Unaudited condensed consolidated interim income statement for the six months ended 30 June 2015

£ million	Notes	Six months ended 30 June 2015	Six months ended 30 June 2014	+/(-)%	Constant Currency[1] +/(-)%	Year ended 31 December 2014
Billings		23,156.4	22,060.1	5.0	5.0	46,186.3
Revenue	6	5,839.4	5,468.7	6.8	6.4	11,528.9
Direct costs		(798.7)	(677.0)	(18.0)	(18.4)	(1,464.1)
Net sales	6	5,040.7	4,791.7	5.2	4.7	10,064.8
Operating costs	4	(4,251.8)	(4,260.6)	0.2	0.7	(8,557.5)
Operating profit		788.9	531.1	48.5	48.2	1,507.3
Share of results of associates	4	16.0	28.7	(44.3)	(43.3)	61.9
Profit before interest and taxation		804.9	559.8	43.8	43.6	1,569.2
Finance income	5	38.1	43.0	(11.4)	(5.9)	94.7
Finance costs	5	(111.5)	(133.4)	16.4	17.7	(262.7)
Revaluation of financial instruments	5	(21.8)	21.7	-	-	50.7
Profit before taxation		709.7	491.1	44.5	45.6	1,451.9
Taxation	7	(108.6)	(94.9)	(14.4)	(18.8)	(300.4)
Profit for the period		601.1	396.2	51.7	51.8	1,151.5
Attributable to:						
Equity holders of the parent		566.2	364.8	55.2	55.0	1,077.2
Non-controlling interests		34.9	31.4	(11.1)	(13.4)	74.3
		601.1	396.2	51.7	51.8	1,151.5
Headline PBIT	6,19	669.1	622.0	7.6	7.9	1,680.6
Net sales margin	6,19	13.3%	13.0%	0.3[2]	0.4[2]	16.7%
Headline PBT	19	595.7	531.6	12.1	13.2	1,512.6
Earnings per share						
Basic earnings per ordinary share	9	43.7p	27.7p	57.8	57.9	82.4p
Diluted earnings per ordinary share	9	43.0p	27.0p	59.3	58.8	80.5p

[1] The basis for calculating the constant currency percentage changes shown above and in the notes to this appendix are described in the glossary attached to this appendix.
[2] Margin points.

Unaudited condensed consolidated interim statement of comprehensive income for the six months ended 30 June 2015

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Profit for the period	601.1	396.2	1,151.5
Items that may be reclassified subsequently to profit or loss:			
Exchange adjustments on foreign currency net investments	(316.0)	(315.0)	(221.2)
(Loss)/gain on revaluation of available for sale investments	(2.1)	46.1	64.6
	(318.1)	(268.9)	(156.6)
Items that will not be reclassified subsequently to profit or loss:			
Actuarial loss on defined benefit pension plans	-	-	(86.6)
Deferred tax on defined benefit pension plans	-	-	62.1
	-	-	(24.5)
Other comprehensive loss relating to the period	(318.1)	(268.9)	(181.1)
Total comprehensive income relating to the period	283.0	127.3	970.4
Attributable to:			
Equity holders of the parent	257.0	104.6	893.0
Non-controlling interests	26.0	22.7	77.4
	283.0	127.3	970.4

Unaudited condensed consolidated interim cash flow statement for the six months ended 30 June 2015

£ million	Notes	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Net cash (outflow)/inflow from operating activities	10	(180.7)	(17.3)	1,703.7
Investing activities				
Acquisitions and disposals	10	(459.3)	(219.7)	(489.1)
Purchase of property, plant and equipment		(73.1)	(80.1)	(177.9)
Purchase of other intangible assets (including capitalised computer software)		(17.0)	(15.3)	(36.5)
Proceeds on disposal of property, plant and equipment		11.2	1.1	5.9
Net cash outflow from investing activities		(538.2)	(314.0)	(697.6)
Financing activities				
Share option proceeds		5.4	6.8	25.0
Cash consideration for non-controlling interests	10	(7.9)	(1.8)	(5.6)
Share repurchases and buybacks	10	(405.4)	(390.2)	(510.8)
Net increase/(decrease) in borrowings	10	141.1	(33.8)	465.2
Financing and share issue costs		(9.0)	(0.2)	(27.5)
Equity dividends paid		-	-	(460.0)
Dividends paid to non-controlling interests in subsidiary undertakings		(25.7)	(21.7)	(57.7)
Net cash outflow from financing activities		(301.5)	(440.9)	(571.4)
Net (decrease)/increase in cash and cash equivalents		(1,020.4)	(772.2)	434.7
Translation differences		(39.9)	(86.3)	(70.3)
Cash and cash equivalents at beginning of period		2,247.6	1,883.2	1,883.2
Cash and cash equivalents at end of period	10	1,187.3	1,024.7	2,247.6

