce their household bills and make the most of their money.

Marketing plays a major role in attracting more visitors to our site. But it is the site design, the expert content, the presentation of product options and features, and the ease of navigation that really makes the difference in helping customers find the right product for them and then clicking through to purchase from the provider.

Therefore in 2012 we invested an additional £6m to accelerate our IT development programme as part of our 'Best Shop' strategy. Credit cards was the first channel to be launched on the new platform. This proved the platform's capabilities and robustness. A key advantage is the new platform delivers each channel automatically as a mobile friendly service, no matter what device a customer is using. We can now retire old legacy infrastructure and simplify our

IT operation while improving the shopping experience for our customers.

Our technology investments have also supported our relationships with providers. Having consolidated our customer information into a single customer view and built a new analytics team around the data, we can now understand customer trends and behaviour in greater detail. This will ensure we can tailor our services to our customers in a more targeted manner and help our providers gain unique insights into our customers. This is an example of how we challenge ourselves to add value to the service we deliver to our providers.

To help more customers make the best and most informed decision possible about which products to purchase, we expanded our team of expert content writers, thereby increasing the quantity and quality of help and guidance on our site. We have also expanded our telephone support service hours and introduced live chat. This is all part of our strategy to make MoneySupermarket.com the easiest way for customers to understand, research and purchase what are often complex products.

Marketing is vital for telling people about our brand and that most households can save over £1,000 a year by spending a small amount of time switching their insurance, energy and banking services. This message was delivered by our successful 'Vegas' and '£1000 Man' TV campaigns of 2012, extending our brand proposition beyond motor insurance.

We were still able to grow revenues by 13% while holding our TV brand advertising spend broadly flat in 2012, thanks to the investment made in 2011 and 2012 in building a world class digital marketing team. Our digital experts have managed to make our paid search with Google work much harder in 2012 than in previous years, while retaining important leadership positions in Google's organic search across our core channels. This demonstrates the expertise of our team given that Google continues to change and evolve its search algorithms at an ever increasing pace.

Many companies outsource digital marketing, but we believe this is a core skill that is best kept inhouse to allow continued investment and development.

Our biggest investment for growth in the year was the acquisition of MoneySavingExpert.com in September. I am impressed by the tenacity of the MoneySavingExpert.com team, who, week after week, search for the best deals and fill their site and weekly email with fantastic money saving tips. Over 7m people subscribe to the weekly email, which is the best endorsement of the team's focus on fighting the user's corner. New services have already been launched by the team. For example, in response to the escalation of energy prices in the UK, MoneySavingExpert.com has launched its unique energy help tool: Cheap Energy Club. Users sign up to the club and in return will be offered the best energy rates available on the market, plus an ongoing personalised service that will track all tariff and price movements, regularly informing users of the best deals.

2012 has been a good year for the Group and most importantly, a good year for our customers, who between them have saved over £1 billion.

Looking forward to 2013, I see no reason to change our strategy. It has served us well for the last four years and, having performed our annual strategic review, I am confident it will serve us well for the next three years:

- Our shop must continue to lead the market as voted by customers
- Our providers must continue to rate MoneySupermarket.com as their preferred partner
- Our data insights will add value to our providers and support a personalised customer service
- Our brand must remain the most trusted by customers to save money on their household bills

“We saved British households £1 billion in 2012. That’s over £200 for each of the one in five British households who purchased a product through MoneySupermarket.com last year. We are proud of having achieved the goal we set ourselves back in 2009.”

Chief Executive's Report *continued*

The strength of MoneySupermarket.com as a business is the breadth of services we offer customers. As we have seen over the last four years, different years have different dynamics, but as a whole, the Group's diversity is its great strength.

Motor insurance is our largest channel. Motor insurance policy premiums fluctuated significantly during 2012. There is no real structural solution on the horizon to curb increasing prices during 2013 and beyond. The Office of Fair Trading ('OFT') studied the private motor insurance market in 2011 and referred it to the Competition Commission for further investigation in September. It was encouraging to see that the outcome of the OFT study acknowledged the positive role price comparison services had brought to customers. However, one of the key drivers of price increases, that of escalating personal injury claims, has not yet been fully addressed but is being considered by the Ministry of Justice. There is no obvious simple solution.

Our Money business however is in for a more challenging 2013. The Government's 'Funding for Lending' scheme has had a negative impact on the country's savers by reducing the competition for bank deposits. Easy access savings rates are at their lowest rate for five years at around 2% compared to rates greater than 3% a year ago. Most forecasters believe this scheme will continue well into 2013.

However, for borrowers, 2013 is shaping up to be a good year with credit cards and personal loans starting the year competitively. A 24 month 0% interest rate credit card is now available and personal loans are at their cheapest rates for over 10 years, at 5.1%.

Rising energy costs are not only becoming a big issue for British households, but they became a political issue in 2012. Average energy prices rose by 17% during 2012. While the Government strives to meet challenging renewable energy generation targets by 2020, it is unlikely that these rising prices will slow. Government initiatives to reduce tariff complexity might go some way to help. However, most of

the biggest savings to be made by our customers are by switching to online monthly direct debit tariffs and then by changing energy provider, with varied launch dates and durations of fixed price tariffs making a difference. With door to door sales of energy now banned we see online energy switching as a major opportunity for customers to save money on their household bills.

My confidence in looking ahead comes from the security of having a great team at the MoneySupermarket.com Group. Our recruitment this year has been extensive, from customer service staff to data analysts. We invest in the best people we can find and give them the infrastructure investment and support to thrive and pioneer. I am delighted to welcome the 165 new members of our team who joined last year, including two new executives: Kenny Jacobs, our Marketing Director, and Vic Darvey, our Director of New Business and Travel.

We have much more to do in 2013. However, we are on the right track, we have a great team and we have the right strategy.

My thanks to all our customers and providers for their support during 2012. As a group, we look forward to saving more people, more money in 2013.

Peter Plumb

Chief Executive Officer

Financial and Business Review

The Group has presented below an extract of the Consolidated Statement of Comprehensive Income for the years ended 31 December 2012 and 31 December 2011 along with a reconciliation to adjusted EBITDA.

Revenue in 2012 was £204.8m (2011: £181.0m) which generated a net profit after tax of £24.8m (2011: £16.8m). The Directors believe that the presentation of an adjusted EBITDA measure will allow users of the financial information to gain a better understanding of the underlying performance of the business.

The Group has restated its previously reported adjusted EBITDA in 2011 increasing it by £3.0m to show the results on a consistent basis with those presented in 2012. Details of the adjustments are shown below and described in the Basis of Preparation.

Extract of Consolidated Statement of Comprehensive Income

for the year ended 31 December 2012

	Note	2012 £000	2011 £000
Revenue		204,752	181,048
Cost of sales		(53,046)	(50,156)
Gross profit		151,706	130,892
Distribution expenses		(30,471)	(29,766)
Administrative expenses		(89,710)	(77,083)
Profit from operating activities		31,525	24,043
Reconciliation to adjusted EBITDA:			
Profit from operating activities		31,525	24,043
Depreciation		3,581	3,819
Amortisation of Intangible Assets	1	26,148	24,202
Impairment of Intangible Assets	2	5,945	2,199
Deferred consideration credit related to acquisitions in prior periods	2	(281)	(2,126)
VAT recovery	3	(6,148)	(1,138)*
Costs relating to acquisitions	4	3,359	1,537*
Contingent payable in relation to the acquisition of MoneySavingExpert.com	5	2,325	–
Adjusted EBITDA		66,454	52,536
Adjusted earnings per ordinary share:			
– basic (p)		9.1	7.1
– diluted (p)		9.0	6.9

* Indicates amendments made to 2011 reported adjusted EBITDA to present the results on a consistent basis with 2012.

Notes

Basis of Preparation

The results show the trading results for the years ended 31 December 2012 and 31 December 2011. The following adjustments have been made in arriving at adjusted EBITDA:

1 Amortisation of 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 £23.0m expensed in both 2012 and 2011.
- 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 £0.5m included within 2012 (2011: nil).
- The acquisition of Financial Services Net Limited by the Group in October 2010 gave rise to £6.1m of intangible assets. These were to be written off over a period of 3-10 years with a charge of £0.7m in both 2012 and 2011.
- A charge of £1.9m (2011: £0.5m) relating to the amortisation of technology related intangible assets.

2 Impairment of Intangible Assets, and adjustments to deferred consideration, related to acquisitions in prior periods

- On 14 October 2010 the Group acquired Financial Services Net Limited which comprised a number of direct match domain names. The acquisition gave rise to £6.1m of intangible assets which were to be written off over a period of 3-10 years and £2.2m of goodwill. During 2011, the Group reassessed how much of the contingent consideration related to the FSN acquisition it expected to become payable based on the then current forecast. As a result the Group recognised a credit in the Consolidated Statement of Comprehensive Income in 2011 of £2.2m. In light of this, the Group also performed an impairment review of FSN's assets and identified an impairment charge of £2.2m relating to goodwill which was also recognised in the Consolidated Statement of Comprehensive Income in 2011.

At the end of 2012, the Group has again assessed the expected trading performance of FSN, taking into account the impact of the lower importance that direct match domain names now have in natural search algorithms. Consequently the Group has recognised an impairment charge of £4.4m in the Consolidated Statement of Comprehensive Income in relation to its intangible assets, being the net book value of those assets as at the end of 2012. In addition, in light of the trading performance referred to above, the Group has also reassessed the amount of contingent consideration that it expects to become payable, and as a result, has recognised a credit of £0.2m in the Consolidated Statement of Comprehensive Income.

Financial and Business Review *continued*

- On 31 August 2011 the Group completed the acquisition of 51% of Local Daily Deals Limited ('LDD') for an initial consideration of £1m, rising to a total consideration of up to £11m payable on the third anniversary of its acquisition depending on the achievement of certain financial targets.
- The business has not performed in line with management expectations. In light of the trading performance the Group has performed a review of the carrying value of goodwill (£0.6m) identified upon the acquisition of LDD. As a result of this review the Group has recognised an impairment charge of £0.6m (2011: nil) in the Consolidated Statement of Comprehensive Income in the period. The Group has also performed a review of the value of contingent remuneration held on its balance sheet that may have become payable to the vendors of the business at the end of the earnout period. As a result of this exercise the Group has lowered its estimate of the fair value of contingent consideration that will be payable to nil. Consequently, having recognised a charge for £0.1m in the prior period, a credit of £0.1m (2011: nil) has been included in the Consolidated Statement of Comprehensive Income for the current period.
- Management identified an impairment charge of £0.9m (2011: £nil) in relation to a portion of the technology related intangible assets.

3 VAT recovery

• Change in taxable nature of supplies

The Group received written notification in June 2011 that it had been successful in challenging the VAT treatment of the supply of certain of its lead services. Following a ruling received in March 2008 from HMRC the Group had treated the supply of its lead services as a standard rated supply for VAT purposes rather than as an exempt supply that the Group believed to be correct. £3.1m is deducted from statutory profit in 2011 representing the amount of the total credit received that related to periods prior to 2011.

• Change in VAT recovery method

In July 2012 the Group reached agreement with HMRC that enabled it to apply a new method to determine the proportion of VAT it was able to recover on expenses it incurred. The Group recognised a net credit of £10.6m in its Consolidated Statement of Comprehensive Income representing the total value of the benefit to the Group from 1 April 2008 to 31 December 2012. All amounts owing by HMRC relating to the claim had been received by the Group by the year end.

The Group has included within adjusted EBITDA in 2012 and 2011 that proportion of the credit received that relates to 2012 and 2011 being £4.5m and £1.9m respectively to present the results on a consistent basis. As a result of this adjustment the previously reported adjusted EBITDA for 2011 has been increased by £1.9m.

4 Costs incurred relating to acquisitions made in 2011 and 2012

- On 31 August 2011 the Group acquired a 51% shareholding in LDD. The Group incurred charges in connection with the acquisition of £0.5m. These were added back in calculating adjusted EBITDA in 2011.
- On 21 September 2012 the Group completed the acquisition of MSE. The Group incurred £3.4m of costs in 2012 and £1.1m in 2011 relating to the acquisition. These have been added back in calculating adjusted EBITDA in 2012 and 2011. As a result of this adjustment the previously reported adjusted EBITDA for 2011 has been increased by £1.1m.

5 Contingent Payable

• MSE

The Group has recognised an administrative expense relating to deferred consideration which is linked to continued employment in its Consolidated Statement of Comprehensive Income in 2012 of £2.3m relating to the employment of an individual within administrative expenses.

Overview

We present a strong set of financial results for the year ended 31 December 2012. Adjusted revenue for the year increased by 15% to £204.8m (2011: £178.5m), generating adjusted EBITDA which was 26% higher at £66.5m (2011: £52.5m). This included external revenues of £1.8m and EBITDA of £2.8m respectively, resulting from the acquisition of MoneySavingExpert.com ('MSE') described below, which was acquired on 21 September 2012.

During 2012 the Group has continued to see good growth. Trading during the second half of the year improved relative to the comparable first half performance in the Insurance, Home Services and Travel verticals. Revenues in the Money vertical however were broadly flat in the second half of the year as savings revenues declined as a result of the introduction of the Bank of England's 'Funding for Lending' scheme, which enables financial institutions to seek low cost funding centrally rather than through retail deposits from the consumer markets.

The Group acquired MSE on 21 September 2012 for a total consideration of up to £92.5m including deferred consideration of up to £27.0m. The MoneySavingExpert.com brand is recognised in the UK as the trusted brand to help consumers find the very best deals available in a number of different areas and sits very much in line with the Group's stated ambition of helping every household make the most of their money. Trading since acquisition has been strong.

Consistent with prior years the Group has continued to invest in its technology platforms and its brand. The Group capitalised £3.5m in 2012 investing in platforms that will enable the Group to more readily deploy changes to its website and replace some of the legacy technology that exists today. This will increase flexibility and lower the cost of ownership, and builds upon the investments made in 2011 which improved the Group's data acquisition capabilities. The Group expects this investment to continue through 2013.

Distribution costs were only 2% ahead of 2011. The Group launched the 'You're So MoneySupermarket' campaign in the second half of 2011 and continued to run a number of iterations during 2012, including the launch of the £1,000 household savings message in the second half of the year which helped drive up visitor numbers and revenues. Supporting its offline marketing efforts the Group has also invested in key skill sets in online marketing, particularly digital marketing and analytics. This helped continue to increase marketing efficiencies and improve operating margins.

Reference is made in the Overview and Financial Highlights sections to adjusted revenues, adjusted gross margin, adjusted cost base, and adjusted distribution and administration expenses. These measures represent the revenue generated and costs charged to the Consolidated Statement of Comprehensive Income, less intangible amortisation, adjustments relating to VAT recoveries, costs incurred in relation to acquisitions made in 2011 and 2012, costs recognised in respect of deferred consideration relating to acquisitions and the write down of investments made in prior periods, referred to above.

Financial performance

Adjusted Group revenue increased by 15% to £204.8m (2011: £178.5m) and adjusted EBITDA increased by 26% to £66.5m (2011: £52.5m). Excluding the contribution from MSE from the date of acquisition (21 September 2012) adjusted revenues increased by 14% to £203.0m (2011: £178.5m) and adjusted EBITDA increased by 21% to £63.7m (2011: £52.5m). The Group saw solid revenue growth in its Insurance, Money and Home Services verticals, whilst Travel revenues were broadly flat. Trading improved in the second half of the year in Home Services and Travel whilst Insurance traded well throughout the year. Revenues in the Money vertical which were 19% ahead in the first half were broadly flat in the second half of the year.

Group adjusted gross margins increased from 71.9% to 74.1%. The Group increased its proportion of direct to site revenues to 69% (2011: 67%) partly as a result of the acquisition of MSE which from the date of acquisition has been classified as direct to site revenues, having previously been classified as portal partner revenues. Had the Group owned MSE from 1 January 2012 direct to site revenues would have represented 74% of revenues. Paid search continued to represent 22% of revenue in the year (2011: 22%).

Adjusted administrative and distribution costs increased by 12% from £75.9m to £85.3m. Distribution expenses increased by 2% to £30.5m with marginally higher spends on creative and media costs. Adjusted administrative costs increased by 17% from £49.9m to £58.4m in 2012. Adjusted staff costs (including contract resource) were 18% higher at £35.4m. Headcount increased from 439 to 529 from December 2011 to December 2012, as the Group increased its resources in digital marketing and analytics as it continues to drive more efficiency from its marketing investments; in addition the acquisition of MSE added a further 45 heads to the Group headcount.

Other administrative costs, including irrecoverable VAT, increased by £3.4m, the largest part of which related to the implementation of a number of digital marketing solutions to support the Group's online marketing efforts. As noted above, the Group reached agreement with HMRC relating to the methodology used to calculate the proportion of VAT that it can recover on expenses it incurs. This lowered the irrecoverable VAT charge by £4.5m in 2012 and £1.9m in 2011 compared to the previous method used by the Group. The Group has restated its adjusted administrative costs in 2011 to present the results on a consistent basis.

Adjusted EBITDA margins increased from 29.4% to 32.5% against the same period last year. Excluding MSE, Group EBITDA margins would have been 31.4%.

The Group operates its internet business across a number of vertical markets. These are discussed below:

	Adjusted Revenue ¹			
	31 December 2012		31 December 2011	
	£000	%	£000	%
Money	57,389	28	52,586	30
Insurance	120,368	59	102,655	57
Travel	13,074	6	13,319	9
Home Services	11,403	6	9,181	4
Other	–	–	166	0
MoneySupermarket.com	202,234	99	177,907	100
MoneySavingExpert.com	3,931	2	–	0
Other businesses	735	0	622	0
Intercompany revenue ²	(2,148)	(1)	–	0
Total	204,752	100	178,529	100

1 The above table excludes £2.5m of revenue in 2011 which the Group recorded in relation to the settlement of the VAT treatment of its leads business which related to periods prior to 2011.

2 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 of MoneySupermarket.com on a consistent basis in 2012 and 2011 and to show the contribution of the MoneySavingExpert.com business to the Group. Intercompany revenues have been eliminated as shown above.

MoneySupermarket.com internet business

The Directors use key performance indicators ('KPIs') to assess the performance of the business against the Group's strategy. These are reviewed on a regular basis. The principal KPIs for the business are as follows:

Visitors

The Group measures the number of visitors to its websites as the number of unique visitors per day per channel, measured on a cumulative basis using cookie-based tracking methodologies.

Transactions

The Group measures transactions at the point in time that the customer leaves the Group's websites having clicked through to a third party website, or in some cases having completed an application form hosted on the Group's websites.

Revenue per visitor ('RPV')

The Group measures the total revenue (including click and other internet revenue) divided by the number of visitors defined above.

Revenue per transaction ('RPT')

The Group measures the click based revenue divided by the total number of transactions defined above.

The relative performance of each of the internet verticals is discussed on the following pages.

Financial and Business Review *continued*

Money

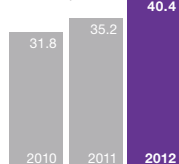
The Money vertical offers customers the ability to search for and compare products such as credit cards, current accounts, mortgages, loans, debt solutions, savings accounts and business finance, amongst other things. It also includes elements of the Group's leads business (PAA) and advisory business (SAS) together with advertising revenue that derives from financial products.

The KPIs for the Money vertical are shown below:

	31 December 2012	31 December 2011	Change
Visitors (000)	40,445	35,220	15%
Transactions (000)	21,353	18,773	14%
Revenue (£000) - click based	53,751	48,254	11%
Revenue (£000) - other	3,638	4,332	-16%
Revenue (£000) - total	57,389	52,586	9%
RPV	£1.42	£1.49	-5%
RPT	£2.52	£2.57	-2%

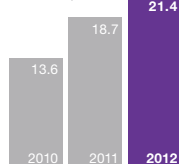
Visitors

(change +15%)



Transactions

(change +14%)



Total revenue increased by 9% from £52.6m to £57.4m and click based revenue by 11% from £48.3m to £53.8m. Visitors to the Money vertical were 15% higher than last year.

The Group saw growth across its credit business and more generally from other banking products, particularly savings, which performed very strongly in the first half of the year. Revenues from credit products, defined as secured and unsecured loans, credit cards, pay day loans, debt solutions and mortgages (excluding impression based advertising) were 6% ahead of last year whilst non-credit products grew by 17%. Revenues in the second half of the year in the savings channel were markedly lower than the same period last year, particularly in the fourth quarter of the year. Revenues were impacted by lower competition for retail deposits among financial institutions, many of whom sought low cost funding from the Bank of England's 'Funding for Lending' scheme rather than through the retail deposits market.

Other revenue, which includes revenue from the sale of leads through PAA, commission based sales through SAS for mortgages and loans, and advertising revenue, declined by approximately £0.7m, or 16%, over the year. The Group has, consistent with prior periods, continued to focus upon improving its click based offering encouraging consumers to click through and transact with providers rather than through its lead businesses or through advertising.

Insurance

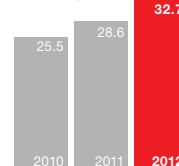
The Insurance vertical offers customers the ability to search for and compare insurance products such as breakdown, dental, home, life, medical, motor, pet and travel insurance, amongst other things. It also includes elements of the Group's leads business (PAA) and advisory business (SAS) together with advertising revenue that derives from insurance products.

The KPIs for the Insurance vertical are shown below:

	31 December 2012	31 December 2011	Change
Visitors (000)	32,679	28,554	14%
Transactions (000)	16,442	15,687	5%
Revenue (£000) - click based	105,976	92,218	15%
Revenue (£000) - other	14,392	10,437	38%
Revenue (£000) - total	120,368	102,655	17%
RPV	£3.68	£3.60	2%
RPT	£6.45	£5.88	10%

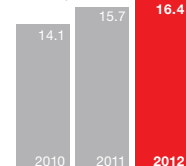
Visitors

(change +14%)



Transactions

(change +5%)



Revenues in the Insurance vertical increased by 17% from £102.7m to £120.4m. Click based revenue increased by 15% from £92.2m to £106.0m.

Revenues increased in each of the four major lines of business, being motor, home, travel and life insurance, with motor continuing to perform particularly strongly.

Visitors increased by 14% over the period driven by both effective online and offline marketing campaigns.

Other revenue increased by £4.0m largely as a result of the telephone assisted life insurance channel, which offers consumers offline support in completing often complex application forms, and which launched in the second half of 2011.

Travel

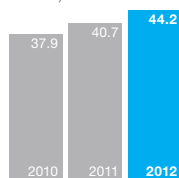
The Travel vertical offers customers the ability to search for and compare car hire, flights, hotels and package holidays, amongst other things.

The KPIs for the Travel vertical are shown below:

	31 December 2012	31 December 2011	Change
Visitors (000)	44,216	40,708	9%
Transactions (000)	20,373	21,928	-7%
Revenue (£000) - click based	12,210	12,171	0%
Revenue (£000) - other	864	1,148	-25%
Revenue (£000) - total	13,074	13,319	-2%
RPV	£0.30	£0.33	-10%
RPT	£0.60	£0.56	8%

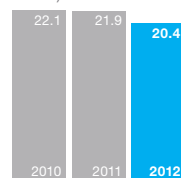
Visitors

(change +9%)



Transactions

(change -7%)



Revenue in the Travel vertical declined by 2% from £13.3m to £13.1m and click based revenue was flat at £12.2m. Visitor levels increased by 9% compared to the same period last year.

Trading within the Travel vertical improved throughout the course of the year quarter on quarter, relative to the same period last year. Revenues in the second half of the year were approximately 5% ahead of the same period last year. Package holidays revenue improved substantially in 2012 as the technology investments made in 2011 bedded in and the site was continually optimised to improve the user experience. Car hire revenues also held up well. Revenues from flights and hotels were weaker year on year continuing to reflect lower consumer demand, although improvements made to the hotels channel in the second half of the year helped boost revenues.

The Group has demonstrated that investments in technology in the Travel vertical can significantly improve revenues and continues to see good opportunities for future growth in the Travel business.

Other revenue, representing impression based advertising, fell by 25% as, consistent with the rest of the business, management reduced the amount of real estate available for advertising.

Home Services

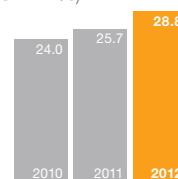
The Home Services vertical offers customers the ability to search for and compare products such as broadband, mobile telephones, vouchers, shopping and utilities.

The KPIs for the Home Services vertical are shown below:

	31 December 2012	31 December 2011	Change
Visitors (000)	28,816	25,748	12%
Transactions (000)	9,252	8,482	9%
Revenue (£000) - click based	11,399	9,160	25%
Revenue (£000) - other	4	21	-81%
Revenue (£000) - total	11,403	9,181	24%
RPV	£0.40	£0.36	11%
RPT	£1.23	£1.08	14%

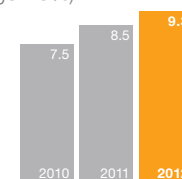
Visitors

(change +12%)



Transactions

(change +9%)



Revenue in the Home Services vertical increased by 24% from £9.2m to £11.4m in the year. Visitors increased by 12%.

Revenues from utilities, which is the largest channel in the vertical, were particularly strong in the second half of the year as utilities prices increased, driving an increase in switching volumes. The increase in utilities revenue relative to other sources of revenue in the Home Services vertical increased RPV in the period.

MoneySavingExpert.com (MSE)

The Group acquired MSE on 21 September 2012. MSE generated £3.9m in revenues for the Group of which £2.1m related to revenues also recognised within MoneySupermarket.com, from traffic referred to it from MSE. MSE contributed £2.8m to Group EBITDA since it was acquired.

Trading trends have largely reflected those experienced by MoneySupermarket.com with revenues from money products, particularly savings, being challenged whilst revenues from utilities switching were buoyant, aided by a number of the major providers raising their prices during the fourth quarter.

Overall the MSE business has performed well since acquisition and is well placed, with support from the wider Group, to continue to grow its customer base.

VAT

In the first half of 2011 the Group reached agreement with HM Revenue and Customs ('HMRC') that a number of its income streams had been classified incorrectly by HMRC as standard rated supplies rather than exempt. The Group recognised a one off credit of £3.5m in the first half of 2011 within its statutory numbers of which £3.1m related to prior periods.

Financial and Business Review *continued*

In July 2012, the Group received formal approval from HMRC for the use of a new VAT recovery method. The Group had filed claims dating back to 1 April 2008. The claims were settled in December 2012 and the Group has consequently recognised a credit of £10.6m in its Consolidated Statement of Comprehensive Income of which £4.5m relates to the year ended 31 December 2012 and £1.9m to the year ended 31 December 2011. These amounts have been included in adjusted EBITDA in the respective periods.

Acquisition of MoneySavingExpert.com, Local Daily Deals Limited and Financial Services Net Limited

On 21 September 2012 the Group acquired the trade and certain assets of MoneySavingExpert.com and a sole trader business from Martin Lewis for a total consideration of up to £92.5m including deferred consideration of up to £27.0m. The initial consideration of £65.5m was settled by an upfront cash payment of £35.0m and £30.5m of equity represented by 22.1m shares in the Company.

The deferred consideration is payable in part against the achievement of certain non-financial metrics over a three year period and in part at the Board's discretion. The deferred consideration will be settled on the third anniversary of completion.

The Group expects to be able to claim a corporation tax deduction of £20.0m over a five year period representing the tax effect of the amortisation of an element of the value of goodwill and intangible assets identified on the acquisition of the trade and assets of the sole trader business from Martin Lewis.

The MoneySavingExpert.com website offers free online content, which MoneySavingExpert.com has researched, on areas such as credit cards and loans, shopping, deals and vouchers, utilities and phones, banking and saving, travel and motoring, insurance, mortgages and homes, and income and family.

MoneySavingExpert.com's offering includes a range of online tools, researched articles in respect of specific products, personal finance guides, weekly newsletter emails which are sent to subscribers, and online forums. Martin Lewis and the MoneySavingExpert.com website also provide information and promote topical consumer focused issues such as financial education in schools and reclaiming payment protection insurance.

The business will be run separately for a period of at least three years according to an editorial code to ensure that MoneySavingExpert.com remains independent. The Board believes that the acquisition will help the combined Group reach a wider range of consumers, increase the proportion of revenues which are derived from direct to site sources and contribute significantly to the Group's goal of helping every household make the most of their money.

On 31 August 2011 the Group completed the acquisition of 51% of Local Daily Deals Limited ("LDD") for an initial consideration of

£1m, rising to a total consideration of up to £11m payable on the third anniversary of its acquisition depending on the achievement of certain financial targets.

LDD owns and operates a website and technology platform that features discounted retail offers from local and national companies. The business has not performed in line with management expectations and following the acquisition of MSE referred to above the Group has decided to refocus its resources in supporting MSE. Consequently the Group has performed a review of the value of contingent remuneration held on its balance sheet. As a result of this exercise the Group has lowered its estimate of the fair value of the contingent payable, and consequently, a credit of £0.1m (2011: £0.1m charge) has been included in the Consolidated Statement of Comprehensive Income in the period.

In light of the trading performance referred to above the Group has separately performed a review of the carrying value of goodwill identified upon the acquisition of LDD. As a result of this review the Group has recognised an impairment charge for the full amount of £0.6m (2011: nil) in the Consolidated Statement of Comprehensive Income in the period.

On 14 October 2010 the Group completed the acquisition of Financial Services Net Limited ("FSN") which owns and operates a number of websites in the Money and Insurance verticals for an initial consideration of £4.4m, rising to a total consideration of up to £8.8m payable over three years depending on the achievement of certain financial targets and the conclusion of outstanding tax matters.

Trading of the FSN business has been below management expectations. In 2011 the Group performed a review of the value of contingent consideration held on its balance sheet. As a result of this exercise the Group lowered its estimate of the fair value of contingent consideration that would have been payable from £2.4m to £0.2m, and consequently recognised a credit for £2.2m in the Consolidated Statement of Comprehensive Income in 2011.

In light of the trading performance referred to above the Group separately performed a review of the carrying value of goodwill and intangible assets identified upon the acquisition of FSN. As a result of this review the Group also recognised an impairment loss of £2.2m in 2011 in the Consolidated Statement of Comprehensive Income in the period.

During 2012 the Group has again assessed the trading performance of FSN. At the end of 2012, performance had been impacted by the lower importance of direct match domain names in natural search algorithms. The Group has now refocused a number of its resources that were dedicated to the FSN business to supporting MSE. Consequently the Group has recognised an impairment charge of £4.4m in fully writing down its intangible assets. Alongside this, the Group also reviewed,

and subsequently reduced to £nil, the fair value of contingent consideration, and as a result has recognised a credit of £0.2m in the Consolidated Statement of Comprehensive Income.

Investment in HD Decisions

On 25 March 2011 the Group invested £1m in acquiring a 25% stake in HD Decisions Limited ('HD'). HD provides credit decision support technology, which allows consumers to better understand the probability of being approved for a credit product before making a formal application for credit. This improves the user's experience on the Group's websites by matching consumers with credit products that they are eligible for and increases the number of relevant applications for individual providers which improves conversion. Importantly a credit footprint is not left on the consumer's profile at the point of initial enquiry. Furthermore providers are able to reduce the cost of credit searches at the application stage if consumers proceed to apply only for those credit products that are suited to their particular circumstances. The software is currently deployed to a portion of the Group's credit cards and loans channel customers.

Cash balance and dividend

As at 31 December 2012 the Group had a cash balance of £18.7m.

Having reviewed inter alia, 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 2012 of 3.94p per ordinary share.

Together with the interim dividend of 1.8p per ordinary share paid on 14 September 2012, this gives a total ordinary dividend for the year of 5.74p per ordinary share (2011: 4.53p), reflecting the Board's confidence in the ability of the business to generate cash on an ongoing basis.

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

The ex-dividend date for the final dividend is 20 March 2013, with a record date of 22 March 2013 and a payment date of 26 April 2013. 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 £6.7m in the Consolidated Statement of Comprehensive Income represents an effective tax rate of 21.3% (2011: 31%). This is lower than the prevailing rate of 24.5% (2011: 26.5%) due to the impact of the reduction in the rate of corporation tax on the deferred tax liability.

In the future, 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 to 31 December 2012 was 4.8p (2011: 3.3p). Adjusted basic earnings per ordinary share increased from 7.1p to 9.1p per share. The adjusted earnings per ordinary share is based on profit before tax after adding back intangible amortisation and goodwill impairment, the VAT recoveries relating to current and prior periods, costs incurred in relation to the acquisitions of Local Daily Deals Limited and MoneySavingExpert.com, credits relating to the reassessment of contingent consideration for Financial Services Net Limited and Local Daily Deals Limited, and costs related to the contingent consideration for MoneySavingExpert.com. A tax rate of 24.5% (2011: 26.5%) 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 incurred costs of £26.0m (2011: £27.0m) relating to television and other offline advertising in 2012. 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 85% (2011: 90%) of distribution costs.

The Group uses search engines to acquire traffic via paid search. The Group spent £39.4m (2011: £35.6m) on paid search in 2012. 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 action 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 4% (2011: 6%) of Group internet revenue in 2012.

Principal Risks and Uncertainties

The tables below summarise the material financial and operational risks to the Group and how the Group seeks to mitigate them in the day-to-day running of the business.

Financial risks

Risk area	Potential impact	Mitigation
Significant worsening in financial markets	Financial institutions may reduce the quantum of lending and/or tighten their acceptance criteria for customers seeking to obtain credit. Financial institutions may reduce their reliance on the retail market to obtain funds or may have lower cost funds available from other sources including the Bank of England to support their business activities. Providers may increase their focus on customer retention rather than acquisition. These factors may reduce commissions available to price comparison websites.	The Group continues to focus on building strong relationships with providers to ensure the Group is able to provide solutions to the needs of providers and to maximise the opportunities for providers to acquire customers in a cost effective manner.
Reduction of providers	Providers may consolidate, withdraw their products from price comparison websites or reduce their customer acquisition activity via price comparison websites. This may reduce competition for business, customer choice, Group revenue and the customer proposition of price comparison websites.	The Group continues to focus on building strong relationships with providers to ensure the Group is able to provide solutions to the needs of providers and to maximise the opportunities for providers to acquire customers in a cost effective manner.
Investment in new areas and/or significant acquisitions	Significant investments in new products and services or new geographies fail to make a return. Failure to generate anticipated revenue growth, synergies and/or cost savings from significant acquisitions could lead to significant goodwill and intangible asset impairments.	Investments in new areas typically leverage existing expertise and experience built up over many years. Capital requirements are relatively low and investment is managed in stages such that it is not finally committed until there is good visibility of a return. Significant acquisitions are approved by the Board following pre-acquisition due diligence. Post-acquisition performance of significant acquisitions is closely monitored to ensure corrective action can be taken in the event of deviations from expected performance.
Financial services and other markets regulation	The business model in financial services or other lines of business may be compromised by changes to existing regulation or the introduction of new regulation.	The Group has a team of regulatory specialists who work with the business to ensure that it remains compliant with existing regulation and informed of impending regulation. The Group has embraced regulation to date and shares the vision of the regulators generally to make the market more transparent to the end customer.
Economic environment	Reduction in visitors and revenue from a recession as customers seek to reduce levels of discretionary expenditure.	The Group continues to focus on building a wide range of market leading services to meet customers' needs. Customers seeking to reduce levels of discretionary expenditure will also be looking to obtain "best" value from compulsory products and services. The diversification of the Group both in the number of verticals that it operates in and the range of products and services it provides in each vertical should lessen the impact of a recession upon the Group although it cannot entirely mitigate against it.

Operational risks

Risk area	Potential impact	Mitigation
Competitive environment	Loss of market share and erosion of margins from increased competition.	The Group continues to focus on building market leading products to improve its proposition to customers. This includes investment in customer retention tools and technology including CRM initiatives which deliver additional features and functionality to customers.
Brand perception and reputation	Reduction in customer loyalty with existing customers and an inability to attract new customers if the business fails to maintain its position as a leading price comparison website or if its reputation is negatively impacted by any event, such as the loss or misuse of customer personal data.	Continued investment in television advertising reinforced through press activity will maintain the Group in customers' minds. Rigorous checking of the website through audit and review will maintain the accuracy of the information displayed. Rigorous use of internal controls and testing of the Group's systems together with infrastructure investment will ensure the integrity and robustness of the Group's systems.
Business continuity, capacity and functionality of IT and systems	Failure to provide adequate service levels to customers or maintain revenue generating services.	The Group maintains two separate data centres with n + 1 redundancy in relation to its core infrastructure to ensure that service is maintained in the event of a disaster at the primary data centre. Developed software is rigorously tested and the Group operates a robust release process which mitigates the likelihood of software being released into a live environment without being fully tested.
Loss of key management	Loss of key management resulting in a lack of necessary expertise or continuity to execute strategy.	Existing key management, new hires or management teams that are acquired through acquisitions are tied in through attractive equity and other incentive packages and rewarding career structures. In addition, succession plans have been developed or are being developed for key members of the management team (including through acquisitions) which are regularly reviewed.
Reliance on search engine natural listings	Reduction in gross margin through reduction in revenue derived from search engine optimisation activities.	The Group will continue to invest in sustainable search engine optimisation activities which adhere to search engine guidelines.
Changing customer behaviour	Reduction in customer loyalty with existing customers and an inability to attract new customers if the business fails to adapt to changing customer behaviour, such as the increasing use of mobile devices to access the internet, 'apps' and social media.	The Group continues to focus on building market leading products to improve its proposition to customers. The Group continues to engage with customers to understand any changes in the way they utilise the Group's services.

Corporate Responsibility Report

more talent / more opportunity / more fun /



.Community team members present the Railway Children charity with £600.

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.

Communities and charities

The Group's .Community initiative was launched in 2008 and has continued to develop during 2012. The initiative is focused on providing support to charities located within a few miles of the Group's offices in Ewloe and so support is targeted primarily in Flintshire and Cheshire.

A volunteer group of employees meet each month to review requests for donations from charities 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 in which it operates.

In 2012 the Group made £2,000 per month 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 44 charities including:

- Green Pastures Homeless Charity
- Age Concern
- The North Wales Chrysalis Trust
- Alder Hey Children's Charity
- Miles of Smiles
- Clwyd Special Riding Centre
- Shelter Cymru

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 2012 Charity of the Year was the Alzheimer's Society. The charity provides help and support to people affected by dementia. Over the course of the year the Group's employees raised £12,357 for the Alzheimer's Society with the Group also donating £12,357, bringing the total donated to the Alzheimer's Society during the year to £24,714.

Employees have selected Mind as its 2013 Charity of the Year. The charity provides help and support to those affected by mental health problems.

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 including helping at an orphanage in Cambodia.

Environment

The Group has established a team called the 'Green Team' which comprises a volunteer group of employees who meet regularly and whose aim is to reduce energy and raw material usage throughout the Group to support environmental and financial performance.

The 'Green Team' have implemented a number of initiatives in 2012 to support this aim including the installation of solar panels at the Group's head office resulting in energy savings of approximately 60,000kwh during 2012, the installation of energy efficient lighting at the Group's offices, and the continued replacement of PCs and printers with more energy efficient models. The Group estimates that during 2012 it recycled on average over 50% of its commercial waste.

Employees

The Group actively encourages employee involvement and consultation and places considerable emphasis on keeping its employees informed of the Group's activities via formal half yearly 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 also helps to achieve a common awareness amongst employees of the financial and economic factors affecting the performance of the Group.

The Group has an established employee forum through which nominated representatives ensure that employees' views are taken into account regarding issues that are likely to affect them. 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.

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 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

The Group has formal ethics and anti-bribery 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.

Digital academy



MoneySupermarket.com is supporting graduate employment and training. In 2012, we introduced the 'Digital Academy'. This is a detailed programme aimed at ensuring our graduate employees and all MoneySupermarket.com staff understand the fundamentals of digital marketing and have access to the very best training in digital marketing disciplines. Our ambition in 2013 is to develop an externally

Charities



Our charity and .Community teams are encouraged to get involved to help national and local causes. Each year, we nominate a national charity to support, and in 2012, we supported the Alzheimer's Society. As well as making donations and grants to local charities, the .Community team gets involved in other ways, including using staff volunteering days, donating their

Board of Directors and Company Secretary

Gerald Corbett
Chairman of the Board
and Chairman of the
Nomination Committee

Simon Nixon
Deputy Chairman

Peter Plumb
Chief Executive Officer

Paul Doughty
Chief Financial Officer



Biography

Gerald has been chairman of Britvic plc since November 2005, chairman of Betfair Group plc since March 2012 and chairman of Towry Holdings Limited since March 2012. Gerald is a non-executive director of Numis Corporation Plc and is chairman of the board of trustees of the Royal National Institute for the Deaf. Gerald was chairman of SSL International plc from 2005 to 2010 and prior to that was chairman, chief executive or finance director of a number of major companies.

Simon co-founded the Group's business in 1993 and since then has been involved in the management and development of the business including the launch of MoneySupermarket.com in 1999 and TravelSupermarket.com in 2004.

Prior to joining the Group in 2009, Peter was the UK managing director of dunhumby Limited between 2006 and 2008. He was previously 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.

Paul joined the Group in 2004 as Chief Financial Officer. Prior to that, he held commercial finance roles at Motorola Limited, National Power plc and Morse plc. Paul is a qualified Chartered Accountant, having trained and qualified at Price Waterhouse.