Reconciliation of net cash flow to movement in net debt:				
Net (decrease)/increase in cash and cash equivalents		(1,020.4)	(772.2)	434.7
Cash (inflow)/outflow from (increase)/decrease in debt financing		(132.1)	34.0	(437.7)
Other movements		(108.0)	5.7	23.8
Translation differences		153.2	15.7	(55.8)
Movement of net debt in the period		(1,107.3)	(716.8)	(35.0)
Net debt at beginning of period		(2,275.4)	(2,240.4)	(2,240.4)
Net debt at end of period	11	(3,382.7)	(2,957.2)	(2,275.4)

Unaudited condensed consolidated interim balance sheet as at 30 June 2015

£ million	Notes	30 June 2015	30 June 2014	31 December 2014
Non-current assets				
Intangible assets:				
Goodwill	12	10,057.3	9,465.7	9,979.4
Other	13	1,714.2	1,662.6	1,668.9
Property, plant and equipment		731.1	742.7	772.5
Interests in associates and joint ventures		694.3	755.0	759.9
Other investments		920.9	331.2	669.2
Deferred tax assets		248.3	109.7	239.7
Trade and other receivables	14	141.9	132.4	148.6
		14,508.0	13,199.3	14,238.2
Current assets				
Inventory and work in progress		321.7	324.9	327.3
Corporate income tax recoverable		168.1	137.9	145.6
Trade and other receivables	14	9,985.0	9,322.6	9,530.0
Cash and short-term deposits		1,353.0	1,208.0	2,512.7
		11,827.8	10,993.4	12,515.6
Current liabilities				
Trade and other payables	15	(11,359.8)	(10,493.3)	(11,784.0)
Corporate income tax payable		(38.3)	(55.7)	(158.6)
Bank overdrafts and loans		(518.7)	(952.5)	(653.2)
		(11,916.8)	(11,501.5)	(12,595.8)
Net current liabilities		(89.0)	(508.1)	(80.2)
Total assets less current liabilities		14,419.0	12,691.2	14,158.0
Non-current liabilities				
Bonds and bank loans		(4,217.0)	(3,212.7)	(4,134.9)
Trade and other payables	16	(707.5)	(511.3)	(624.9)
Corporate income tax payable		(533.6)	(389.9)	(441.2)
Deferred tax liabilities		(696.8)	(643.8)	(667.6)
Provisions for post-employment benefits		(283.3)	(238.9)	(296.2)
Provisions for liabilities and charges		(173.2)	(147.5)	(166.4)
		(6,611.4)	(5,144.1)	(6,331.2)
Net assets		7,807.6	7,547.1	7,826.8
Equity				
Called-up share capital	17	132.7	135.0	132.6
Share premium account		513.3	490.1	508.0
Shares to be issued		0.1	0.4	0.3
Other reserves		(226.0)	(47.3)	36.2
Own shares		(572.2)	(535.9)	(283.7)
Retained earnings		7,619.6	7,204.2	7,106.7
Equity share owners' funds		7,467.5	7,246.5	7,500.1
Non-controlling interests		340.1	300.6	326.7
Total equity		7,807.6	7,547.1	7,826.8

Unaudited condensed consolidated interim statement of changes in equity for the six months ended 30 June 2015