Term of Office

Gerald was appointed to the Board as Chairman in June 2007.

Simon was appointed to the Board as Chief Executive Officer in April 2007 and became Deputy Chairman in February 2009.

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

Paul was appointed to the Board in April 2007.

Independent

On appointment

Not applicable

Not applicable

Not applicable

External Appointments

Gerald is chairman of Britvic plc, Betfair Group plc, Towry Holdings Limited and the board of trustees of the Royal National Institute for the Deaf. He is a non-executive director of Numis Corporation Plc.

Simon is a director of Simonseeks.com Limited, Simon Family Office Limited, Atlantic Paradise Ltd, Atlantic Serenity Holding Ltd and Simon Escapes Properties SL.

None

Paul is a director of HD Decisions Limited, a company in which the Group owns 25% of the share capital.

Committee Membership

Gerald chairs the Nomination Committee and is a member of the Remuneration and Audit Committees.

Not applicable

Peter chairs the Group Risk Committee and attends the Remuneration, Audit and Nomination Committees by invitation.

Paul is a member of the Group Risk Committee and attends the Audit Committee by invitation.

Graham Donoghue
Managing Director,
Financial Services



Graham joined the Group in 2008 as Managing Director, Travel and was appointed Managing Director, Financial Services in January 2011. Prior to joining the Group, Graham was new media director of TUI Travel plc between 2006 and 2008.

Graham was appointed to the Board in February 2009.

Not applicable

None

Graham is a member of the Group Risk Committee.

Michael Wemms
Senior Independent
Non-Executive Director



Michael has been a non-executive director of Howden Joinery Group plc since 2006. He was formerly a non-executive director of Inchcape plc between 2004 and 2011, chairman of the British Retail Consortium between 2004 and 2006, chairman of House of Fraser plc between 2001 and 2006 and a non-executive director of A&D Pharma Holdings N.V. between 2006 and 2008. Michael was previously an executive director of Tesco plc between 1989 and 2000.

Michael was appointed to the Board as a Non-Executive Director in July 2007.

Yes

Michael is a non-executive director of Howden Joinery Group plc.

Michael is a member of the Remuneration, Audit and Nomination Committees.

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



Rob has been a non-executive director of Intu Properties plc since 2004 and a non-executive director of Taylor Wimpey plc since 2010, where, for both companies, he is the senior independent non-executive director and chairs their respective audit committees. He was formerly deputy chairman of Cable & Wireless plc between 2003 and 2006 and a non-executive director of Prudential plc between 1999 and 2006 where he chaired its audit committee. Rob was previously at Reuters plc from 1978 to 2001 where he was a director between 1990 and 2001.

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

Yes

Rob is a non-executive director of Intu Properties plc and Taylor Wimpey plc.

Rob chairs the Audit Committee and is a member of the Remuneration and Nomination Committees.

Bruce Carnegie-Brown
Independent Non-
Executive Director and
Chairman of the
Remuneration Committee



Bruce was appointed non-executive chairman of AON UK plc in September 2012 and a non-executive director of Santander UK plc in October 2012. He has been a non-executive director of Close Brothers Group plc since 2006, and a non-executive director of Catlin Group Limited since 2010, where, for both companies, he is the senior independent non-executive director and chairs their respective remuneration committees. He was previously managing partner of 3i Group, chief executive officer of Marsh Limited and a managing director of JP Morgan.

Bruce was appointed to the Board as a Non-Executive Director in April 2010.

Yes

Bruce is non-executive chairman of Aon UK plc. He is a non-executive director of Close Brothers Group plc, Catlin Group Limited and Santander UK plc.

Bruce chairs the Remuneration Committee and is a member of the Audit and Nomination Committees.

Darren Drabble
Company Secretary and
Group General Counsel



Darren joined the Group as Company Secretary and Group General Counsel in May 2007. 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 was appointed Company Secretary in June 2007.

Not applicable

None

Darren is a member of the Group Risk Committee.

Directors' Report

The Directors present their report and the Group and Company Financial Statements of MoneySupermarket.com Group PLC (the 'Company') and its subsidiaries (together the 'Group') for the financial year ended 31 December 2012.

Principal activities

The Company is a public limited company incorporated in England, registered number 6160943, with its registered office at MoneySupermarket House, St David's Park, Ewloe, Chester, CH5 3UZ.

The principal activity of the Group is the introduction of business to financial, insurance, travel, home services and other product or service providers through its websites. The principal activity of the Company is that of a holding company.

A fuller description of business activities is contained within the Financial and Business Review on pages 19 to 25.

Business review

The Chairman's Statement on pages 14 and 15, the Chief Executive's Report on pages 16 to 18, the Financial and Business Review on pages 19 to 25 and the Principal Risks and Uncertainties on pages 26 and 27 provide a detailed review of the Group's activities, likely future developments and principal risks and uncertainties. All the information detailed in those pages is incorporated by reference into this report and is deemed to form part of this report.

As at the date of this report, there have been no important events affecting the business of the Group which have occurred since 31 December 2012.

Corporate governance

The Corporate Governance Report, the Audit Committee Report, the Nomination Committee Report and the Directors' Remuneration Report on pages 36 to 52 are incorporated by reference into this report and are deemed to form part of this report.

Results and dividends

The Group's and Company's audited Financial Statements for the financial year ended 31 December 2012 are set out on pages 54 to 87.

An interim dividend of 1.8p (2011: 1.5p and a special dividend of 3.93p) per ordinary share was paid to shareholders on 14 September 2012.

The Directors recommend a final dividend of 3.94p (2011: 3.03p) per ordinary share. If approved by shareholders at the forthcoming Annual General Meeting, this will be paid on 26 April 2013 to shareholders on the register at the close of business on 22 March 2013.

The final dividend, together with the interim dividend paid on 14 September 2012, gives a total dividend for the year of 5.74p (2011: 8.46p) per ordinary share.

Major shareholders

As at the date of this report, the Company had been notified of the following significant holdings of voting rights in its ordinary shares in accordance with the Financial Services Authority's Disclosure and Transparency Rules:

Shareholder	Number of ordinary shares/voting rights notified	Percentage of ordinary share capital notified
Simon Nixon	259,795,130	50.43
BlackRock Inc	25,454,379	4.998
FIL Limited	24,758,460	4.86
The Capital Group Companies, Inc.	24,955,401	4.84
State Street Nominees Limited	20,581,165	4.14
Martin Steven Lewis	17,378,424	3.20

Share capital and control

The issued share capital of the Company comprises a single class of shares referred to as ordinary shares of 0.02p each. As at 31 December 2012, the issued share capital of the Company was £107,458 comprising 537,288,389 ordinary shares of 0.02p each. Full details of the share capital of the Company and changes to the share capital during the year are set out in note 16 to the Group Financial Statements on page 77. All the information detailed in note 16 on page 77 is incorporated by reference into this report and is deemed to form part of this report.

At the Annual General Meeting of the Company held on 18 April 2012, shareholders authorised the Directors to allot up to 339,180,000 ordinary shares in the capital of the Company. Directors will seek authority from shareholders at the forthcoming Annual General Meeting to allot up to 357,835,000 ordinary shares.

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, shall have one vote and, on a poll, every holder of ordinary shares present in person or by proxy, and entitled to vote, shall have one vote for every ordinary share held. There are no issued shares in the Company with special rights with regard to control of the Company.

The notice of the Annual General Meeting specifies deadlines for exercising voting rights and appointing a proxy or proxies to vote in relation to resolutions to be passed at the Annual General Meeting. All proxy votes are counted and the numbers for, against or withheld in relation to each resolution are announced at the Annual General Meeting and published on the Company's website after the meeting.

There are no restrictions on the transfer of ordinary shares in the Company other than:

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

Under the rules of the Company Share Incentive Plan ('Plan'), eligible employees were provided with the opportunity to receive 'free' shares on the listing of the Company ('Listing') with a value as at the date of Listing of £3,000, and all employees are entitled 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 ('Trustees'). Voting rights are exercised by the Trustees on receipt of participants' instructions. If a participant does not submit an instruction to the Trustees, no vote is registered. In addition, the Trustees do not vote on any unawarded or forfeit shares held under the Plan as surplus assets. As at the date of this report, the Trustees held 0.12% of the issued ordinary share capital 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.

The Company and Simon Nixon entered into a relationship agreement on 11 July 2007 to regulate the ongoing relationship between them ('Relationship Agreement'). The Company and Simon Nixon have agreed in the Relationship Agreement that Simon Nixon is entitled to appoint (such number including himself) one Non-Executive Director for as long as he holds the beneficial interest in at least 15% of the ordinary shares of the Company, two Non-Executive Directors for as long as he holds the beneficial interest in at least 30% of the ordinary shares of the Company and three Non-Executive Directors for as long as he holds the beneficial interest in at least 50% of the ordinary shares of the Company. The Relationship Agreement will terminate if Simon Nixon holds less than 15% of the ordinary shares of the Company. As at the date of this report, Simon Nixon had not appointed any Non-Executive Directors pursuant to his rights in the Relationship Agreement.

Save in respect of provisions of the Company's share schemes which may cause options and awards granted to employees under such schemes to vest on a takeover, there are no agreements between the Company and its Directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

Save in respect of the Company's share schemes, there are no significant agreements to which the Company is a party that take effect, alter or terminate upon a change of control following a takeover bid.

The Company's 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 Annual General Meeting.

Authority to purchase own shares

At the Annual General Meeting of the Company held on 18 April 2012, shareholders authorised the Company to purchase, in the market, up to 50,928,800 of its own ordinary shares either to be cancelled or retained as treasury shares. As at the date of this report, the Company had not purchased any of its own ordinary shares in the market.

Directors will seek authority from shareholders at the forthcoming Annual General Meeting for the Company to purchase, in the market, up to 53,728,838 of its own ordinary shares either to be cancelled or retained as treasury 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.

Research and 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 internet operations.

Going concern

After making appropriate enquiries, the Directors have a reasonable expectation that the Company, and the Group as a whole, have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Financial Statements have been prepared on a going concern basis.

Directors

The following persons were Directors of the Company during the financial year ended 31 December 2012: Gerald Corbett, Simon Nixon, Peter Plumb, Paul Doughty, David Osborne, Graham Donoghue, Michael Wemms, Rob Rowley and Bruce Carnegie-Brown. Their biographical details (with the exception of David Osborne's) are set out on pages 30 and 31. David Osborne ceased to be a Director of the Company with effect from 31 December 2012.

Subject to law and the Company's Articles of Association, the Directors may exercise all of the powers of the Company and may delegate their power and discretion to committees.

The Company's Articles of Association give the Directors power to appoint and replace Directors. Under the terms of reference of the Nomination Committee, any appointment to the Board of the Company must be recommended by the Nomination Committee for approval by the Board. The Articles of Association also require Directors to retire and submit themselves for election at the first Annual General Meeting following their appointment and to stand for re-election at least every three years following their election or last re-election.

In accordance with the Company's Articles of Association and the UK Corporate Governance Code, all of the Directors will retire at the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election.

Directors' Report continued

Directors' remuneration

The Remuneration Committee, on behalf of the Board, has adopted a policy that aims to attract and retain the Directors needed to run the Group successfully. Details of the Directors' remuneration is set out in the Directors' Remuneration Report on pages 42 to 52.

Directors' interests

Details of the Directors' and their connected persons' interests in the ordinary shares of the Company are set out in the Directors' Remuneration Report on pages 42 to 52. No Director has any other interest in any shares or loan stock of any Group company.

The details of transactions with Directors of the Company and related party transactions in the financial year ended 31 December 2012 are set out in note 22 to the Group Financial Statements on pages 80 and 81. During the year, no Director had any material interest in any contract of significance to the Group's business.

Directors' and officers' insurance and indemnities

During the financial year ended 31 December 2012 and up to the date of this report, the Company has maintained 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. Qualifying third party indemnity provisions and qualifying pension scheme indemnity provisions were in force throughout 2012 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.

Statement of Directors' responsibilities in respect of the Annual Report and the Financial Statements

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 and applicable law (UK Generally Accepted Accounting Practice).

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.
- 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 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 Directors' Report, Directors' Remuneration Report and Corporate Governance Report that complies 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.

Statement of Directors' responsibilities pursuant to Disclosure and Transparency Rules 4.1.12

Each of the Directors whose names and functions are set out on pages 30 and 31 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.
- The business review 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.

Internal control

The Corporate Governance Report and Audit Committee Report on pages 36 to 40 includes the Board's assessment of the Group's system of internal controls and consideration of the guidance issued by the Turnbull Committee of the Institute of Chartered Accountants of England and Wales.

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 half yearly business performance updates by members of the executive management team 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.

The Group has an established employee forum through which nominated representatives ensure that employees' views are taken into account regarding issues that are likely to affect them. 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

During 2012 the Group arranged a £20m revolving credit facility to provide cash flow for the acquisition of MoneySavingExpert.com. The largest amount drawn down during the period was £13m which was repaid in full before the end of 2012.

Financial risk management

It is the Group's objective to manage its financial risk so as to minimise the adverse fluctuations in the financial markets on the Group's profitability and cash flow. The specific policies for managing each of the Group's main financial risk areas are set out in note 17 to the Group Financial Statements on pages 77 and 78.

Political and charitable donations

During the financial year ended 31 December 2012, the Group did not make any political donations (2011: £nil) and made charitable donations of £37,032 (2011: £37,454).

Creditor payment policy

It is Group policy to agree terms and conditions for its business transactions with suppliers. Payment is made in accordance with these terms provided the supplier meets its obligations. During the period the Group signed up to the Prompt Payment Code, a Government backed scheme which encourages the prompt payment of suppliers, the provision of clear guidance on payment policy to suppliers, as well as general best practice in this area. The average number of trade creditor days outstanding for the Group at 31 December 2012 was 41 days (2011: 48.8). The Company had no trade creditors at 31 December 2012 (2011: nil).

Disclosure of information to auditors

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 auditors are unaware; and each such Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information, and to establish that the Company's auditors are aware of that information.

Auditors

KPMG Audit Plc 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 Annual General Meeting and will be proposed to shareholders at that meeting.

Annual General Meeting

The forthcoming Annual General Meeting of the Company will be held at the Leverhulme Stand, Chester Racecourse, The Racecourse, Chester, CH1 2LY on Wednesday 17 April 2013 at 11.00am.

The notice convening the forthcoming Annual General Meeting of the Company, with details of the business to be transacted at the meeting and explanatory notes, is set out in a separate circular which has been sent to all shareholders at the same time as this report.

By order of the Board

Darren Drabble

Company Secretary
4 March 2013

Corporate Governance Report

The Board of Directors ('Board') of MoneySupermarket.com Group PLC ('Company') is committed to high standards of corporate governance and supports the principles laid down in The UK Corporate Governance Code published in June 2010 by the Financial Reporting Council ('Code'). This Corporate Governance Report describes how the principles of the Code are applied by the Company and reports on the Company's compliance with the Code's provisions.

Compliance

The Board considers that the Company has complied with the provisions of the Code throughout the year ended 31 December 2012 and to the date of this report except as set out below.

Board of Directors

The Board currently has eight members, comprising the Non-Executive Chairman, Gerald Corbett, three Independent Non-Executive Directors, Michael Wemms, Rob Rowley and Bruce Carnegie-Brown, and four Executive Directors, Simon Nixon, Paul Doughty, Peter Plumb and Graham Donoghue. Michael Wemms has been designated as the Senior Independent Non-Executive Director.

The Board normally meets on at least eight occasions in each financial year including a two day strategy conference. To enable the Non-Executive Directors to more freely discuss the performance of the Group's management, the Chairman meets with the Non-Executive Directors at least once each year without the Executive Directors present.

The Board considers that all the Directors are able to devote sufficient time to their duties as Directors. Biographies of the Board are set out on pages 30 and 31 including details of the significant commitments of the Chairman. The Board is satisfied that these appointments do not conflict with the Chairman's ability to carry out his duties and responsibilities effectively for the Group.

The Board has reviewed the recommendations of the Davies Report as part of a wider diversity discussion and has endorsed a Group wide Diversity Policy. The Board supports the aims, objectives and recommendations of the Davies Report and in line with the Code will continue to make Board appointments on merit, against objective criteria and with due regard for the benefits of diversity on the Board, including gender.

Independence/Non-Executive Directors

The Chairman and the Non-Executive Directors bring wide and varied commercial experience to Board and Committee deliberations. The practice of the Company is to appoint Non-Executive Directors for specified terms of three years, subject to a maximum of up to 12 months' notice within that period and also subject to re-election and to Companies Act provisions relating to the removal of a Director. Each of the Non-Executive Directors, including the Chairman, currently holds a letter of appointment reflecting this.

The Board considers that Gerald Corbett was independent on appointment as Chairman and considers Michael Wemms, Rob Rowley and Bruce Carnegie-Brown 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

The Company's Articles of Association were amended at the 2008 Annual General Meeting, in line with the Companies Act 2006, to allow the Board to authorise potential conflicts of interest that may arise and to impose limits or conditions, as appropriate, when giving any authorisation. Any decision of the Board to authorise a conflict of interest is only effective if it is agreed without the conflicted Directors voting or without their votes being counted and in making such a decision, the Directors must act in a way they consider in good faith will be most likely to promote the success of the Company.

The Company has established a procedure for the appropriate authorisation to be sought prior to appointment of any new Director or prior to a new conflict arising and for the regular review of actual or potential conflicts of interest. During the year, this procedure was adhered to and operated effectively.

Relationship Agreement

The single largest shareholder of the Company is Simon Nixon. The Company and Simon Nixon 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 is to ensure that the Company is capable of carrying on its business independently of Simon Nixon, and that transactions and relationships with Simon Nixon are at arm's length and on normal commercial terms.

The Company and Simon Nixon have agreed in the Relationship Agreement that Simon Nixon is entitled to appoint (such number including himself as a Director) one Non-Executive Director for as long as he holds the beneficial interest in at least 15% of the ordinary shares of the Company, two Non-Executive Directors for as long as he holds the beneficial interest in at least 30% of the ordinary shares of the Company and three Non-Executive Directors for as long as he holds the beneficial interest in at least 50% of the ordinary shares of the Company. The Relationship Agreement will terminate if Simon Nixon holds less than 15% of the ordinary shares of the Company.

The Relationship Agreement also includes a protocol to be observed in relation to any Non-Executive Director appointed by Simon Nixon to deal with potential conflicts of interest and the provision of confidential information.

As at the date of this report, Simon Nixon had not appointed any Non-Executive Directors pursuant to his rights in the Relationship Agreement.

Division of responsibilities

The positions of Chairman and Chief Executive Officer are not combined, ensuring a clear division of responsibility at the head of the Company. The division of roles and responsibilities between the Chairman and Chief Executive Officer is clearly established, set out in writing and has been approved by the Board.

The Chairman is responsible for leadership of the Board, setting its agenda and monitoring its effectiveness. He ensures effective communication with shareholders and that the Board is aware of the views of major shareholders. He facilitates both the contribution of the Non-Executive Directors and constructive relations between the Executive and Non-Executive Directors.

The Chief Executive Officer is responsible for the day to day running of the Group, carrying out agreed strategy and implementing specific Board decisions.

Role of the Board

The Board is collectively responsible for the Group's performance and meets regularly to review the operation and performance of the Group. The Board has a formal schedule of matters reserved to it for decision making and matters delegated to Committees of the Board which are available on the investor relations section of the Group's website at www.moneysupermarket.com. These include the Group's strategy; business plan and annual budget; acquisitions and disposals; and other major investments and capital projects.

There is an established procedure for the preparation and approval each year by the Board of business plans and the annual budget. The Board receives reports on performance against the business plan and budget and reviews any significant variances each time it meets. This information enables business performance to be monitored, evaluated, discussed and challenged where necessary and enables informed, sound decisions to be made. At least one of the Board's regular meetings each year is devoted to reviewing and agreeing the Group's strategic direction.

Board Committees

The Board has three principal Committees (Audit, Nomination and Remuneration) to which various matters are delegated. The Committees all have formal written terms of reference that have been approved by the Board and are published on the investor relations section of the Group's website at www.moneysupermarket.com. They are also available in hard copy form on application to the Company Secretary.

Details of the work of the Audit, Nomination and Remuneration Committees are given in the reports of those Committees on pages 40 to 52.

The Directors who served on each of the Committees during the year are set out below:

Committee	Chairman	Member	Member	Member
Audit	Rob Rowley	Gerald Corbett	Michael Wemms	Bruce Carnegie-Brown
Nomination	Gerald Corbett	Michael Wemms	Rob Rowley	Bruce Carnegie-Brown
Remuneration	Bruce Carnegie-Brown	Gerald Corbett	Rob Rowley	Michael Wemms

Board and Committee attendance

The attendance record of the Directors at scheduled Board and Committee meetings during the year is set out in the following table. The Board scheduled nine meetings during the year and ad hoc conference calls and committee meetings were also convened to deal with specific matters which required attention between scheduled meetings.