£ million	Called-up share capital	Share premium account	Shares to be issued	Other reserves	Own shares	Retained earnings	Total equity share owners' funds	Non-controlling interests	Total
Balance at 1 January 2015	**132.6**	**508.0**	**0.3**	**36.2**	**(283.7)**	**7,106.7**	**7,500.1**	**326.7**	**7,826.8**
Ordinary shares issued	0.1	5.3	(0.2)	-	-	0.1	5.3	-	5.3
Treasury share additions	-	-	-	-	(345.7)	-	(345.7)	-	(345.7)
Treasury share allocations	-	-	-	-	3.1	(3.1)	-	-	-
Net profit for the period	-	-	-	-	-	566.2	566.2	34.9	601.1
Exchange adjustments on foreign currency net investments	-	-	-	(307.1)	-	-	(307.1)	(8.9)	(316.0)
Loss on revaluation of available for sale investments	-	-	-	(2.1)	-	-	(2.1)	-	(2.1)
Comprehensive (loss)/income	-	-	-	(309.2)	-	566.2	257.0	26.0	283.0
Dividends paid	-	-	-	-	-	-	-	(25.7)	(25.7)
Non-cash share-based incentive plans (including share options)	-	-	-	-	-	48.5	48.5	-	48.5
Tax adjustment on share-based payments	-	-	-	-	-	21.8	21.8	-	21.8
Net movement in own shares held by ESOP Trusts	-	-	-	-	54.1	(113.8)	(59.7)	-	(59.7)
Recognition/remeasurement of financial instruments	-	-	-	(33.0)	-	0.4	(32.6)	-	(32.6)
Share purchases - close period commitments	-	-	-	80.0	-	2.9	82.9	-	82.9
Acquisition of subsidiaries[1]	-	-	-	-	-	(10.1)	(10.1)	13.1	3.0
Balance at 30 June 2015	**132.7**	**513.3**	**0.1**	**(226.0)**	**(572.2)**	**7,619.6**	**7,467.5**	**340.1**	**7,807.6**

[1] Acquisition of subsidiaries represents movements in retained earnings and non-controlling interests arising from increases in ownership of existing subsidiaries and recognition of non-controlling interests on new acquisitions.

Unaudited condensed consolidated interim statement of changes in equity for the six months ended 30 June 2015 (continued)

£ million	Called-up share capital	Share premium account	Shares to be issued	Other reserves	Own shares	Retained earnings	Total equity share owners' funds	Non-controlling interests	Total
Balance at 1 January 2014	**134.9**	**483.4**	**0.5**	**317.3**	**(253.0)**	**6,903.7**	**7,586.8**	**259.7**	**7,846.5**
Ordinary shares issued	0.1	6.7	(0.1)	-	-	0.1	6.8	-	6.8
Treasury share additions	-	-	-	-	(316.2)	-	(316.2)	-	(316.2)
Treasury share allocations	-	-	-	-	0.5	(0.5)	-	-	-
Net profit for the period	-	-	-	-	-	364.8	364.8	31.4	396.2
Exchange adjustments on foreign currency net investments	-	-	-	(306.3)	-	-	(306.3)	(8.7)	(315.0)
Gain on revaluation of available for sale investments	-	-	-	46.1	-	-	46.1	-	46.1
Comprehensive (loss)/ income	-	-	-	(260.2)	-	364.8	104.6	22.7	127.3
Dividends paid	-	-	-	-	-	-	-	(21.7)	(21.7)
Non-cash share-based incentive plans (including stock options)	-	-	-	-	-	53.8	53.8	-	53.8
Tax adjustment on share-based payments	-	-	-	-	-	(6.1)	(6.1)	-	(6.1)
Net movement in own shares held by ESOP Trusts	-	-	-	-	32.8	(106.8)	(74.0)	-	(74.0)
Recognition/remeasurement of financial instruments	-	-	-	(28.4)	-	(4.0)	(32.4)	-	(32.4)
Share purchases – close period commitments	-	-	-	(76.0)	-	-	(76.0)	-	(76.0)
Acquisition of subsidiaries[1]	-	-	-	-	-	(0.8)	(0.8)	39.9	39.1
Balance at 30 June 2014	**135.0**	**490.1**	**0.4**	**(47.3)**	**(535.9)**	**7,204.2**	**7,246.5**	**300.6**	**7,547.1**
Ordinary shares issued	0.3	17.9	(0.1)	-	-	0.1	18.2	-	18.2
Treasury share additions	-	-	-	-	(96.3)	-	(96.3)	-	(96.3)
Treasury share allocations		-	-	-	0.1	(0.1)	-	-	-
Treasury share cancellations	(2.7)	-	-	2.7	332.5	(332.5)	-	-	-
Net profit for the period	-	-	-	-	-	712.4	712.4	42.9	755.3
Exchange adjustments on foreign currency net investments	-	-	-	82.0	-	-	82.0	11.8	93.8
Gain on revaluation of available for sale investments	-	-	-	18.5	-	-	18.5	-	18.5
Actuarial loss on defined benefit pension plans	-	-	-	-	-	(86.6)	(86.6)	-	(86.6)
Deferred tax on defined benefit pension plans	-	-	-	-	-	62.1	62.1	-	62.1
Comprehensive income	-	-	-	100.5	-	687.9	788.4	54.7	843.1
Dividends paid	-	-	-	-	-	(460.0)	(460.0)	(36.0)	(496.0)
Non-cash share-based incentive plans (including stock options)	-	-	-	-	-	48.4	48.4	-	48.4
Tax adjustment on share-based payments	-	-	-	-	-	5.5	5.5	-	5.5
Net movement in own shares held by ESOP Trusts	-	-	-	-	15.9	(40.2)	(24.3)	-	(24.3)
Recognition/remeasurement of financial instruments	-	-	-	(15.7)	-	(0.1)	(15.8)	-	(15.8)
Share purchases – close period commitments	-	-	-	(4.0)	-	(3.9)	(7.9)	-	(7.9)
Acquisition of subsidiaries[1]	-	-	-	-	-	(2.6)	(2.6)	7.4	4.8
Balance at 31 December 2014	**132.6**	**508.0**	**0.3**	**36.2**	**(283.7)**	**7,106.7**	**7,500.1**	**326.7**	**7,826.8**