	Board	Audit Committee	Nomination Committee	Remuneration Committee
Executive Directors				
Simon Nixon	9	–	–	–
Peter Plumb	9	–	–	–
Paul Doughty	9	–	–	–
Graham Donoghue	9	–	–	–
David Osborne ¹	9	–	–	–
Non-Executive Directors				
Gerald Corbett	9	2	2	6
Michael Wemms	9	3	2	6
Rob Rowley	9	3	2	6
Bruce Carnegie-Brown	8	3	1	5
Total number of scheduled meetings held	9	3	2	6

¹ David Osborne ceased to be a Director of the Company with effect from 31 December 2012.

The Executive Directors of the Company may attend meetings of the Committees at the invitation of the Chairman of the respective Committee.

Corporate Governance Report continued

Directors

The Company's Articles of Association require that new Directors appointed by the Board must retire and submit themselves for election by shareholders at the next Annual General Meeting following their appointment. The Company's Articles of Association further require that all Directors must retire and submit themselves for re-election at least every three years. In accordance with the Code, all of the Directors will retire at the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election.

The Company provides Directors' and officers' insurance cover for the benefit of Directors in respect of claims arising in the performance of their duties. The Company has also granted indemnities to each of its Directors and the Company Secretary to the extent permitted by law and its Articles of Association.

Board evaluation

The formal annual evaluation of the performance of the Board, its Committees and individual Directors was undertaken during the year. This consisted of an internally run exercise led by the Chairman with the assistance of the Company Secretary. The appraisal questionnaire used in connection with the process was wide-ranging and based on questions outlined in the Code, covering both Board and Committee performance. The Board considered that an internally run exercise was most appropriate in the current year but agreed annually to give consideration to whether an externally facilitated evaluation may be appropriate.

The appraisal output is used to identify strengths and development areas and confirmed that the Board and its Committees were operating effectively. Individual performance was also appraised, based on one-to-one interviews with the Chairman, or in the case of the Chairman, with the Senior Independent Non-Executive Director following consultation with each of the other Directors.

Development

The Chairman and Company Secretary are responsible for preparing and co-ordinating an induction programme for newly appointed Directors, including business related presentations by senior management below Board level, as well as guidance on their duties, responsibilities and liabilities as a Director of the Company. Every Director has access to appropriate training as required following their appointment and is encouraged to develop their understanding of the Group.

Information

Board members are given appropriate documentation in a timely manner in advance of each Board or Committee meeting. This normally includes a detailed report on current trading and comprehensive papers on matters where the Board or Committee will be required to make a decision or give its approval. Specific business related presentations are given by senior management below Board level when appropriate.

The Directors have access to the advice and services of the Company Secretary. The Company Secretary is responsible for ensuring that Board procedures are followed and providing advice to the Board on corporate governance. Both the appointment and removal of the Company Secretary are matters for the Board as a whole.

Directors can, where they judge it necessary to discharge their responsibilities as Directors, obtain independent professional advice at the Company's expense. No such advice was sought by any Director during the year. Directors have the right to require that any concerns they may have are recorded in the appropriate Board or Committee minutes.

Shareholder relations

The Board is committed to establishing and maintaining good communications with shareholders. 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. 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 the various bodies which monitor the Company's governance policies and procedures. The Company Secretary generally deals with questions from individual 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 www.moneysupermarket.com to be viewed and accessed by all shareholders.

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

All shareholders will have the opportunity to ask questions at the forthcoming Annual General Meeting. The Chairmen of the Audit, Nomination and Remuneration Committees will be available to answer questions at that meeting. Shareholders may also contact the Chairman, 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 will prepare separate resolutions on each substantially separate issue at the forthcoming Annual General Meeting. The result of the vote on each resolution will be published on the Group's website after the Annual General Meeting and will be announced via the regulatory information service.

Internal control and risk management

The Board is responsible for the Group's system of internal control and risk management and for reviewing its effectiveness. The system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The key features of the Group's system of internal control and risk management are:

- A comprehensive annual business planning and budgeting process, requiring Board approval, against which the Group's actual performance and any significant variances are regularly reviewed by the Board.
- A schedule of matters reserved for the Board's approval to ensure it maintains control over appropriate strategic, financial, organisational, compliance and capital investment issues.
- An organisation structure with clearly defined lines of responsibility and delegation of authority.
- Regular reviews of the key risks facing the Group to ensure key risks are being identified, evaluated and appropriately managed, having regard to the balance of risk, cost and opportunity. The management of risk is undertaken by the Group Risk Committee, chaired by the Chief Executive Officer, which reviews the Group risk register at least twice each year, and reports its findings to the Audit Committee.
- An annual two day strategy conference to discuss and approve the Group's strategic direction, plans and objectives and the risks to achieving them.
- An internal audit function providing assurance over key risks, processes and controls.

In addition, the Audit Committee receives:

- Reports from the external auditors in relation to the Financial Statements and the material financial reporting judgements contained in them.
- Reports from the internal and external auditors in relation to the system of internal control and the reviews by the internal and external auditors of that system.

The Audit Committee has reviewed the effectiveness of the Group's system of internal control and risk management during the year. The Board considers that in the context of the control environment described above, the Group's system of internal control and risk management is effective and satisfactory.

Share capital

Details of the Company's share capital are set out in the Directors' Report on pages 32 and 33.

Compliance with the Code

The Directors consider that during the financial year ended 31 December 2012 and to the date of this report, the Company complied with the Code except as follows:

B.1.2 – During the year at least half the Board, excluding the Chairman, did not comprise Independent Non-Executive Directors. The Board has commenced a process to appoint an additional Non-Executive Director which it expects to conclude during 2013.

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.

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

Darren Drabble

Company Secretary
4 March 2013

Audit Committee Report

The Audit Committee presents a separate report in relation to the financial year ended 31 December 2012.

Composition of the Audit Committee

The Audit Committee comprises the four Non-Executive Directors, Rob Rowley (Chairman), Gerald Corbett, Michael Wemms and Bruce Carnegie-Brown. Rob Rowley, Michael Wemms and Bruce Carnegie-Brown are considered by the Board to be independent. Gerald Corbett was considered by the Board to be independent on appointment. Biographies of the members of the Audit Committee are set out on pages 30 and 31. Rob Rowley is a qualified accountant and was formerly finance director of Reuters plc and chairman of the audit committee at Prudential plc. He is currently chairman of the audit committees at Intu Properties plc and Taylor Wimpey plc. The Board is satisfied that Rob Rowley has recent and relevant financial experience.

Operation of the Audit Committee

The Audit Committee met on three occasions during the year. Details of the attendance at Audit Committee meetings are set out in the Corporate Governance Report on page 37.

The Chief Executive Officer, Chief Financial Officer and Company Secretary, together with the external auditors, will normally attend meetings at the invitation of the Chairman of the Audit Committee. The external auditors are regularly invited by the Audit Committee to advise them of any matters which they consider should be brought to the Audit Committee's attention without the Executive Directors present. The external auditors may also request a meeting with the Audit Committee if they consider it necessary.

The Company Secretary acts as secretary to the Audit Committee. 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.

The Audit Committee's duties include:

- Monitoring the financial reporting process.
- Monitoring the statutory audit of the Group's Financial Statements.
- Reviewing the Group's Financial Statements and the material financial reporting judgements contained in them.
- Monitoring the effectiveness of the Group's internal control and risk management systems.
- Reviewing and monitoring the independence of the external auditors and the provision of additional services to the Group.
- Advising the Board on the appointment and removal of the external auditors and the remuneration and terms of engagement of the external auditors.
- Reviewing the Group's whistle blowing procedures.

The Audit Committee undertakes its activities in line with an annual work plan. The Audit Committee agrees the scope of the audit work and discusses the results of the full year audit and half year review each year.

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

During the year, the Audit Committee reviewed the Group's whistle blowing procedures to ensure arrangements are in place to enable employees to raise concerns about possible malpractice or wrongdoing by the Group or any of its employees on a confidential basis. This includes arrangements to proportionately and independently investigate such matters and for appropriate follow-up action.

Internal control and risk management

The Board is responsible for the Group's system of internal control and risk management and for reviewing its effectiveness. The Audit Committee monitors and reviews each year the effectiveness of, and the framework for, the Group's system of internal control and risk management.

The Audit Committee undertook a review of the effectiveness of, and the framework for, the Group's system of internal control and risk management, including financial, operational and compliance controls during the year. In addition to this review, the external auditors provided the Audit Committee with comprehensive reports of the results of their controls testing as part of the external audit. On a half yearly basis, the Audit Committee also reviewed the key risks facing the Group and the actions being taken by management to mitigate and manage them.

During the year the Audit Committee considered the need to establish an internal audit function and concluded that the Group is now of a size and complexity that requires an internal audit function. Accordingly, an internal audit function was established during 2012 and began to report to the Audit Committee during the year on the key risks facing the Group and the results of their internal control testing.

Review of the work of the external auditors

Subject to the annual appointment of the external auditors by shareholders, the Audit Committee regularly reviews the relationship between the Group and the external auditors. This review includes an assessment of their performance, cost-effectiveness, objectivity and independence.

The Audit Committee is responsible for ensuring that an appropriate relationship is maintained between the Group and the external auditors. The Group has implemented a policy of controlling the provision of non-audit services by the external auditors in order to ensure that their objectivity and independence is safeguarded. This control is exercised by ensuring that all non-audit services are subject to the prior approval of the Audit Committee. During the year, the Company continued to engage its external auditors to provide non-audit services, including the provision of advice in connection with tax and acquisition activities, reflecting their knowledge and understanding of the Group. The Audit Committee also continued with the appointment of other accountancy firms to provide certain non-audit services to the Group in connection with tax and actuarial advice and anticipates that this will continue in 2013.

The Audit Committee, having considered the external auditors' performance during their period in office, recommends their re-appointment. A full breakdown of the audit and non-audit related fees is set out in note 5 to the Group Financial Statements on page 67. The Audit Committee discussed the level of fees and considered them appropriate given the current size of the Group and the acquisition activities undertaken during the year. The Audit Committee is satisfied that the level and scope of non-audit services undertaken by the external auditors does not impair their independence and objectivity.

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

Rob Rowley

Chairman of the Audit Committee
4 March 2013

Nomination Committee Report

The Nomination Committee presents a separate report in relation to the financial year ended 31 December 2012.

Composition of the Nomination Committee

The Nomination Committee comprises the four Non-Executive Directors, Gerald Corbett (Chairman), Michael Wemms, Rob Rowley and Bruce Carnegie-Brown. Rob Rowley, Michael Wemms and Bruce Carnegie-Brown are considered by the Board to be independent. Gerald Corbett was considered by the Board to be independent on appointment. Biographies of the members of the Nomination Committee are set out on pages 30 and 31.

Operation of the Nomination Committee

The Nomination Committee met on two occasions during the year. Details of the attendance at Nomination Committee meetings are set out in the Corporate Governance Report on page 37.

The Nomination Committee's duties include:

- Evaluating the balance of skills, knowledge and experience of the Board.
- Considering the size, structure and composition of the Board.
- Where necessary, considering and recommending to the Board persons who are appropriate for appointment as Directors.
- Ensuring that succession planning for the Board is in place.

The Nomination Committee has a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. The process involves the Nomination Committee interviewing suitable candidates who are proposed by either existing Board members or by an external search firm. Careful consideration is given 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, the Chairman of the Nomination Committee will make a recommendation to the Board with the Board making the final decision.

When dealing with the appointment of a successor to the Chairman, the Senior Independent Non-Executive Director will chair the Nomination Committee instead of the Chairman.

During the year, the Nomination Committee reviewed the balance of skills, independence, knowledge and experience of the Board together with the size, diversity, structure and composition of the Board, and reviewed the succession plans for the Board.

At the invitation of the Chairman of the Nomination Committee, the Chief Executive Officer, Human Resources Director and Company Secretary may attend meetings of the Nomination Committee. The Company Secretary acts as secretary to the Nomination Committee. 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.

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

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

Gerald Corbett

Chairman of the Nomination Committee
4 March 2013

Directors' Remuneration Report

Letter from the Remuneration Committee Chairman



Bruce Carnegie-Brown
Chairman of the Remuneration Committee

Dear Shareholders,

I succeeded Michael Wemms as Chairman of the Remuneration Committee in January 2013 and would like to pay tribute to Michael's tenure as Chairman of the Committee for the last five years. Michael continues as the Senior Independent Non-Executive Director and continues as a member of the Remuneration Committee, so I will continue to have the benefit of his counsel in 2013.

The remuneration structures of the Group are designed to support the key goals of the Group which are delivering a first class customer experience, having the best "shop" in terms of the products we offer our customers and delivering superior returns to our shareholders. We aim to balance the desire for continued rapid growth in the business with a commitment to effective risk management. Consistent with best practice, the Committee offers a reward package comprising a base salary, pension contributions, a bonus and long term share awards linked to the financial performance of the Group. The Committee believes that the Group's remuneration structures are appropriate for our business model.

While the structure of the Group's remuneration plan has remained unchanged in 2012, for 2013 we have awarded some significant base salary rises to the Executive Directors and have introduced changes to the pension scheme for the Executive Directors which are described in detail on page 45. Our decision to do this is based on our desire to recruit and retain the best talent in the media and technology sectors and we have had direct experience of the competitive pressures we face in doing this as we have been in the market to recruit a new Marketing Director and are currently recruiting a new IT Director for the Group. These changes also reflect the increasing complexity of the Group and its growth to date.

The Group operates a "pay for performance" culture and the Committee reviews both financial and non-financial performance targets each year to ensure they are appropriately challenging and relevant for the markets in which we operate. Against this background, 2012 has been another year of strong performance for the Group with adjusted revenue increasing by 15% to £204.8m and adjusted EBITDA increasing by 26% to £66.5m. Total shareholder return for the year was 62%.

This report provides further details of the Group's remuneration principles, policies and compensation awards for the Executive Directors in 2012. These reflect both the successful year we have just completed and the competitive environment in which the Group is engaged.

We will continue to monitor developments in executive pay to ensure that our compensation policies are aligned with the market's recommended best practices.

Consistent with the draft proposals on Directors' pay which were published by the Department for Business, Innovation and Skills in June 2012, the report has been split into two sections: a Remuneration Policy Report, which sets out the policy on the remuneration of the Directors, and an Implementation Report, which discloses how the remuneration policy has been implemented in the year ended 31 December 2012. We will be seeking your support for both parts of the report by way of a single advisory vote at the forthcoming AGM on 17 April 2013.

Yours sincerely,

Bruce Carnegie-Brown
Chairman of the Remuneration Committee
4 March 2013

The Directors' Remuneration Report has been prepared by the Remuneration Committee and approved by the Board for the financial year ended 31 December 2012. It has been prepared in accordance with the Companies Act 2006. The report provides the Company's statement of how it has applied the principles of good governance relating to Directors' remuneration and is intended to communicate the Company's policies and practices on executive remuneration. The report is split into two sections: a Remuneration Policy Report and an Implementation Report, and will be subject to an advisory shareholder vote at the forthcoming Annual General Meeting. KPMG Audit Plc have audited the Implementation Report to the extent required by law.

Remuneration Policy Report

The Remuneration Committee comprises the four Non-Executive Directors, Bruce Carnegie-Brown (Chairman), Gerald Corbett, Rob Rowley and Michael Wemms. Bruce Carnegie-Brown, Rob Rowley and Michael Wemms are considered by the Board to be independent. Gerald Corbett was considered by the Board to be independent on appointment. Biographies of the members of the Remuneration Committee are set out on pages 30 and 31.

At the invitation of the Chairman of the Remuneration Committee, the Chief Executive Officer, Human Resources Director 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 and agreeing with the Board the framework and policy for the remuneration of the Chairman, Executive Directors and Executive Management Team.
- Determining the remuneration package of the Chairman, Executive Directors and Executive Management Team, including, where appropriate, bonuses, incentive payments and pension arrangements within the terms of the agreed framework and policy.
- Determining awards under the Company's long term incentive schemes.

The Remuneration Committee met on six occasions during the year. Details of the attendance at Remuneration Committee meetings are set out in the Corporate Governance Report on page 37.

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

Advisors

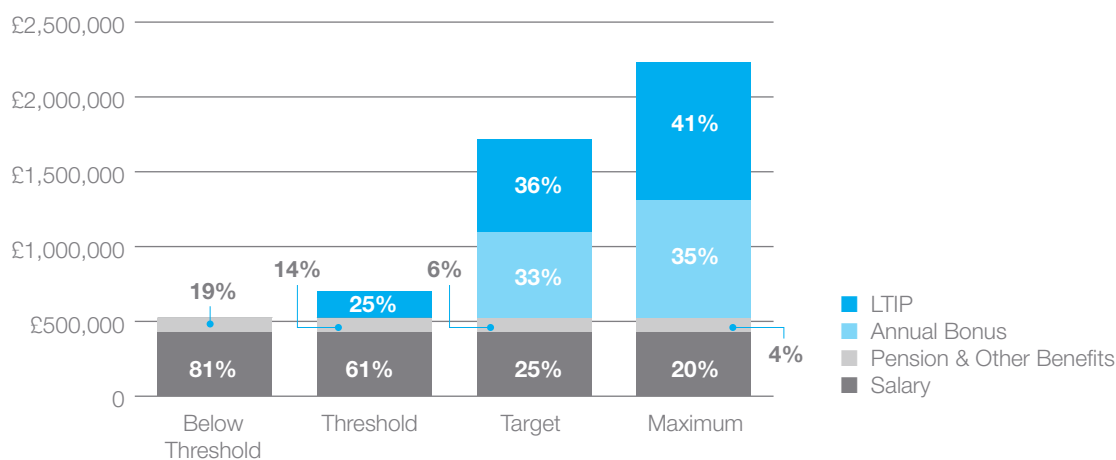
During the year, the Remuneration Committee and the Company received advice from Towers Watson, who are independent remuneration consultants, in connection with remuneration matters including the Group's performance related remuneration policy. Towers Watson is a member of the Remuneration Consultants Group and is committed to that group's voluntary code of practice for remuneration consultants in the UK. Towers Watson has no other connection or relationship with the Group and has not provided any other services to the Group during the financial year ended 31 December 2012.

Directors' Remuneration Report continued

Remuneration policy and objectives

The Company aims to provide a remuneration structure that is aligned with shareholder interests and, as such, is competitive in the marketplace to attract, retain and motivate Executive Directors of superior calibre in order to deliver continued growth of the business. Company policy is that performance-related components should form a significant portion of the overall remuneration package, with maximum total potential rewards being earned through the achievement of challenging performance targets based on measures that represent the best interests of our key stakeholders including shareholders and customers.

The chart below illustrates how the composition of the Chief Executive Officer's remuneration package varies at different levels of performance under the 2013 policy, both as a percentage of total remuneration opportunity and as a total value.



The Remuneration Committee will continue to review the remuneration policy to ensure it remains consistent with best remuneration practice and is aligned to shareholders' interests. The Remuneration Committee believes the policy described above, which applied in 2012, remains appropriate and that it will continue in 2013.