[1] Acquisition of subsidiaries represents movements in retained earnings and non-controlling interests arising from increases in ownership of existing subsidiaries and recognition of non-controlling interests on new acquisitions.

Notes to the unaudited condensed consolidated interim financial statements

1. Basis of accounting

The unaudited condensed consolidated interim financial statements are prepared under the historical cost convention, except for the revaluation of certain financial instruments as disclosed in our accounting policies.

2. Accounting policies

The unaudited condensed consolidated interim financial statements comply with the recognition and measurement criteria of International Financial Reporting Standards (IFRS) as adopted by the European Union and issued by the International Accounting Standards Board (IASB), IAS 34 Interim Financial Reporting and with the accounting policies of the Group which were set out on pages 181 to 188 of the 2014 Annual Report and Accounts. No changes have been made to the Group's accounting policies in the period ended 30 June 2015.

The current basis of accounting for the parent company (WPP plc) is UK GAAP, which the Financial Reporting Council has announced is to change for reporting periods commencing on or after 1 January 2015. The Company has chosen FRS 101 Reduced Disclosure Framework as its basis of accounting going forward, and that will be adopted for reporting from 2015.

FRS 101 paragraph 5(a) requires the Company to give its share owners notice of the adoption of the new standard, and to proceed with the proposal provided that a share owner or share owners holding in aggregate 5% or more of the Company's issued shares do not object to the proposal, which they may do in writing to the Company at its registered office by no later than 16 October 2015. The address of the registered office is Queensway House, Hilgrove Street, St Helier, Jersey, JE1 1ES.

Statutory Information and Independent Review

The unaudited condensed consolidated interim financial statements for the six months to 30 June 2015 and 30 June 2014 do not constitute statutory accounts. The financial information for the year ended 31 December 2014 does not constitute statutory accounts. The statutory accounts for the year ended 31 December 2014 have been delivered to the Jersey Registrar and received an unqualified auditors' report. The interim financial statements are unaudited but have been reviewed by the auditors and their report is set out on page 45.

The announcement of the interim results was approved by the board of directors on 26 August 2015.

3. Currency conversion

The reporting currency of the Group is pound sterling and the unaudited condensed consolidated interim financial statements have been prepared on this basis. The 2015 unaudited condensed consolidated interim income statement is prepared using, among other currencies, average exchange rates of US$1.5239 to the pound (period ended 30 June 2014: US$1.6689; year ended 31 December 2014: US$1.6475) and €1.3659 to the pound (period ended 30 June 2014: €1.2176; year ended 31 December 2014: €1.2410). The unaudited condensed consolidated interim balance sheet as at 30 June 2015 has been prepared using the exchange rates on that day of US$1.5725 to the pound (30 June 2014: US$1.7102; 31 December 2014: US$1.5581) and €1.4100 to the pound (30 June 2014: €1.2494; 31 December 2014: €1.2874).

The basis for calculating the constant currency percentage changes, shown on the face of the unaudited condensed consolidated interim income statement, is described in the glossary attached to this appendix.