Components of remuneration

The table opposite summarises the main components of the Company's remuneration policy for Executive Directors which operated for 2012 and highlights changes made to the policy for 2013:

Element of remuneration	Purpose and link to strategy	Operation	Maximum	Performance measure	Changes from 2012
Base salary	<ul style="list-style-type: none"> 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 executive directors of comparable companies 	<ul style="list-style-type: none"> The base salary for each Executive Director is reviewed annually by the Remuneration Committee Individual salary adjustments take into account each Executive Director's performance against agreed challenging objectives, 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 	<p>2012 (actual) CEO £390,000 CFO £270,400 MD, Financial Services £235,664 Deputy Chairman £105,000</p> <p>2013 (actual) CEO £425,000 CFO £285,000 MD, Financial Services £258,995 Deputy Chairman £108,000</p>	<ul style="list-style-type: none"> Individual contribution Sustained value in the business 	<ul style="list-style-type: none"> Increase of 9% for CEO, 5% for CFO, 10% for MD, Financial Services and 3% for Deputy Chairman compared to Group employees who received salary increases averaging 3% with increases depending on individual performance
Bonus	<ul style="list-style-type: none"> Incentivises annual achievement of performance targets Maximum bonus only payable for achieving demanding targets 	<ul style="list-style-type: none"> Not pensionable Paid in cash Deputy Chairman does not participate in the bonus scheme 	<p>2012 (% of base salary) CEO 185% CFO 165% MD, Financial Services 150% Deputy Chairman – not applicable</p> <p>2013 (% of base salary) CEO 185% CFO 165% MD, Financial Services 150% Deputy Chairman – not applicable</p>	<ul style="list-style-type: none"> A combination of growth in Group adjusted EBITDA and revenue (80% of total) and specific individual objectives (20% of total) 	<ul style="list-style-type: none"> No change
Long Term Incentive Plan	<ul style="list-style-type: none"> Designed to align with both the strategic objectives of delivering sustainable earnings growth and the interests of shareholders 	<ul style="list-style-type: none"> Annual grant of nil cost options which vest after 3 years, subject to performance targets and continued service Deputy Chairman does not participate in the LTIP scheme 	<p>2012 (% of base salary) CEO 200% CFO 150% MD, Financial Services 150% Deputy Chairman – not applicable</p> <p>2013 (% of base salary) CEO 200% CFO 150% MD, Financial Services 150% Deputy Chairman – not applicable</p>	<ul style="list-style-type: none"> LTIP performance measured over 3 years 70% Group adjusted EBITDA growth (of which 30% vesting for annual compound growth of 6% and 150% vesting for annual compound growth of 17%) 30% comparative TSR (of which 30% vesting for median increasing to 150% vesting for upper quartile of the FTSE 250) 	<ul style="list-style-type: none"> Performance conditions for 2013 LTIP to be determined by the Remuneration Committee during the first quarter of 2013
Pension	<ul style="list-style-type: none"> Provide competitive retirement benefits 	<ul style="list-style-type: none"> Executive Directors participate in a defined contribution scheme 	<p>2012 (actual) 10% of base salary</p> <p>2013 (actual) 20% of base salary</p>	<ul style="list-style-type: none"> Not applicable 	<ul style="list-style-type: none"> Contribution level has increased from 10% to 20% of base salary
Benefits	<ul style="list-style-type: none"> Provide competitive benefits 	<ul style="list-style-type: none"> Car allowance 	<p>£14,000 per annum</p>	<ul style="list-style-type: none"> Not applicable 	<ul style="list-style-type: none"> No change

Directors' Remuneration Report continued

Detailed Policy

Base salary

The base salary for each Executive Director is reviewed annually by the Remuneration Committee with effect from 1 January each year. It is intended that base salary levels should reflect those paid to Executive Directors of comparable companies selected on the basis of market sector, market capitalisation and turnover. Individual salary adjustments take into account each Executive Director's performance against agreed challenging objectives, experience in role, changes in responsibility and the Group's financial performance, as well as comparing each Executive Director's base salary to senior management in the Group and relative to the external market. The Remuneration Committee used Towers Watson to provide comparative market data.

Further details of the base salary increases for the Executive Directors are set out in the Implementation Report on page 49.

The Group's employees received salary increases averaging 3% with increases depending on individual performance.

Incentive Plans

The Remuneration Committee seeks to ensure that variable pay is determined by relevant and stretching measures of performance that are consistent with the strategic objectives of the Group, in order to appropriately align Executive Directors' interests with those of key stakeholders including shareholders and customers.

Performance related bonus

In 2012, performance targets were approved by the Remuneration Committee at the beginning of the year and were aligned to internal targets and strategic business objectives. In setting bonus targets, the Remuneration Committee seeks to link individual targets to areas of the business in which the Executive Directors have particular influence and responsibility, while also seeking to maintain a keen team ethos.

The table below shows the target and maximum bonus awards made to the Executive Directors as a percentage of base salary in 2012 together with details of the performance conditions set by the Remuneration Committee at the beginning of 2012.

	Target	Maximum	Performance conditions for 2012 bonus
Peter Plumb	135%	185%	<i>Target bonus is payable for achievement of:</i> <ul style="list-style-type: none"> • Growth in Group adjusted EBITDA and revenue (80% of target award) • Specific individual objectives including building brand awareness, improving the best shop for customers and certain other strategic projects (20% of target award). <i>The maximum award is payable for the achievement of exceptional adjusted EBITDA performance targets as well as the achievement of individual objectives.</i>
Paul Doughty	110%	165%	
Graham Donoghue	100%	150%	
David Osborne (resigned 31 December 2012)	100%	150%	
Simon Nixon ¹	0%	0%	

¹ Simon Nixon does not participate in the Group's performance related bonus scheme.

Further details of the bonus amounts paid to the Executive Directors are set out in the Implementation Report on page 50.

The Remuneration Committee has reviewed the bonus structure for the Executive Directors for 2013. The Remuneration Committee has determined that the target and maximum bonus potential will remain the same as 2012 and the split of targets will be consistent with those used in 2012.

Long Term Incentive Plan

Annual grants of conditional nil cost share awards are made at the discretion of the Remuneration Committee to senior executives and managers. The awards normally vest at the end of the three year performance period, subject to the achievement of the performance conditions and continued employment. Awards lapse to the extent that the performance conditions are not achieved.

The maximum award that can be made to an employee in any financial year is the equivalent of 200% of an employee's annual base salary, calculated on the basis of the market price of the Company's shares at the date of grant.

Participants receive a payment (in cash and/or shares at the Remuneration Committee's discretion) 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.

The following table provides further detail on the awards made in 2012 which relate to performance in the three year period 2012 to 2014 (inclusive):

	Face value ¹	Performance conditions for 2012 awards
Peter Plumb	200%	Comparative TSR 30% of the award is subject to a comparative TSR performance condition relative to the FTSE 250.
Paul Doughty	150%	<i>Threshold vesting</i> 30% of the comparative TSR element of the award vests at median performance. <i>Maximum vesting</i> 150% of the comparative TSR element of the award vests at upper quartile performance.
Graham Donoghue	150%	Vesting is on a straight line between threshold and maximum. Adjusted EBITDA 70% of the award is subject to an adjusted EBITDA performance condition.
David Osborne ²	150%	<i>Threshold vesting</i> 30% of the adjusted EBITDA element of the award vests at threshold performance of annual compound growth of adjusted EBITDA of 6%. <i>Maximum vesting</i>
Simon Nixon ³	0%	150% of the adjusted EBITDA element of the award vests at stretch performance of annual compound growth of adjusted EBITDA of 17%. Vesting is determined by a set formula between threshold and maximum.

1 Based on market price at date of grant. These figures relate to the maximum available if the performance targets are met in full, representing 150% of the actual awards made.

2 David Osborne resigned as a Director with effect from 31 December 2012. The 2012 award granted to him has been forfeit in its entirety.

3 Simon Nixon does not participate in the Group's Long Term Incentive Plan.

In order for the grants to vest, the Remuneration Committee must be satisfied that such vesting is justified when taking into account the underlying financial performance of the Group over the three year performance period.

The Remuneration Committee will meet once the results for the three year plan period are available to determine whether, and the extent to which, the performance conditions have been met.

The Remuneration Committee considers that this combination of performance conditions is an appropriate way of rewarding Executive Directors because it takes into account both the long term returns to shareholders and the Group's financial growth. The performance conditions to be applied to awards granted in 2013 will be reviewed and determined by the Remuneration Committee during the first quarter of 2013.

Other share plans

Executive Directors have the opportunity to participate in the Company's HMRC approved all employee Share Incentive Plan which provides employees with the opportunity to purchase shares in the Company on a monthly basis using money deducted from their pre-tax salary.

Executive Directors also have the opportunity to participate in the Company's HMRC approved all employee Sharesave Scheme which provides employees with the opportunity to purchase shares in the Company at the end of a three year period using money deducted monthly from their salary at up to a 20% discount to the price of the Company's shares at the date employees are invited to join the scheme.

Pension

The Company operates a defined contribution pension scheme for the benefit of employees including the Executive Directors. In all cases, base salary only is pensionable. The Remuneration Committee's policy is to provide competitive retirement benefits for the Executive Directors. With effect from 1 January 2013, the Company increased the pension contributions it makes from 10% to 20% of base salary for the benefit of the Executive Directors.

Directors' Remuneration Report continued

Benefits

The Company provides a car allowance of £14,000 per annum for each of the Executive Directors. The Remuneration Committee's policy is to provide a competitive car allowance for the Executive Directors.

Service agreements

The service agreements of the Executive Directors are not fixed term and are terminable by either the Company or the Director on 12 months' notice and make provision, at the Remuneration Committee's discretion, for early termination by way of payment of salary in lieu of 12 months' notice. In calculating the amount payable to a Director on termination of employment, the Remuneration Committee would take into account the commercial interests of the Company and apply usual common law and contractual principles. There are no special provisions for Executive Directors in their service agreements with regard to compensation in the event of loss of office.

The Remuneration Committee reviews the contractual terms for new Executive Directors to ensure these reflect best practice. The service agreements of the current Executive Directors include the following terms:

	Effective date of service agreement	Unexpired term (approximate months from 31 December 2012) ¹	Notice period from Director (months)	Notice period from Company (months)
Executive Directors				
Simon Nixon	25 February 2009	12	12	12
Peter Plumb	25 February 2009	12	12	12
Paul Doughty	31 July 2007	12	12	12
Graham Donoghue	23 February 2009	12	12	12

¹ Executive Directors are appointed on 12 month rolling contracts.

Other appointments

Executive Directors may accept outside appointments on external boards or committees with the prior approval of the Board provided these opportunities do not negatively impact on the individual's ability to perform his duties at the Company. Whether any related fees are retained by the individual or are remitted to the Company will be considered on a case by case basis.

In addition to his directorship of companies in the Group, Simon Nixon is a director of Simonseeks.com Limited, Simon Family Office Limited, Atlantic Paradise Limited, Atlantic Serenity Holding Limited and SimonEscapes Properties SL, in all of which Simon Nixon is, directly or indirectly, the majority shareholder. In addition to his directorship of companies in the Group, Paul Doughty is a director of HD Decisions Limited, a company in which the Group owns 25% of the share capital. No other Executive Director holds any directorship of any other company outside the Group.

Non-Executive Directors

The Company's approach to Non-Executive Directors' remuneration is set by the Board with account taken of the time and responsibility involved in each role, including where applicable the Chairmanship of Board Committees. Non-Executive Directors receive a fee, as disclosed in the Implementation Report below, determined by external benchmarks based on their time and work on the Board and the Board Committees, including a supplement for chairing a Committee. They do not participate in any bonus, share option or other performance related incentive schemes.

The current fees of the Non-Executive Directors are as follows:

Name	2013 (£)	2012 (£)	% increase
Chairman	206,000	200,000	3
Other Non-Executive Director base fee	56,650	55,000	3
Additional fees			
Senior Independent Non-Executive Director	15,000	15,000	No change
Committee Chair fees	10,000	10,000	No change

In addition, the Chairman receives an annual allowance of £25,000 for a motor vehicle and associated costs.

The Non-Executive Directors do not have service agreements but instead have letters of appointment for a three year term. The current policy is for Non-Executive Directors' letters of appointment notice periods to be normally no longer than 12 months. Each of the Non-Executive Directors currently has a letter of appointment reflecting this.

	Effective date of letter of appointment	Unexpired term (approximate months from 31 December 2012)	Notice period from Director (months)	Notice period from Company (months)
Non-Executive Directors				
Gerald Corbett	31 July 2010	7	12	12
Michael Wemms	31 July 2010	7	12	12
Rob Rowley	19 September 2010	9	0	12
Bruce Carnegie-Brown	15 April 2010	4	12	12

Shareholding guideline

The Remuneration Committee has discussed with Executive Directors and encourages each of them to invest in the Company's shares to further align their interests with those of shareholders. The Remuneration Committee will review investments made by Executive Directors on a regular basis. The Remuneration Committee will implement a minimum shareholding policy by January 2014.

Implementation Report

The following information has been audited by the Company's auditors, as required by the Companies Act 2006.

Directors' remuneration

Details of individual Directors' remuneration received during the year are as follows:

	Basic salary/fees £	Taxable benefits £ ¹	Performance related bonus £ ²	Pension contributions £	Total 2012 £	Total 2011 £
Executive Directors						
Simon Nixon	105,000	–	–	–	105,000	105,000
Peter Plumb	390,000	14,000	675,000	39,000	1,118,000	1,026,131
Paul Doughty	270,400	14,000	395,000	27,040	706,440	634,651
Graham Donoghue	235,664	14,000	297,000	23,566	570,230	569,171
David Osborne (resigned 31 December 2012) ³	208,000	14,000	268,000	20,800	510,800	473,884
Non-Executive Directors						
Gerald Corbett	200,000	25,000	–	–	225,000	225,000
Michael Wemms	80,000	–	–	–	80,000	80,000
Rob Rowley	65,000	–	–	–	65,000	65,000
Bruce Carnegie-Brown	55,000	–	–	–	55,000	55,000
Total	1,609,064	81,000	1,635,000	110,406	3,435,470	3,233,838

1 Benefits for the Executive Directors incorporate all benefits and expense allowances arising from employment which relate to the provision of a car allowance. Benefits for Gerald Corbett relate to an annual allowance of £25,000 for a motor vehicle and associated costs.

2 Relates to the bonus earned in the period under review but paid following the end of the financial year.

3 In line with David Osborne's service agreement, following his resignation, David Osborne received contractual payments in lieu of notice totalling £242,800, which broadly comprised one years salary, car allowance and pension contributions at 10% of base salary.

Base salary

Taking into account the factors identified in the Remuneration Policy Report, the Remuneration Committee has determined that base salaries for the Executive Directors will increase as shown in the table below:

	Base salary as at 1 January 2012 £	Base salary as at 1 January 2013 £	% increase
Peter Plumb	390,000	425,000	9
Paul Doughty	270,400	285,000	5
Graham Donoghue	235,664	258,995	10
Simon Nixon	105,000	108,000	3

Directors' Remuneration Report continued

Performance related bonus

Details of the actual performance related bonuses earned by the Executive Directors for the year ended 31 December 2012 together with the split between the different elements of the bonus award are as follows:

Name	Growth in Group EBITDA and revenue		Specific individual and strategic objectives		Total		
	Maximum (% of salary)	Actual (% of salary)	Maximum (% of salary)	Actual (% of salary)	Maximum (% of salary)	Paid (£)	Actual (% of salary)
Peter Plumb	148	138	37	35	185	675,000	173
Paul Doughty	120	112	45	34	165	395,000	146
Graham Donoghue	120	112	30	14	150	297,000	126
David Osborne (resigned 31 December 2012)	120	112	30	17	150	268,000	129

The actual growth in Group adjusted EBITDA from £52.5m in 2011 to £66.5m in 2012 (an increase of 26%) and the actual growth in adjusted revenue from £178.5m in 2011 to £204.8m in 2012 (an increase of 15%) resulted in bonuses of the percentages of base salary set out in the table above.

The growth in adjusted EBITDA and revenue was above target but below maximum. The individual and strategic objectives were deemed to have been partially met by the Remuneration Committee.

Directors' interests in shares

The beneficial interests of the Directors and their connected persons in the shares of the Company are shown below:

	31 December 2012	31 December 2011
Executive Directors		
Simon Nixon	259,795,130	267,257,021
Peter Plumb	250,000	–
Paul Doughty	670,447	1,826,364
Graham Donoghue	191,337	–
David Osborne (resigned 31 December 2012)	45,705	–
Non-Executive Directors		
Gerald Corbett	237,246	237,246
Michael Wemms	7,530	7,268
Rob Rowley	–	–
Bruce Carnegie-Brown	20,000	20,000

The Directors' shareholdings shown above are all beneficial interests and include the interests of their spouses, civil partners and infant children or step-children together with the interests in shares held on behalf of the Executive Directors by the trustee of the Company's Share Incentive Plan. No Director held a non-beneficial interest in any shares.

In the period 31 December 2012 to the date of this report, there has been no change in the Directors' interests in shares in the Company other than through the monthly purchases in January and February 2013 of ordinary shares under the Company's Share Incentive Plan by Paul Doughty. This has resulted in an increase in the interests held by Paul Doughty of 142 ordinary shares during this period.

Directors' interests in the Long Term Incentive Plan and Save As You Earn Scheme

Full details of the Executive Directors' interests in the Long Term Incentive Plan and Save As You Earn Scheme are shown below:

	Date of award	At start of year/date of appointment	Granted during year	Vested/exercised during year	Lapsed during year	At end of year/date of cessation	Market price of shares at date of grant (p)	Vesting/exercise date
Peter Plumb								
2009 LTIP	8 Apr 2009	1,145,288	–	1,080,871	64,417	–	53.5	8 Apr 2012
2010 LTIP	7 Apr 2010	1,035,519	–	–	–	1,035,519	75.0	7 Apr 2013
2011 LTIP	9 Mar 2011	838,424	–	–	–	838,424	94.4	9 Mar 2014
2011 SAYE	28 Sep 2011	10,044	–	–	–	10,044	108.9	Nov 2014 – Apr 2015
2012 LTIP	22 June 2012	–	664,204	–	–	664,204	123.2	22 June 2015
Total		3,029,275	664,204	1,080,871	64,417	2,548,191		
Paul Doughty								
2009 LTIP	8 Apr 2009	1,308,901	–	1,235,282	73,619	–	53.5	8 Apr 2012
2010 LTIP	7 Apr 2010	556,133	–	–	–	556,133	75.0	7 Apr 2013
2011 LTIP	9 Mar 2011	437,073	–	–	–	437,073	94.4	9 Mar 2014
2011 SAYE	28 Sep 2011	10,044	–	–	–	10,044	108.9	Nov 2014 – Apr 2015
2012 LTIP	22 June 2012	–	346,252	–	–	346,252	123.2	22 June 2015
Total		2,312,151	346,252	1,235,282	73,619	1,349,502		
Graham Donoghue								
2009 LTIP	8 Apr 2009	863,874	–	815,286	48,588	–	53.5	8 Apr 2012
2010 LTIP	7 Apr 2010	489,396	–	–	–	489,396	75.0	7 Apr 2013
2011 LTIP	9 Mar 2011	380,925	–	–	–	380,925	94.4	9 Mar 2014
2011 SAYE	28 Sep 2011	10,044	–	–	–	10,044	108.9	Nov 2014 – Apr 2015
2012 LTIP	22 June 2012	–	301,771	–	–	301,771	123.2	22 June 2015
Total		1,744,239	301,771	815,286	48,588	1,182,136		
David Osborne								
2009 LTIP	8 Apr 2009	484,293	–	457,054	27,239	–	53.5	8 Apr 2012
2010 LTIP	7 Apr 2010	422,661	–	–	–	422,661	75.0	7 Apr 2013
2011 LTIP	9 Mar 2011	336,210	–	–	130,748	205,462	94.4	9 Mar 2014
2011 SAYE	28 Sep 2011	10,044	–	–	–	10,044	108.9	Nov 2014 – Apr 2015
2012 LTIP	22 June 2012	–	266,347	–	266,347	–	123.2	22 June 2015
Total		1,253,208	266,347	457,054	424,334	638,167		

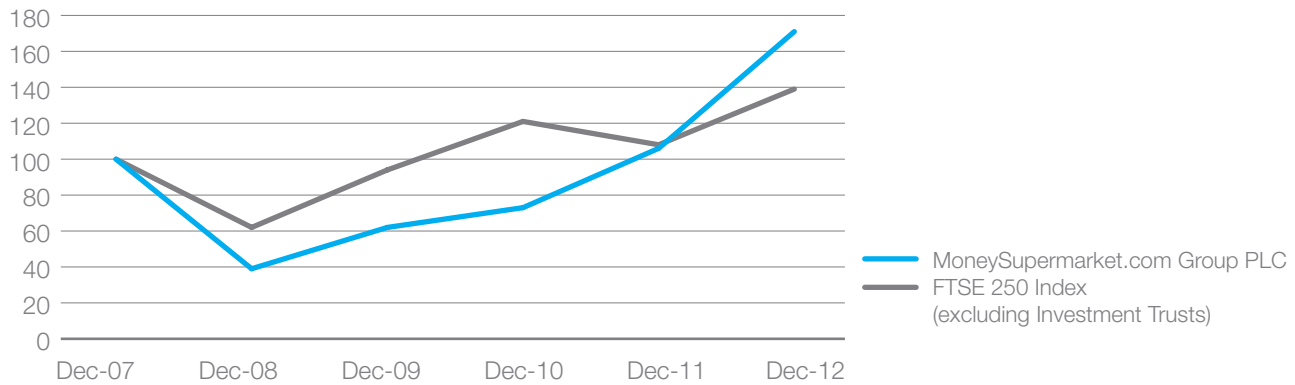
- Awards of nil cost options made in 2009 vest 30% at threshold performance and 100% at maximum performance (with 70% of the award subject to an annual adjusted EDITDA performance condition and 30% of the award subject to a comparative TSR performance condition).
- Awards of nil cost options made in 2010 vest 30% at median performance and 150% at upper quartile performance in relation to the comparative TSR performance condition and 50% at threshold performance and 150% at stretch performance in relation to the absolute TSR performance condition (with 70% of the award subject to the absolute TSR performance condition and 30% of the award subject to the comparative TSR performance condition).
- Awards of nil cost options made in 2011 vest 30% at median performance and 150% at upper quartile performance in relation to the comparative TSR performance condition and 50% at threshold performance and 150% at stretch performance in relation to the absolute TSR performance condition (with 50% of the award subject to the absolute TSR performance condition and 50% of the award subject to the comparative TSR performance condition).
- Details of the performance conditions relating to the awards of nil cost options made in 2012 are set out on pages 46 and 47.
- The figures for the Long Term Incentive Plan awards made in 2010, 2011 and 2012 are the maximum available if the performance targets are met in full, representing 150% of the actual awards made.
- The awards of nil cost options made in 2009 actually vested on 11 June 2012, a date that was as soon as reasonably practicable after the announcement of the acquisition of MoneySavingExpert.com.
- In addition to the shares that vested on 11 June 2012 in connection with the 2009 LTIP, the Directors received a cash payment equivalent to 25.63p per share that vested, representing an amount equal to the dividends that would have been paid on those vested shares between 8 April 2009 and 8 April 2012.