Notes to the unaudited condensed consolidated interim financial statements (continued)

4. Operating costs and share of results of associates

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Staff costs	3,303.2	3,192.2	6,440.5
Establishment costs	358.8	351.3	711.3
Other operating costs	589.8	717.1	1,405.7
Total operating costs	4,251.8	4,260.6	8,557.5

Staff costs include:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Wages and salaries	2,277.8	2,198.5	4,467.8
Cash-based incentive plans	63.1	59.2	210.7
Share-based incentive plans	48.5	53.8	102.2
Social security costs	302.3	296.8	567.8
Pension costs	81.5	76.2	148.9
Severance	15.9	27.5	37.4
Other staff costs	514.1	480.2	905.7
	3,303.2	3,192.2	6,440.5
Staff cost to net sales ratio	65.5%	66.6%	64.0%

Other operating costs include:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Amortisation and impairment of acquired intangible assets	66.7	74.0	147.5
Goodwill impairment	-	-	16.9
Gains on disposal of investments and subsidiaries	(91.9)	(17.1)	(186.3)
Gains on remeasurement of equity interest on acquisition of controlling interest	(140.2)	(5.9)	(9.2)
Investment write-downs	-	-	7.3
Restructuring costs	21.2	9.1	127.6

Gains on remeasurement of equity interest on acquisition of controlling interest in 2015 primarily comprise gains in relation to the acquisition of a majority stake in IBOPE in Latin America.

Gains on disposal of investments and subsidiaries in 2015 include £43.6 million of gains arising on the sale of certain Kantar internet measurement businesses to comScore Inc in consideration for newly issued equity in the buyer and £29.7 million of gains arising on the sale of the Group's minority stake in eRewards.

Gains on disposal of investments and subsidiaries of £186.3 million in the year ended 31 December 2014 include £150.6 million of gains arising on the sale of the Xaxis for Publishers business to AppNexus Inc and the Kantar Media US television measurement business to Rentrak Inc. In both cases, consideration received was in the form of equity issued by the buyer.

Notes to the unaudited condensed consolidated interim financial statements (continued)

4. Operating costs and share of results of associates (continued)

In 2015, restructuring costs of £21.2 million (period ended 30 June 2014: £9.1 million) predominantly comprise costs resulting from the project to transform and rationalise the Group's IT services and infrastructure.

In the year ended 31 December 2014, restructuring costs of £127.6 million comprise £88.7 million of costs (including £67.4 million of severance costs) arising from a structural reassessment of certain of the Group's operations, primarily in the mature markets of Western Europe; and £38.9 million of costs resulting from the project to transform and rationalise the Group's IT services and infrastructure.

Share of results of associates include:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Share of profit before interest and taxation	39.2	44.7	101.8
Share of exceptional losses	(8.4)	(2.1)	(7.6)
Share of interest and non-controlling interests	(0.8)	(0.8)	(3.1)
Share of taxation	(14.0)	(13.1)	(29.2)
	16.0	28.7	61.9

5. Finance income, finance costs and revaluation of financial instruments

Finance income includes:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Income from available for sale investments	10.2	11.3	26.0
Interest income	27.9	31.7	68.7
	38.1	43.0	94.7

Finance costs include:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Net interest expense on pension plans	3.8	4.0	8.0
Interest on other long-term employee benefits	1.2	0.9	1.9
Interest payable and similar charges	106.5	128.5	252.8
	111.5	133.4	262.7

Revaluation of financial instruments include:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Movements in fair value of treasury instruments	(5.9)	19.7	31.3
Movements in fair value of other derivatives	15.9	-	15.0
Revaluation of put options over non-controlling interests	(5.8)	0.1	(8.8)
Revaluation of payments due to vendors (earnout agreements)	(26.0)	1.9	13.2
	(21.8)	21.7	50.7

Notes to the unaudited condensed consolidated interim financial statements (continued)