In the period from 1 January 2012 to 31 December 2012, the highest mid-market price of the Company's share was 170p and the lowest mid-market price was 102p, and at 31 December 2012 it was 157p.

Directors' Remuneration Report continued

Total shareholder return performance graph

The following graph shows the total shareholder return of the Company in comparison to an appropriate index over the last five financial years.



Total shareholder return: MoneySupermarket.com Group PLC and FTSE 250 Index (excluding Investment Trusts). Value of a hypothetical £100 holding since Listing.

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

Bruce Carnegie-Brown

Chairman of the Remuneration Committee
4 March 2013

Independent Auditor's Report

to the Members of MoneySupermarket.com Group PLC

We have audited the Group and Company Financial Statements (the 'Financial Statements') of MoneySupermarket.com Group PLC (the 'Company') for the year ended 31 December 2012 set out on pages 54 to 87. The financial reporting framework that has been applied in the preparation of the Group Financial Statements is applicable law and International Financial Reporting Standards ('IFRSs') as adopted by the EU. The financial reporting framework that has been applied in the preparation of the Company Financial Statements is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 34, the Directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the Financial Statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the Financial Statements

A description of the scope of an audit of Financial Statements is provided on the APB's website at www.frc.org.uk/apb/auditscopeukprivate.

Opinion on Financial Statements

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 2012 and of the Group's profit for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with IFRSs as adopted by the EU;
- the Company Financial Statements have been properly prepared in accordance with UK Generally Accepted Accounting Practice;
- 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.

Opinion on other matters prescribed by the Companies Act 2006

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 Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and
- the information given in the Corporate Governance Report set out on pages 36 to 39 with respect to internal control and risk management systems in relation to financial reporting processes and about share capital structures is consistent with the Financial Statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following:

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; or
- a Corporate Governance Report has not been prepared by the Company.

Under the Listing Rules we are required to review:

- the Directors' statement, set out on page 32, in relation to going concern;
- the part of the Corporate Governance Report on pages 36 to 39 relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of the report to shareholders by the Board on Directors' remuneration.

Stuart Burdass (Senior Statutory Auditor)

For and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants, St James' Square, Manchester, M2 6DS
4 March 2013

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2012

	Year ended 31 December 2012 £000	Year ended 31 December 2011 £000
Revenue	204,752	181,048
Cost of sales	(53,046)	(50,156)
Gross profit	151,706	130,892
Distribution expenses	(30,471)	(29,766)
Administrative expenses	(89,710)	(77,083)
Results from operating activities	5	24,043
Net finance (costs)/income	7	239
Share of profit of associates using the equity accounting method, net of tax	23	158
Profit before income tax	31,540	24,282
Income tax costs	8	(6,708)
Profit for the year	24,832	16,788
Other comprehensive income:		
Foreign currency translation	7	–
Other comprehensive income for the year	7	–
Total comprehensive income for the year	24,839	16,788
All profit and comprehensive income is attributable to the equity holders of the Company.		
Earnings per share:		
Basic earnings per ordinary share (p)	9	4.8
Diluted earnings per ordinary share (p)	9	4.7

Consolidated Statement of Financial Position

at 31 December 2012

	Note	31 December 2012 £000	31 December 2011 £000
Assets			
Non-current assets			
Property, plant and equipment	11	10,554	10,952
Intangible assets	12	197,573	160,634
Investments in associates		1,158	1,000
Total non-current assets		209,285	172,586
Current assets			
Trade and other receivables	13	20,768	15,974
Prepayments		1,843	1,896
Cash and cash equivalents	17	18,680	35,005
Total current assets		41,291	52,875
Total assets		250,576	225,461
Liabilities			
Non-current liabilities			
Other payables	14	2,521	–
Deferred tax liability	15	13,432	23,251
Total non-current liabilities		15,953	23,251
Current liabilities			
Trade and other payables	14	27,291	28,898
Current tax liabilities		7,597	6,750
Total current liabilities		34,888	35,648
Total liabilities		50,841	58,899
Equity			
Share capital	16	107	102
Share premium		201,824	171,297
Retained earnings		(65,987)	(78,970)
Other reserves		63,791	74,133
Total equity		199,735	166,562
Total equity and liabilities		250,576	225,461

The Financial Statements were approved by the Board of Directors and authorised for issue on 4 March 2013. They were signed on its behalf by:

Peter Plumb

Paul Doughty

Consolidated Statement of Changes in Equity

for the year ended 31 December 2012

	Note	Issued share capital £000	Share premium £000	Other reserves £000	Retained earnings £000	Reserve for own shares £000	Total £000
At 1 January 2011		102	171,297	84,481	(68,239)	–	187,641
Profit for the year		–	–	–	16,788	–	16,788
Total income and expense for the year		–	–	–	16,788	–	16,788
Equity dividends	10	–	–	–	(40,538)	–	(40,538)
Share-based payment	18	–	–	–	2,200	–	2,200
Tax effect of share-based payments		–	–	–	471	–	471
Reserves transfer		–	–	(10,348)	10,348	–	–
At 31 December 2011		102	171,297	74,133	(78,970)	–	166,562
Foreign currency translation		–	–	7	–	–	7
Profit for the year		–	–	–	24,832	–	24,832
Total income and expense for the year		–	–	7	24,832	–	24,839
New shares issued		4	30,527	–	–	–	30,531
Exercise of LTIP awards		1	–	–	–	–	1
Distribution in relation to LTIP		–	–	–	(1,506)	–	(1,506)
Equity dividends	10	–	–	–	(24,704)	–	(24,704)
Share-based payment	18	–	–	–	1,979	–	1,979
Tax effect of share-based payments		–	–	–	2,033	–	2,033
Reserves transfer		–	–	(10,349)	10,349	–	–
At 31 December 2012		107	201,824	63,791	(65,987)	–	199,735

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 are transferred from these reserves to retained earnings as the goodwill and other intangibles balances which relate to this acquisition are impaired and amortised.

The balance also includes a foreign currency translation reserve, which comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

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. At 31 December 2012, the Group held 622,279 ordinary shares at a cost of 0.02p per share through a trust for the benefit of the Group's employees.

Consolidated Statement of Cash Flows

for the year ended 31 December 2012

		Year ended 31 December 2012 £000	Year ended 31 December 2011 £000
Operating activities			
Profit for the year		24,832	16,788
Adjustments to reconcile Group net profit to net cash flows:			
Depreciation	11	3,581	3,819
Amortisation of intangible assets	12	26,148	24,202
Impairment of goodwill and intangible assets	12	5,945	2,199
Share of profit of associates	23	(158)	–
Change in contingent consideration	3	(185)	(2,222)
Loss on disposal of property, plant and equipment		4	28
Net finance costs/(income)	7	143	(239)
Equity-settled share-based payment transactions	18	1,979	2,200
Effects of foreign exchange differences		(7)	1
Income tax charge	8	6,708	7,494
Change in trade and other receivables		(4,743)	708
Change in trade and other payables		916	5,751
Income tax paid		(13,646)	(12,621)
Net cash flow from operating activities		51,517	48,108
Investing activities			
Interest received	7	197	304
Acquisition of trade and assets	3	(35,000)	–
Acquisition of subsidiary, net of cash acquired	3	–	(508)
Acquisition of non-controlling interest		–	(1,000)
Acquisition of property, plant and equipment	11	(3,170)	(4,054)
Acquisition of intangible assets	12	(3,517)	(3,900)
Net cash flow from investing activities		(41,490)	(9,158)
Financing activities			
Proceeds from exercise of Long Term Incentive Plan		1	–
Proceeds from borrowings	17	13,000	–
Repayment of borrowings	17	(13,000)	–
Interest paid	3	(144)	–
Distribution in relation to Long Term Incentive Plan		(1,506)	–
Dividends paid	10	(24,703)	(40,538)
Net cash flow from financing activities		(26,352)	(40,538)
Net decrease in cash and cash equivalents		(16,325)	(1,588)
Cash and cash equivalents at start of year		35,005	36,593
Cash and cash equivalents at end of year	17	18,680	35,005

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 2012 were authorised for issue in accordance with a resolution of the Directors on 4 March 2013. 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 UK GAAP; these are presented on pages 82 to 87.

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 2011. The Financial Statements are prepared on a going concern basis, which the Directors deem appropriate, given the Group's positive cash position, lack of debt, and 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 acquisitions
- Note 3 contingent consideration and remuneration
- Note 12 goodwill and other intangibles, including their amortisation and impairment
- Note 13 revenue recognition
- Note 13 provision for doubtful debts
- Note 14 accruals
- Note 18 share-based payments
- Note 21 commitments and contingencies

Basis of consolidation

These Consolidated Financial Statements incorporate the Financial Statements of the Company and its subsidiaries and equity account the Group's interest in associates.

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date that control commences until the date that control ceases.

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity. Investments in associates are accounted for using the equity method and are recognised initially at cost. The Consolidated Financial Statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence 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.

2. Summary of significant accounting policies continued

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.

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 consideration payable is recognised at fair value at the acquisition date. If the contingent consideration 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 consideration are recognised in profit or loss. Where the contingent consideration 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.

Foreign currency

The Consolidated Financial Statements are presented in sterling, which is the Company's functional and presentation currency. The functional currency of the foreign subsidiary icero GmbH is the euro. The income and expenses of the foreign operation are translated into sterling at an average exchange rate for the period in which the activity occurred. The assets and liabilities of the foreign operation are translated into sterling using exchange rates ruling as at the balance sheet date. The exchange difference arising upon translation is taken directly to a separate component of equity.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Foreign currency differences arising on retranslation are recognised as a profit or loss.

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.

Notes to the Consolidated Financial Statements continued

2. Summary of significant accounting policies continued

Property, plant and equipment

Property, plant and equipment are 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.

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
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.

2. Summary of significant accounting policies continued

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.

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.

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

Taxation 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.

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. The Group had no debt as at 31 December 2012 and is not subject to externally imposed capital requirements; management of capital therefore focuses around its 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. During the prior year the shareholders authorised the Company to purchase up to 50,928,800 of its own shares for cancellation or to be held as treasury shares. 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 amendments and interpretations which have not had a significant impact on the Group's results:

- Deferred tax: recovery of underlying assets (amendments to IAS 12)

Standards, amendments and interpretations issued but not yet effective

A number of new standards, amendments to standards and interpretations have been issued during the year ended 31 December 2012 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.

IFRS 10 'Consolidated financial statements (2011)' – On 12 May 2011, the IASB issued IFRS 10 Consolidated financial statements which is a replacement of IAS 27 Consolidated and separate financial statements and SIC-12 Consolidation – Special purpose entities. This is part of a new suite of standards on consolidation and related matters, which will replace the existing accounting for subsidiaries and joint ventures (now joint arrangements), and will make limited amendments in relation to associates. Concurrent with the issuance of IFRS 10, the IASB also issued:

- IFRS 11 'Joint ventures (2011)';
- IFRS 12 'Disclosures of involvement with other entities (2011)';
- IAS 27 'Separate financial statements (revised 2011)', has been amended for the issuance of IFRS 10 but retains the current guidance for separate financial statements; and
- IAS 28 'Investments in associates and joint ventures (revised 2011)', has been amended for conforming changes based on the issuance of IFRS 10 and IFRS 11.

Each of the standards in the 'package of five' has an effective date for periods beginning on or after 1 January 2014, with earlier application permitted so long as each of the other standards in the 'package of five' is also early adopted.*

2. Summary of significant accounting policies continued

Standards, amendments and interpretations issued but not yet effective continued

Transition guidance: Amendments to IFRS 10, IFRS 11 and IFRS 12 – Further to the consolidation standards above, the IASB has issued transitional guidance, effective from 1 January 2013. The amendments simplify the transition to these new standards and provide additional relief from disclosures.*

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 which amended the effective date of IFRS 9 to annual periods beginning on or after 1 January 2015.*

IFRS 13 'Fair value measurement' (2011) – On 12 May 2011, the IASB issued IFRS 13 'Fair value measurement', which establishes a single source of guidance for fair value measurement under IFRSs. IFRS 13 defines fair value, provides guidance on its determination and introduces consistent requirements for disclosures on fair value measurements. The Standard does not include requirements on when fair value is required; it prescribes how fair value is to be measured if another standard requires it. IFRS 13 is effective for annual periods beginning on or after 1 January 2013, with early adoption permitted, and applies prospectively from the beginning of the annual period in which the Standard is adopted.

IAS 19 'Employee benefits (2001) (the 'amendments')' – On 16 June 2011, the IASB issued amendments to IAS 19 'Employee benefits' (2011) (the 'amendments') that change the accounting for defined benefit plans and termination benefits. The objective of this limited scope project was to improve the financial reporting of employee benefits. The amendments are effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

IAS 1 'Presentation of items of other comprehensive income (2011)' – On 16 June 2011, the IASB issued 'Presentation of items of other comprehensive income. The amendments require the grouping of items of other comprehensive income into: items that might be reclassified to profit or loss in subsequent periods; and items that will not be classified to profit and loss in subsequent periods. The amendments are applicable for reporting periods beginning on or after 1 July 2012 with earlier adoption permitted.

IAS 32 'Financial instruments: presentation (2011)' – In December 2011, the IASB amended the accounting requirements and disclosures related to offsetting of financial assets and financial liabilities. The amendments to IAS 32 are intended to clarify existing application issues relating to the offsetting rules and therefore reduce the level of diversity in current practice. The new disclosures are required for annual or interim periods beginning on or after 1 January 2013 and the clarifying amendments to IAS 32 are effective for annual periods beginning on or after 1 January 2014. Both require retrospective application for comparative periods.

On 17 May 2012, the IASB issued 'Annual improvements to IFRSs: 2009-2011 cycle, incorporating amendments to five IFRSs. The amendments must be applied retrospectively and are effective for annual periods beginning on or after 1 January 2014, with earlier application permitted. Of the five, three apply to the Group, they are:*

- IAS 16 Property, plant and equipment – Spare parts, stand-by equipment and servicing equipment should be classified as property, plant and equipment when they meet the definition of property, plant and equipment in IAS 16;
- IAS 32 Financial instruments: presentation – Income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction should be accounted for in accordance with IAS 12 'Income taxes'; and
- IAS 34 Interim financial reporting – The total assets and total liabilities for a particular reportable segment would be separately disclosed in interim financial reporting only when the amounts are regularly provided to the chief operating decision maker and there has been a material change from the amounts disclosed in the last annual financial statements for that reportable segment.

* Not yet endorsed in the EU

3. Acquisitions

Financial Services Net Limited

On 14 October 2010 the Group acquired 100% of the share capital of Financial Services Net Limited ('FSN') for £5m, with a further £4m of consideration payable dependent upon the achievement of certain cumulative financial targets over a 3 year period commencing May 2011.

During 2011 the goodwill of £2.2m recognised on the acquisition of FSN was written off in full to the Consolidated Statement of Comprehensive Income based on the business' performance to date against the above targets, and latest forecasts. Management assessed the fair value of the contingent consideration based on the performance of FSN, and reduced the amount accrued at 31 December 2011 by £2.2m to £0.2m.

Notes to the Consolidated Financial Statements continued

3. Acquisitions continued

Financial Services Net Limited continued

In 2012 FSN has continued to trade below its forecast performance. Management performed an impairment review of the remaining intangible assets prior to the year end, based on updated forecasts for the business, and as a result of this review the remaining net book value of the intangible assets of £4.4m was written off to the Consolidated Statement of Comprehensive Income. In addition, management also reviewed the amount of contingent consideration which they expected to become payable, and as a result released a credit of £0.2m to the Consolidated Statement of Comprehensive Income.

Local Daily Deals Limited

On 31 August 2011 the Group acquired 51% of Local Daily Deals Limited ('LDD') for an initial consideration of £1m, rising to a total consideration of up to £11m payable on the third anniversary of the acquisition depending on the achievement of certain financial targets.

The Group has accounted for the acquisition using the anticipated acquisition method, whereby 100% of LDD's results since acquisition have been consolidated into the results of the Group, as a result of the call and put options in place over the non-controlling interest.

The deferred consideration payable was dependent upon continued employment, and therefore under IFRS was accounted for as contingent remuneration with the forecast amount payable being accrued over the earnout period and charged to the Consolidated Statement of Comprehensive Income. The estimated fair value of the contingent amount payable was assessed as being £1.0m. As at 31 December 2011 £0.1m had been charged to the Consolidated Statement of Comprehensive Income.

During the period, management reviewed the amount of contingent remuneration that they expected to become payable, based on the performance of the business to date and its latest forecasts. As a result, a £0.1m credit has been released to the Consolidated Statement of Comprehensive Income.

Since the performance of LDD has been behind management's expectations the goodwill balance of £0.6m was also reviewed for impairment during the period and as a result has been written off in full to the Consolidated Statement of Comprehensive Income.

MoneySavingExpert.com (MSE)

On 21 September 2012, the Group acquired certain trade and assets from Martin Lewis and his company MoneySavingExpert.com for an initial consideration of £65.5m. The initial consideration of £65.5m was settled by a cash payment of £35.0m and £30.5m of equity represented by 22.1 million 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, is dependent on the continued employment of Martin Lewis for three years following the acquisition.

£000

Consideration:

Initial consideration, paid in cash	35,000
Initial consideration, paid in equity shares in Company	30,531
Total consideration	65,531

The MoneySavingExpert.com website offers free online content for consumers, in areas such as credit cards and loans, shopping, deals and vouchers, utilities, phones, banking and saving, travel and motoring, insurance, mortgages and homes, and income and family, and includes a range of online tools, researched articles in respect of specific products, personal finance guides, weekly newsletter emails, and online forums. Martin Lewis and the MoneySavingExpert.com website also provide information on and promote topical consumer issues such as financial education in schools and reclaiming payment protection insurance. The business is being run separately from the rest of the Group according to an editorial code, to ensure that MoneySavingExpert.com retains its independence.

3. Acquisitions continued

Effect of acquisition

The acquisition had the following effect on the Group's assets and liabilities:

	Recognised values on acquisition £000
MSE's net assets at the acquisition date:	
Other current assets	16
Intangible assets (see note 12)	12,895
Net identifiable assets and liabilities	12,911
Goodwill on acquisition	52,620
Total consideration	65,531

A detailed description of the different intangible assets which were identified within the acquired business, and the methods used to value them, are provided within note 12.

The acquisition of MoneySavingExpert.com by the Group is expected to provide a number of benefits to both the Group and the acquired business, allowing the enlarged Group to reach a wider audience, and improve the visibility and accessibility of MoneySavingExpert.com's offering. The goodwill identified upon the acquisition of MoneySavingExpert.com represents the benefits referred to above, as well as the skills and knowledge within the acquired business' workforce.

The results of MoneySavingExpert.com have been included in the Consolidated Financial Statements of the Group with effect from 21 September 2012 and in the three months and 9 days to 31 December 2012, the business contributed revenue (prior to consolidation adjustments) of £3.9m and a net profit of £2.8m to the consolidated profit for the year. If the acquisition had occurred on 1 January 2012, Group revenue would have been an estimated £209.1m and profit before tax would have been an estimated £32.0m. In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on the first day of the accounting period.

As noted above, additional amounts of up to £27.0m may become payable on the third anniversary of the completion date in part upon the achievement of a number of non-financial performance measures specified in the purchase agreement and in part at the discretion of the Company Board, subject to the continued employment of Martin Lewis. These amounts have been accounted for separate to the business combination as remuneration as they are linked to the continued employment of Martin Lewis. The fair value of the amount that management expects to become payable will be charged to the Consolidated Statement of Comprehensive Income over the earnout period as an employment expense. The Group has estimated the amount of this element which will become payable by attributing different probabilities to a range of possible outcomes derived from the most recent non-financial forecasts of the business' performance. At the balance sheet date the fair value of the contingent amount was £25.0m, and £2.3m has been charged to the Consolidated Statement of Comprehensive Income during the period, included within administrative expenses, and £0.2m has been recognised as an expense within net finance costs, being the unwinding of the discount rate applied.

The Group incurred acquisition-related costs of £3.4m (2011: £1.1m) during the period relating to legal and advisory fees, which have been included in administrative expenses. The impact on both basic and diluted earnings per share is a decrease of 0.6p per share.

The Group was previously a significant customer of MoneySavingExpert.com. Management considered the settlement of the pre-existing relationship on acquisition, and since the pre-acquisition trade was on an arms length, commercial basis, no settlement adjustments arose.

4. Segmental information continued

	Money £000	Insurance £000	Travel £000	Home £000	MoneySaving Expert £000	Reportable Segments Total £000	Other £000	Inter- Segmental revenue £000	Total £000
Year ended 31 December 2011									
Revenue									
Segment revenue	53,435	104,394	13,319	9,181	–	180,329	719	–	181,048
Results									
Operating expenses									(157,005)
Profit from operating activities									24,043
Net finance income									239
Profit before tax									24,282
Income tax charge									(7,494)
Profit for the year									16,788
At 31 December 2011									
Assets and liabilities									
Intangible assets (excluding goodwill)									105,054
Goodwill									55,580
Other unallocated assets									64,827
Total assets									225,461
Deferred tax liability									23,251
Other unallocated liabilities									35,648
Total liabilities									58,899
Other segment information									
Capital expenditure									
Property, plant and equipment									4,054
Intangible assets									4,515
Total capital expenditure									8,569
Depreciation									3,819
Amortisation									24,202
Impairment of goodwill									2,199

5. Results from operating activities

	31 December 2012 £000	31 December 2011 £000
Profit on ordinary activities before taxation is stated after charging/(crediting)		
Depreciation	3,581	3,819
Amortisation of intangible assets	26,148	24,202
Impairment of goodwill	5,945	2,199
Net VAT recovery	(10,622)	–
Auditors' remuneration:		
Audit of these Financial Statements	90	85
Audit of subsidiaries' Financial Statements	80	68
Review of interim Financial Statements	28	27
Taxation compliance services	33	33
Taxation advisory services	160	35
Services relating to corporate finance	485	88
Other services	113	410

The Companies (Disclosure of Auditor Remuneration and Liability Limitation Agreements) (Amendment) Regulations 2011 is mandatory for periods starting on or after 1 October 2011. The comparatives in respect of the disclosures of Auditor Remuneration have been restated accordingly.

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 2012	Number of employees 31 December 2011
IT operations	142	146
Administration	333	284
	475	430

The aggregate payroll costs of these persons were as follows:

	31 December 2012 £000	31 December 2011 £000
Wages and salaries	23,160	20,885
Compulsory social security contributions	2,579	2,426
Contributions to defined contribution plans	552	507
Equity-settled share-based payment transactions	1,979	2,200
Social security contributions related to share awards and options	1,861	865
	30,131	26,883

In addition to the above, £2,325,000 (2011: £nil) has been charged to the 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, and £96,000 has been credited to the Statement of Comprehensive Income (2011: £96,000 charge) in relation to the contingent remuneration expected to become payable in relation to the acquisition of Local Daily Deals Limited (see note 3).

7. Net finance costs

	31 December 2012 £000	31 December 2011 £000
Finance income		
Interest received on bank deposits	197	239
Finance expense		
Interest payable on loan facility	(146)	–
Unwind of discount on contingent remuneration	(194)	–
	(340)	–
Net finance (costs)/income	(143)	239

8. Income tax

Income tax charged in the Statement of Comprehensive Income

	31 December 2012 £000	31 December 2011 £000
Current tax		
Current tax on income for the year	15,458	13,938
Adjustment in relation to prior period	80	2,040
	15,538	15,978
Deferred tax		
Origination and reversal of temporary differences	(7,282)	(6,414)
Deferred tax on unapproved equity-settled share awards	–	(391)
Adjustments due to change in corporation tax rate	(1,505)	(1,999)
Adjustment in relation to prior period	(43)	320
	(8,830)	(8,484)
Tax on profit on ordinary activities	6,708	7,494

8. Income tax continued**Reconciliation of the effective tax rate**

The tax charge for the year is lower (2011: higher) than the effective standard rate of corporation tax in the UK in 2012 of 24.5% (2011: 26.5%). The differences are explained below.

	31 December 2012 £000	31 December 2011 £000
Profit for the year	31,540	24,282
Standard rate of tax at 24.5% (2011: 26.5%)	7,727	6,435
Effects of:		
Expenses not deductible for tax purposes	205	405
Deferred tax not recognised	229	65
Movement on deferred tax assets related to share-based payments	47	192
Impact on deferred tax of reduction in corporation tax rate to 23% (2011: 25%)	(1,537)	(1,963)
Adjustment in relation to prior period	37	2,360
Tax on profit on ordinary activities	6,708	7,494

From 1 April 2012, the corporation tax rate changed from 26% to 24% resulting in a blended corporation tax rate for the year of 24.5%. From 1 April 2013, the corporation tax rate will further reduce to 23%. Furthermore, on 5 December 2012, it was announced that the UK corporation tax rate will reduce to 21% by 2014.

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.

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:

	2012	2011
Profit after taxation attributable to ordinary equity holders (£000)	24,832	16,788
Basic weighted average ordinary shares in issue (millions)	519.4	509.3
Dilutive effect of share-based instruments (millions)	8.4	11.9
Diluted weighted average ordinary shares in issue (millions)	527.8	521.2
Basic earnings per ordinary share (p)	4.8	3.3
Diluted earnings per ordinary share (p)	4.7	3.2

Notes to the Consolidated Financial Statements continued

10. Dividends

	2012 £000	2011 £000
Declared and paid during the year:		
Equity dividends on ordinary shares:		
Final dividend for 2010: 2.53p per share		12,884
Interim dividend for 2011: 1.5p per share		7,654
Special dividend for 2011: 3.93p per share		20,000
Final dividend for 2011: 3.03p per share	15,431	–
Interim dividend for 2012: 1.8p per share	9,273	–
Proposed for approval (not recognised as a liability at 31 December):		
Equity dividends on ordinary shares:		
Final dividend for 2012: 3.94p per share	21,169	–

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 2011	6,335	96	16,222	314	684	23,651
Arising upon acquisition of Local Daily Deals Limited	–	–	45	–	–	45
Additions	–	3	3,459	339	253	4,054
Transfers	–	(96)	96	–	–	–
Disposals	–	–	(41)	(33)	(31)	(105)
Foreign exchange adjustments	–	–	(5)	(2)	(1)	(8)
At 31 December 2011	6,335	3	19,776	618	905	27,637
Additions	–	65	3,047	37	21	3,170
Disposals	–	–	–	(17)	–	(17)
Foreign exchange adjustments	–	–	5	2	2	9
At 31 December 2012	6,335	68	22,828	640	928	30,799
Depreciation:						
At 1 January 2011	399	–	12,125	197	229	12,950
Depreciation for the year	123	–	3,443	85	168	3,819
Disposals	–	–	(29)	(26)	(22)	(77)
Foreign exchange adjustments	–	–	(5)	(1)	(1)	(7)
At 31 December 2011	522	–	15,534	255	374	16,685
Depreciation for the year	123	–	3,204	92	162	3,581
Disposals	–	–	–	(17)	–	(17)
Foreign exchange adjustments	–	–	(2)	(1)	(1)	(4)
At 31 December 2012	645	–	18,736	329	535	20,245
Carrying amounts:						
At 31 December 2010	5,936	96	4,097	117	455	10,701
At 31 December 2011	5,813	3	4,242	363	531	10,952
At 31 December 2012	5,690	68	4,092	311	393	10,554

12. Intangible assets

	Market related £000	Customer relationship £000	Customer list £000	Technology related £000	Goodwill £000	Total £000
Cost:						
At 1 January 2011	136,943	69,291	1,162	5,900	127,164	340,460
Additions	–	–	–	3,900	615	4,515
Revaluation	(16)	(3)	(2)	–	–	(21)
At 31 December 2011	136,927	69,288	1,160	9,800	127,779	344,954
Additions internally developed	–	–	–	3,517	–	3,517
Additions through business combination	11,732	–	1,163	–	52,620	65,515
At 31 December 2012	148,659	69,288	2,323	13,317	180,399	413,986
Amortisation:						
At 1 January 2011	46,717	34,556	746	5,900	70,000	157,919
Charged during the year	13,694	9,899	150	459	–	24,202
Impairment	–	–	–	–	2,199	2,199
At 31 December 2011	60,411	44,455	896	6,359	72,199	184,320
Charged during the year	14,074	9,899	258	1,917	–	26,148
Impairment	3,755	538	116	921	615	5,945
At 31 December 2012	78,240	54,892	1,270	9,197	72,814	216,413
Carrying amounts:						
At 31 December 2010	90,226	34,735	416	–	57,164	182,541
At 31 December 2011	76,516	24,833	264	3,441	55,580	160,634
At 31 December 2012	70,419	14,396	1,053	4,120	107,585	197,573

On an annual basis, or where an indication exists, the Group is required to assess its goodwill and intangible assets for impairment.

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 2012 the market capitalisation exceeded the carrying value of the goodwill, intangible and other non-current assets, and net current assets by more than 100% (2011: 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. In addition, the recently acquired businesses, Financial Services Net Limited (FSN) and Local Daily Deals Limited (LDD), are separate CGUs for the purposes of monitoring goodwill. 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 2012 are in line with those at 1 January 2009. Goodwill impairment for FSN, LDD and MSE 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 year 1 for each CGU represent management's best estimate of future cash flows as at 31 December 2012, and are based upon the Group's approved budget for 2013 incorporating where possible an allocation of cost of sales, advertising and overheads costs. The main assumptions underlying the 2013 budget relate to visitor numbers, source of visitors, revenue per transaction/visitor and marketing spend, which incorporate past experience. The forecast assumes continued improvement during the course of 2013 driven by new media campaigns, utilisation of the Group's data asset and investments made during 2012 in the core technology for the Group's key channels. All segments have been assumed to have similar rates of growth.

Notes to the Consolidated Financial Statements continued

12. Intangible assets continued

- Cash flows for the first 3 years assume an average 10% per annum increase in revenue, with all costs expected to grow at 10% per annum. Cash flows after 3 years assume no growth.
- Cash flows into perpetuity have been incorporated into the calculations.
- A pre-tax discount rate of 13.5% (2011: 13.5%) has been used in the forecast for the Travel, Insurance, Money and Home Services segments.

When there are clear indications that the economy has emerged from recession a different set of assumptions may be more appropriate.

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%, 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 £469m (2011: £264m), and as such, no impairment was identified.

With regard to the Group level impairment testing, the level of the increase in the discount rate, with all the other assumptions held constant, required to give a value in use for the Group's assets equal to their carrying value, would be in excess of what can reasonably be expected to happen (2011: outside of reasonable range). Similarly, a decrease in the annual cash flows of £59.0m (2011: £35.0m) with all other assumptions held constant, would also give a value in use for the Group's assets equal to their carrying value.

At an asset category level, management believe that the assumptions relating to each intangible asset remain applicable, and that no adjustment is required to their valuation, nor their useful economic lives.

Acquisition of Financial Services Net Limited ('FSN')

The fair value of the intangible assets recognised upon the acquisition of FSN was calculated as set out below:

• **Market related**

Within FSN, the main market related intangible assets are the domain names which FSN owns. These assets were valued using an income-based approach, namely, the royalty savings method, which estimates the royalty which the Group would have to pay a third party to use the domain names if it did not own them, typically as a percentage of the revenue earned from the domain names during their useful economic life of 10 years. The Group estimated revenue based on the most recent 3 year forecasts, and for later periods assumed inflationary increases of 5%. A royalty rate of 15% was applied based on available industry data. A discount rate of 15.8% was used to calculate the present value of the future royalty savings.

• **Customer relationships**

This asset represented the value present within the existing relationships which FSN had with product providers and brokers. The valuation was based on the cash flows which were expected to result from these relationships during the 7 year useful economic life of the asset, adjusted for estimated future attrition of the providers and relationships following the date of acquisition. Again, the Group based the estimate on the most recent 3 year forecasts, and for later periods assumed inflationary increases of 5%, with an assumed attrition rate of the provider relationships of 50% per annum, based on management's expectations. A discount rate of 15.8% was used to calculate the present value of the future benefit resulting from the relationships.

12. Intangible assets continued

• **Customer lists**

This asset represented the value of the customer data held by FSN at the date of acquisition, and was valued based on the cost of recreating such a database in the open market, using in-house estimates of the cost of each data element.

The goodwill balance recognised upon the acquisition of FSN represented the anticipated incremental value which the Group expected to generate by applying the existing skills and expertise within the Group's workforce to the acquired business and assets.

During 2011 the goodwill of £2.2m recognised on the acquisition of FSN was written off in full to the Consolidated Statement of Comprehensive Income based on the business' performance against the targets set, and latest forecasts. Management also assessed the fair value of the contingent consideration and reduced the amount accrued at 31 December 2011 by £2.2m to £0.2m.

In 2012 FSN has continued to trade below management expectations. As a result of this management reviewed the remaining intangible assets for impairment.

The recoverable amount of the assets was taken to be their value in use, and was calculated by reference to FSN's forecast cash flows. For the purposes of IAS 36, FSN is taken to be one CGU.

The present value of the forecast cash flows was calculated with the following key assumptions:

- Cash flows for year 1 represent management's best estimate of future cash flows as at 31 December 2012, and are based upon the Group's approved budget for 2013. The main assumptions underlying the budget relate to visitor numbers, the amount of revenue generated per visitor, and the staff resource required to run the business. The forecast assumes a level of performance consistent with that in 2012.
- Cash flows into perpetuity assume no growth in the number of visitors, and no increase in the revenue generated per visitor, with all costs expected to remain flat.
- Cash flows into perpetuity have been built into the model.
- A pre-tax discount rate of 16.5% (2011: 16.5%) has been used in the forecast.

The analysis performed calculates the value in use of FSN being lower than the carrying value of the business' identified intangible assets. Therefore, an impairment charge of £4.4m has been recognised in the year within administrative expenses, as well as a credit of £0.2m in relation to the release of the accrued contingent consideration. As a result, there is no difference between the carrying value and the recoverable amount of the business' intangible assets as at the balance sheet date.

Acquisition of Local Daily Deals Limited ('LDD')

The Group recognises its intangible assets in the following asset classes. No intangible assets were recognised upon the acquisition of LDD for the following reasons:

• **Market related**

At acquisition the main market related intangible asset was the domain name which LDD owned. Assets such as this are typically valued using an income-based approach, based on estimated revenue in the company's most recent forecasts, and the savings which the Group or an equivalent third party would expect to make by now owning the domain name. Prior to acquisition the company's website attracted low volumes of visitors, and since acquisition the website has been relocated within the Group's main website. In light of this, the Group did not assign any value to the domain name or any other market related intangible assets.

• **Customer relationships**

This asset class represents the value within the existing relationships which LDD has with its business partners. Given the nature of LDD's business and the short life-time of the relationships, the Group did not identify any value within this asset.

• **Customer lists**

This asset class represents the value of the customer data held by LDD at the date of acquisition. The volume of customer data held by the business has been assessed by management as immaterial. As such no value was identified within this asset.

• **Technology**

This asset class relates to technical innovations and advances such as databases, software and trade secrets. Whilst the business did own the website on which its business operates, the cost of replicating such a website has been estimated by management as immaterial to the Group's operations.

Notes to the Consolidated Financial Statements continued

12. Intangible assets continued

The goodwill balance recognised upon the acquisition of LDD represented the anticipated incremental value which the Group expected to generate by applying its existing customer database and expertise to the LDD business. The Group does not expect any of the goodwill to be deductible for tax purposes.

In 2012, LDD has traded below its forecast performance, and as a result management reviewed the goodwill balance for impairment during the period.

The recoverable amount of the assets was taken to be their value in use, and was calculated by reference to LDD's forecast cash flows. For the purposes of IAS 36, LDD is taken to be one CGU.

The present value of the forecast cash flows was calculated with the following key assumptions:

- Cash flows for year 1 represent management's best estimate of future cash flows as at 31 December 2012, and are based upon the Group's approved budget for 2013. The main assumptions underlying the budget relate to visitor numbers, the amount of revenue generated per visitor, and the staff resource required to run the business. The forecast assumes a performance consistent with 2012.
- Cash flows into perpetuity assume no growth in the revenue generated, with all costs expected to remain flat.
- Cash flows into perpetuity have been built into the model.
- A pre-tax discount rate of 16.5% has been used in the forecast.

The analysis performed calculates the value in use of LDD being lower than the carrying value of goodwill created on the acquisition of LDD. Therefore an impairment charge of £0.6m has been recognised in the year in administrative expenses. As a result, there is no difference between the carrying value and the recoverable amount of the goodwill as at the balance sheet date.

Acquisition of certain trade and assets of Martin Lewis and MoneySavingExpert.com

The fair value of the intangible assets recognised upon the acquisition of trade and certain assets from Martin Lewis and MoneySavingExpert.com ('MSE') were calculated as set out below:

• **Market related**

Within MSE, the main market related intangible assets are the MSE tradename, MSE domain name and Martin Lewis' image and reputation. These assets were valued using an income-based approach, namely, the royalty savings method, where it is assumed that a company, without similar assets, would license the right to use these assets and pay a royalty related to turnover achieved over their useful economic life of 10 years. A royalty rate of 20% has been applied for the first three years after acquisition, which will include the use of Martin Lewis' name and image, and a 10% royalty rate has been used for the following seven years when Martin Lewis's name and image will not be included.

• **Customer lists**

This asset represents the value of the customer data held by MSE at the date of acquisition, and its valuation has been performed with reference to the cost of buying an equivalent book of customer data on the open market. This was done through analysis of recent sales of comparable assets.

• **Non-compete agreement**

To value the non-compete agreement management considered what percentage of the business could be lost if Martin Lewis was to leave the acquired business and subsequently compete against the Group. The non-compete agreement is valid for a period of four years following acquisition. However, as the contingent remuneration which may become payable to Martin Lewis is dependent upon his continued employment by the business for three years following the acquisition, the non-compete agreement has been valued for the twelve months following the three year earnout period.

12. Intangible assets continued**• Tax amortisation benefit**

Included in the market related intangible and non-compete agreement is an additional increment of value, the tax amortisation benefit.

The goodwill balance recognised upon the acquisition represents the anticipated incremental value which the Group expects to generate by applying the existing skills and expertise within the Group's workforce to the acquired business and assets, as well as the skills and expertise of the acquired workforce and Martin Lewis.

The recoverable amount has been estimated based on the present value of its future cashflows using the following key assumptions:

- Cash flows for year 1 represent management's best estimate of future cash flows as at 31 December 2012, and are based upon the Group's approved budget for 2013. The main assumptions underlying the budget 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 2013, driven by investments in technology and search engine optimisation.
- Cash flows for the first three years assume an average 10% per annum increase in the revenue generated, whilst payroll costs have been forecast to increase by 5% per annum, with all other costs expected to grow at 5% per annum. 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% has been used in the forecast.

The analysis performed calculates that the recoverable amount of the assets exceed their carrying value by in excess of 21%, and as such, no impairment was identified. The discount rate would need to increase to 19% with all other assumptions held constant, to give a value in use of MSE's assets equal to the carrying value. Similarly, a decrease in the annual cash flows of £2.5m with all other assumptions held constant, would also give a value in use equal to the carrying value.

13. Trade and other receivables

	31 December 2012 £000	31 December 2011 £000
Trade receivables	20,768	15,974

All receivables fall due within one year.

As a result of click based revenue being recognised in the period that the lead is generated, a revenue accrual for approximately one month's revenue is recognised at the year end date.

At 31 December 2012, trade receivables are shown net of a provision for doubtful debts of £72,000 (2011: £53,000), which represents a judgement made by management of which receivable 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:

	2012 £000	2011 £000
At 1 January	53	85
Charge for the year	23	62
Amounts written off	(4)	(94)
At 31 December	72	53

As at 31 December, the analysis of trade receivables that were past due but not impaired is as follows:

	Total £000	Neither past due nor impaired £000	Past due not impaired				
			0-30 days £000	30-60 days £000	60-90 days £000	90-120 days £000	>120 days £000
At 31 December 2011	15,974	15,008	957	61	4	(8)	(48)
At 31 December 2012	20,768	18,323	1,604	796	61	28	(44)

The Group's standard payment terms are 15 days.

Notes to the Consolidated Financial Statements continued

14. Trade and other payables

Non-current

	31 December 2012 £000	31 December 2011 £000
Contingent remuneration in relation to the acquisition of MoneySavingExpert.com	2,521	–
	2,521	–

Current

	31 December 2012 £000	31 December 2011 £000
Trade payables	17,208	16,210
Non-trade payables and accrued expenses	10,050	12,165
Deferred income	33	42
Contingent consideration in relation to the acquisition of Financial Services Net Limited	–	385
Contingent remuneration in relation to the acquisition of Local Daily Deals Limited	–	96
	27,291	28,898

As a result of click based revenue being recognised in the period that the lead is generated, an accrual for the cost of sales relating to the revenue accrued at the year end date (see note 13) is included within trade payables.

As at 31 December, the analysis of financial liabilities within trade payables, non-trade payables and accrued expenses is as follows:

	Total £000	Current £000	0-30 days £000	30-60 days £000	60-90 days £000	90-120 days £000	> 120 days £000
At 31 December 2011	28,375	19,166	5,225	1,476	180	99	2,229
At 31 December 2012	27,258	21,881	2,933	208	(62)	22	2,276

As at 31 December 2012, the Group did not hold any other financial liabilities requiring disclosure under IAS 32.

15. Deferred tax liabilities

Deferred tax assets and liabilities are attributable to the following:

	2012 £000	2011 £000
Intangible assets recognised under IFRS	16,896	25,403
Share schemes	(2,262)	(1,454)
Goodwill related to MoneySavingExpert.com	(203)	–
Accelerated capital allowances	(999)	(698)
Deferred tax liability at 31 December	13,432	23,251

The following table illustrates the movement in the deferred tax liability during the year:

	2012 £000	2011 £000
At 1 January	23,251	32,212
Temporary differences	(6,173)	(6,421)
Revaluation of LTIP equity-settled share awards	(682)	(827)
Reversal of deferred tax liability recognised on the acquisition of Financial Services Net Limited	(1,289)	–
Issue of LTIP equity-settled share awards	(127)	(34)
Reduction in corporation tax rate to 23% (2011: 25%)	(1,505)	(1,999)
Adjustment in relation to prior period	(43)	320
At 31 December	13,432	23,251

Deferred tax liabilities arise from the creation of the intangible assets upon the acquisition of MoneySupermarket.com Financial Group Limited by the Company, and the acquisition of Financial Services Net Limited by MoneySupermarket.com Financial Group Limited. Deferred tax assets arise on share option schemes based on the expected tax deduction on vesting and the acquisition of MoneySavingExpert.com. Deferred tax assets and liabilities have been calculated at the tax rate enacted at the balance sheet date of 23%.

16. 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 2011 and 1 January 2012	509,288,007
Issued on exercising of LTIP share awards	5,872,192
Issued on exercising of SAYE options	4,296
Issued on acquisition of MoneySavingExpert.com	22,123,894
At 31 December 2012	537,288,389

£	Ordinary shares
At 1 January 2011 and 1 January 2012	101,857
Issued on exercising of LTIP share awards	1,174
Issued on exercising of SAYE options	1
Issued on acquisition of MoneySavingExpert.com	4,425
At 31 December 2012	107,457

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 (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 £187,000 based on Group cash, cash equivalents and financial instruments at 31 December 2012. At the balance sheet date, £18,314,000 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 2012		31 December 2011	
	Effective interest rate	£000	Effective interest rate	£000
Cash and cash equivalents	0.66%	18,680	0.68%	35,005

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.

By value, over 90% (2011: 90%) of the Group's revenue comes from blue chip companies. At the balance sheet date, the five largest trade receivables, by provider, accounted for 14% (2011: 22%) of the total trade receivables balance of £20,768,000 (2011: £15,974,000) and the largest individual balance was £855,442 (2011: £1,080,637).

Notes to the Consolidated Financial Statements continued

17. Financial instruments continued

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).

The financial liabilities arising on acquisitions held at 31 December 2012 are valued using a level 3 valuation method, being their fair value with any change in fair value taken to the Consolidated Statement of Comprehensive Income. All other 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 2012 £000	Year ended 31 December 2011 £000
Unsecured bank loan facilities with a maturity date of 31 May 2015		
- amount used	-	-
- amount unused	20,000	-

During the year, £13 million was drawn down against the bank loan facility and was subsequently repaid before the year end.

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. 93,886 (2011: 54,365) shares have been withdrawn from the trust by employees during the period and a further 388,199 remain held in trust (2011: 482,085).

Long Term Incentive Plan scheme ('LTIP')

On 8 April 2009, conditional awards were made over 8,256,530 ordinary shares under the MoneySupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees ('2009 LTIPs'). Under this scheme, up to 70% of the shares were to vest at the end of a three year period dependent upon the achievement of an adjusted EBITDA figure for each of the three financial years from 2009 to 2011, and up to 30% of the shares were to vest 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. These awards were therefore subject to market-based performance conditions. On 11 June 2012 94.38% of the awards vested following partial achievement of the performance criteria.

On 7 April 2010, conditional awards were made over 6,473,309¹ ordinary shares under the MoneySupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees ('2010 LTIPs'). Under this scheme, up to 70% of the shares vest at the end of a three year period dependent upon the absolute total shareholder return of the Company against a target set at the start of the period, and up to 30% of the shares were to vest at the end of a three year period dependent upon the total shareholder return of the Company relative to a comparator group of defined companies.

18. Share-based payments continued

Long Term Incentive Plan scheme ('LTIP') continued

During the prior year, conditional awards were made over 3,945,803¹ ordinary shares under the MoneySupermarket.com Group PLC Long Term Incentive Plan scheme to senior employees ('2011 LTIPs'). Under this scheme, up to 50% of the shares were to vest at the end of a three year period dependent upon the absolute total shareholder return of the Company against a target set at the start of the period, and up to 50% of the shares vest at the end of a three year period dependent upon the total shareholder return of the Company relative to a comparator group of defined companies. These awards are therefore subject to market-based performance conditions.

During the year, conditional awards were made over 3,148,724¹ 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.

¹ The figures for the awards made in 2010, 2011 and 2012 are the maximum available if the performance targets are met in full, representing 150% of the actual awards made.

Sharesave scheme

During 2011, the Group established an HMRC-approved savings 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 price. The exercise price for the 2011 Sharesave scheme was fixed at 89.6p per share.

During 2012, the Group established a further HMRC-approved scheme available to all employees, on the same basis as the scheme established in 2011. The exercise price for the 2012 Sharesave scheme was fixed at 107.6p per share.

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 options in the table represents the maximum number which may vest:

	Number	WAEP
Outstanding at 1 January 2011	10,978,314	£0.00
LTIP awards made during the year	2,630,535	£0.00
LTIP awards forfeit during the year	(1,038,400)	£0.00
LTIP awards lapsed during the year	(649,601)	£0.00
Outstanding at 31 December 2011	11,920,848	£0.00
LTIP awards made during the year	2,099,149	£0.00
LTIP awards vested and exercised during the year	(5,872,192)	£0.00
LTIP awards forfeit during the year	(741,887)	£0.00
LTIP awards lapsed during the year	(339,328)	£0.00
Outstanding at 31 December 2012	7,066,590	£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 2012:

	2012 Sharesave	2011 Sharesave	2012 LTIP	2011 LTIP	2010 LTIP
Fair value at grant date (£)	0.39	0.37	1.32	0.83	0.49
Share price (£)	1.38	1.10	1.31	0.90	0.75
Exercise price (£)	1.08	0.90	0.0	0.00	0.00
Expected volatility (%)	33.0	50.0	33.6	50.0	53.2
Expected life of option/award (years)	3.0	3.0	3.0	3.0	3.0
Weighted average remaining contractual life (years)	2.7	1.7	2.5	1.3	0.3
Expected dividend yield (%)	3.5	4.3	0.0	0.0	0.0
Risk-free interest rate (%)	2.64	1.9	2.64	1.9	2.0

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.

Notes to the Consolidated Financial Statements continued

18. Share-based payments continued

The share option charge in the Consolidated Statement of Comprehensive Income can be attributed to the following types of share option and share award:

	2012 £000	2011 £000
Long Term Incentive Plan scheme	1,906	2,185
Sharesave scheme	73	15
	1,979	2,200

19. Operating lease commitments

The future minimum lease commitments under non-cancellable operating leases in respect of land and buildings are as follows:

	31 December 2012 £000	31 December 2011 £000
Operating lease commitment payments:		
Within one year	738	135
Between two and five years	2,471	70
Over five years	2,972	–
	6,181	205

20. Pensions and other post-employment benefit plans

The Group operates a defined contribution pension scheme based on basic 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 2012 £552,244 of contributions were charged to the Consolidated Statement of Comprehensive Income (2011: £506,890). As at 31 December 2012 £93,989 (2011: £62,338) of contributions were outstanding on the balance sheet.

21. Commitments and contingencies

The Group is a defendant in a small number of disputes incidental to its operations which, in aggregate, 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.

At the end of 2011, the Group was in the process of finalising a new VAT recovery method with HM Revenue & Customs. During 2012 formal approval of the new method was received. As a result of this the Group recognised a net credit of £10.6m relating to the period from 1 April 2008 to 31 December 2012.

22. Related party transactions

The Group has the following investments in 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
Making Millionaires Limited	UK	100	Holding company
MoneySupermarket Limited	UK	100	Dormant
icero GmbH	Germany	100	Dormant
Betcompare.com Limited	UK	100	Dormant
Financial Services Net Limited	UK	100	Financial intermediary services
Local Daily Deals Limited	UK	51	Discounted deals website
HD Decisions Limited	UK	25	Credit scoring technology

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.

22. Related party transactions continued

The aggregate value of transactions and outstanding balances relating to entities which were not wholly-owned subsidiaries at the balance sheet date were as follows:

Company	Transaction value Year ended 31 December 2012 £000	Transaction value Year ended 31 December 2011 £000	Balance outstanding as at 31 December 2012 £000	Balance outstanding as at 31 December 2011 £000
Local Daily Deals Limited	850	99	(949)	(99)
HD Decisions Limited	1,110	794	(90)	0

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.

Gerald Corbett, Michael Wemms, Bruce Carnegie-Brown, Simon Nixon, Peter Plumb, Graham Donoghue and Paul Doughty received dividends from the Group totalling £21,440,050 in 2011 and £12,996,673 in 2012.

During the prior year, short-term funding was made to Paul Doughty, a Director of the Company. The amount advanced was £800,000 for a period of 5 days. Fixed interest of 7% per annum was charged along with an arrangement fee of 1% of the value of the advance. There were no amounts outstanding to the Company or any future commitments of the Company as at 31 December 2012 (2011: nil).

Key management personnel compensation

Key management, defined as the executive management team, received the following compensation during the year:

	31 December 2012 £000	31 December 2011 £000
Short-term employee benefits	1,544	1,843
Share-based payments	1,445	1,581
Post employment benefits	141	162
	3,130	3,586

In addition to the above, the executive management team received a bonus of £2,061,000 (2011: £1,815,000) in relation to the reporting period.

23. Interest in associates

The Group's share of post-acquisition total recognised profit in HD Decisions Limited ('HD') for the year ended 31 December 2012 was £158,000 (2011: £nil). HD's reporting date is 31 October.

Summary aggregated financial information on associates (100 per cent):

	2012 £000	2011 £000
Assets	1,449	1,057
Liabilities	(94)	(548)
Profit	631	–

24. Post balance sheet events

There have been no significant post balance sheet events requiring disclosure.

Company Balance Sheet

at 31 December 2012

	Note	31 December 2012 £000	31 December 2011 £000
Fixed assets			
Investments	5	181,688	181,688
Goodwill	6	84,954	–
Intangibles	7	1,055	–
Total fixed assets		267,697	181,688
Current assets			
Debtors (including amounts falling due in more than one year £39,498, 2011: £nil)	8	85,624	83,840
Cash at bank and in hand		473	40
Total current assets		86,097	83,880
Creditors: amounts due within one year	9	(89,139)	(59,544)
Net current (liabilities)/assets		(3,042)	24,336
Creditors: amounts due after one year	10	(23,605)	–
Net assets		241,050	206,024
Capital and reserves			
Share capital	12	107	102
Share premium	12	201,824	171,297
Other reserves	12	16,942	16,942
Profit and loss	12	22,177	17,683
		241,050	206,024

The Financial Statements were approved by the Board of Directors and authorised for issue on 4 March 2013. They were signed on its behalf by:

Peter Plumb

Paul Doughty

Registered number: 6160943

Notes to the Company Financial Statements

1. Accounting policies

Basis of preparation

The Financial Statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

No profit and loss account is presented for the Company as permitted by section 408 of the Companies Act 2006. The profit after tax for the Company was £28,725,000 (2011: profit of £48,846,000), which included dividends received of £35.0 million.

The Company has taken the exemption in FRS 1 5(a) and consequently no cash flow statement is presented for the Company.

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 accompanying notes:

- Note 4 contingent consideration and remuneration

Investments

Investments are shown at cost less provision for impairment.

Intangible Assets

Goodwill

Goodwill is recognised on the acquisition of subsidiary undertakings and businesses, 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 its 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.

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.

Notes to the Company

Financial Statements continued

1. Accounting policies continued

Taxation continued

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 recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. 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 substantially enacted at the balance sheet date.

2. Share-based payments

The analysis and disclosures in relation to share-based payments are given in the Consolidated Financial Statements in note 18.

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 2012	Number of employees 31 December 2011
Administration	5	5

The aggregate payroll costs of these persons were as follows:

	31 December 2012 £000	31 December 2011 £000
Wages and salaries	1,265	1,223
Social security costs	157	146
Other pension costs	110	108
Share-based payments	1,146	1,254
	2,678	2,731

In addition to the above, these persons received a bonus of £1,635,000 (2011: £1,479,000) 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 of £64.5m 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, is dependent on the continued employment of Martin Lewis for three years following the acquisition. Part of this payment is due to individuals who were employed by MSE at the point of acquisition and who remain in employment at the end of the earnout period, with the remainder payable to Martin Lewis.

The amounts due to MSE employees have been accounted for separate to the business combination as remuneration. The fair value of this element will be charged to the Company profit and loss account over the earnout period. At the balance sheet date the fair value of the contingent amount was £1.7m and £0.2m has been charged to the Company profit and loss account during the period as an employment expense.

Under FRS 7 'Fair values in acquisition accounting' the fair value of the remaining contingent amount is included in the cost of acquisition. At the balance sheet date management have calculated the fair value of this as £23.3m. This will be reviewed at each balance sheet date with any subsequent adjustments needed being made to goodwill.

The Company incurred acquisition-related costs of £3.4m during the period, which under FRS 7 'Fair values in acquisition accounting' are included in the cost of acquisition. Total consideration is therefore:

	£000
Consideration:	
Initial consideration, paid in cash	34,000
Initial consideration, paid in ordinary shares in the Company	30,531
Contingent payable at fair value	23,256
Acquisition costs	3,360
Total consideration	91,147

4. Acquisitions continued

The acquisition had the following effect on the Company's assets and liabilities:

	Recognised values on acquisition £000
Net assets at the acquisition date	1,163
Net identifiable assets and liabilities: Intangible assets (see note 7)	1,163
Goodwill on acquisition	89,984
Total consideration	91,147

A detailed description of the intangible assets identified within the acquired business, the methods used to value them and the background to the acquisition and resulting goodwill are provided in note 12 of the Group's Consolidated Financial Statements.

The results of the acquired business have been included in the Company profit and loss account with effect from 21 September 2012 and in the three months and 9 days to 31 December 2012, the business contributed revenue of £2.4m and a net loss of £3.1m to the Company profit and loss account for the year. If the acquisition had occurred on 1 January 2012, Company revenue would have been an estimated £10.2m and loss before tax would have been an estimated £9.4m. The profit after tax of the acquired business in its previous financial year to 31 October 2011 was £11.8m.

5. Investments

	Shares in subsidiary undertakings £000
Cost and net book value:	
At 31 December 2011 and 31 December 2012	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 the year 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:	
Additions through business combination	89,984
At 31 December 2012	89,984
Amortisation:	
Charge for the year	5,030
At 31 December 2012	5,030
Net book value:	
At 31 December 2012	84,954

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 consideration 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.

Notes to the Company

Financial Statements continued

6. Goodwill continued

The acquisition gave rise to £90.0m of goodwill, which is being amortised over a period of five years.

7. Intangible assets

	Customer lists £000
Cost:	
Additions through business combination	1,163
At 31 December 2012	1,163
Amortisation:	
Charge for the year	108
At 31 December 2012	108
Net book value:	
At 31 December 2012	1,055

8. Debtors

	31 December 2012 £000	31 December 2011 £000
Amount due from subsidiary undertakings	84,312	83,280
Other debtors	1,273	14
Corporation tax	–	546
Deferred tax asset	39	–
	85,624	83,480

9. Creditors: amounts falling due within one year

	31 December 2012 £000	31 December 2011 £000
Amount owed to subsidiary undertaking	87,080	59,315
Accruals	2,059	229
	89,139	59,544

10. Creditors: amounts due after one year

	31 December 2012 £000	31 December 2011 £000
Contingent consideration	23,605	–

11. Dividends

	31 December 2012 £000	31 December 2011 £000
Declared and paid during the year:		
Equity dividends on ordinary shares:		
Final dividend for 2010: 2.53p per share		12,884
Interim dividend for 2011: 1.5p per share		7,654
Special dividend for 2011: 3.93p per share		20,000
Final dividend for 2011: 3.03p per share	15,431	–
Interim dividend for 2011: 1.8p per share	9,273	–
Proposed for approval (not recognised as a liability at 31 December):		
Equity dividends on ordinary shares:		
Final dividend for 2012: 3.94p per share	21,169	

12. Capital and reserves

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 2011 and 1 January 2012	509,288,007
Issued on exercising of LTIPs	5,872,192
Issued on exercising of SAYE options	4,296
Issued on acquisition of MoneySavingExpert.com	22,123,894
At 31 December 2012	537,288,389

£	Ordinary shares
At 1 January 2011 and 1 January 2012	101,857
Issued on exercising of LTIPs	1,174
Issued on exercising of SAYE options	1
Issued on acquisition of MoneySavingExpert.com	4,425
At 31 December 2012	107,457

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 (see note 18 of the Consolidated Financial Statements).

Other reserves

	Share premium £000	Other reserves £000	Profit and loss £000
At 1 January 2011	171,297	16,942	7,175
Total recognised profit in year	–	–	48,846
Equity dividends	–	–	(40,538)
Share-based payment	–	–	2,200
At 31 December 2011	171,297	16,942	17,683
Total recognised profit in year	–	–	28,725
Equity dividends	–	–	(24,704)
Share-based payment	–	–	1,979
Distribution in relation to LTIP	–	–	(1,506)
New shares issued	30,527	–	–
At 31 December 2012	201,824	16,942	22,177

Other reserves represents the merger reserve for £16,923,000 generated upon the acquisition of MoneySupermarket.com Financial Group Limited by the Company, as discussed in the Consolidated Statement of Changes in Equity, 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.

13. Related party transactions

The Company has taken the exemption in FRS 8.3 not to disclose transactions with other Group companies.

Shareholder Information

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34 Beckenham Road
Beckenham
Kent BR3 4TU

Telephone: 0871 200 1536 (UK)
(Calls cost 10p per minute plus network extras.
Lines are open 8.30am-5.30pm Monday-Friday)
+44 (0)20 3008 2245 (overseas)

E-mail: moneysupermarket@capitaregistrars.com

Enquiring about your shareholding

If you want to ask, or need any information, about your shareholding, please contact our registrar (see contact details on the left). Alternatively, if you have internet access, you can access the Group's shareholder portal at www.moneysupermarket-shares.com where you can, amongst other things, view details of your shareholding, set up or amend a dividend mandate and update your address details.

Investor relations website

The investor relations section of our website, www.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 on the left) 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 on the left).

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 (0871 664 0445). Calls cost 10p per minute plus network extras. 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 advisor authorised by the Financial Services and Markets Act 2000.

Electronic communications

You can elect to receive shareholder communications electronically by writing to our registrar, Capita Registrars, Freepost RLYX-GZTU-KRRG, SAS, The Registry, 34 Beckenham Road, Beckenham, BR3 9ZA. 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 2012 final dividend	5 March 2013
Announcement of 2012 full year results	5 March 2013
Ex-dividend date of 2012 final dividend	20 March 2013
Record date of 2012 final dividend	22 March 2013
Interim management statement	17 April 2013
Annual General Meeting	17 April 2013
Payment date of 2012 final dividend	26 April 2013
Half year end	30 June 2013
Announcement of 2013 half year results	*July 2013
Interim management statement	*November 2013
Full year end	31 December 2013
Announcement of 2013 full year results	*February 2014

* 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 www.moneysupermarket.com.

Notes

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Mixed Sources

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