6. Segmental analysis

Reported contributions by operating sector were as follows:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Revenue			
Advertising and Media Investment Management	2,638.8	2,390.6	5,134.3
Data Investment Management	1,173.8	1,176.8	2,429.3
Public Relations & Public Affairs	458.7	435.4	891.9
Branding & Identity, Healthcare and Specialist Communications	1,568.1	1,465.9	3,073.4
	5,839.4	5,468.7	11,528.9
Net sales			
Advertising and Media Investment Management	2,221.1	2,117.9	4,502.0
Data Investment Management	856.7	842.5	1,748.9
Public Relations & Public Affairs	450.3	430.3	880.4
Branding & Identity, Healthcare and Specialist Communications	1,512.6	1,401.0	2,933.5
	5,040.7	4,791.7	10,064.8
Headline PBIT[1]			
Advertising and Media Investment Management	330.4	312.0	836.2
Data Investment Management	100.6	88.1	272.7
Public Relations & Public Affairs	66.0	64.7	139.2
Branding & Identity, Healthcare and Specialist Communications	172.1	157.2	432.5
	669.1	622.0	1,680.6
Net sales margin[2]			
Advertising and Media Investment Management	14.9%	14.7%	18.6%
Data Investment Management	11.7%	10.5%	15.6%
Public Relations & Public Affairs	14.7%	15.0%	15.8%
Branding & Identity, Healthcare and Specialist Communications	11.4%	11.2%	14.7%
	13.3%	13.0%	16.7%
Total assets			
Advertising and Media Investment Management	12,363.6	11,915.8	12,250.5
Data Investment Management	3,703.9	3,337.0	3,427.1
Public Relations & Public Affairs	1,709.8	1,654.9	1,744.7
Branding & Identity, Healthcare and Specialist Communications	6,789.1	5,829.4	6,433.5
Segment assets	24,566.4	22,737.1	23,855.8
Unallocated corporate assets[3]	1,769.4	1,455.6	2,898.0
	26,335.8	24,192.7	26,753.8

[1] Headline PBIT is defined in note 19.
[2] Net sales margin is defined in note 19.
[3] Unallocated corporate assets are corporate income tax recoverable, deferred tax assets and cash and short term deposits.

Notes to the unaudited condensed consolidated interim financial statements (continued)

6. Segmental analysis (continued)

Reported contributions by geographical area were as follows:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Revenue			
North America[1]	2,164.6	1,878.1	3,899.9
United Kingdom	860.0	783.6	1,640.3
Western Continental Europe	1,143.2	1,243.9	2,568.8
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	1,671.6	1,563.1	3,419.9
	5,839.4	5,468.7	11,528.9
Net sales			
North America[1]	1,877.2	1,677.7	3,471.7
United Kingdom	722.9	665.2	1,396.0
Western Continental Europe	964.8	1,052.4	2,142.6
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	1,475.8	1,396.4	3,054.5
	5,040.7	4,791.7	10,064.8
Headline PBIT[2]			
North America[1]	307.5	250.5	621.8
United Kingdom	92.0	90.9	221.2
Western Continental Europe	102.8	97.8	277.2
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	166.8	182.8	560.4
	669.1	622.0	1,680.6
Net sales margin[3]			
North America[1]	16.4%	14.9%	17.9%
United Kingdom	12.7%	13.7%	15.8%
Western Continental Europe	10.7%	9.3%	12.9%
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	11.3%	13.1%	18.3%
	13.3%	13.0%	16.7%

[1] North America includes the US with revenue of £2,048.3 million (period ended 30 June 2014: £1,766.9 million; year ended 31 December 2014: £3,664.9 million), net sales of £1,773.5 million (period ended 30 June 2014: £1,573.1 million; year ended 31 December 2014: £3,254.2 million) and headline PBIT of £295.0 million (period ended 30 June 2014: £237.5 million; year ended 31 December 2014: £588.2 million).

[2] Headline PBIT is defined in note 19.

[3] Net sales margin is defined in note 19.

Notes to the unaudited condensed consolidated interim financial statements (continued)

7. Taxation

The headline tax rate was 20.0% (30 June 2014: 20.0%; 31 December 2014: 20.0%). The tax rate on reported PBT was 15.3% (30 June 2014: 19.3%; 31 December 2014: 20.7%) largely because the tax charge on gains on remeasurement of equity interest on acquisition of controlling interest and on gains on disposal of investments and subsidiaries was minimal.

The tax charge comprises:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Corporation tax			
Current year	119.3	98.5	373.5
Prior years	9.2	5.5	4.4
Charge relating to gains on disposal of investments and subsidiaries	0.8	-	21.4
Credit relating to restructuring costs	(6.4)	-	-
	122.9	104.0	399.3
Deferred tax			
Current year	(6.1)	2.2	(69.7)
Net credit in relation to the amortisation of acquired intangible assets and other goodwill items	(6.6)	(11.3)	(23.2)
Charge/(credit) relating to restructuring costs	1.7	-	(14.1)
Gains on disposal of investments and subsidiaries	-	-	13.8
	(11.0)	(9.1)	(93.2)
Prior years	(3.3)	-	(5.7)
	(14.3)	(9.1)	(98.9)
Tax charge	108.6	94.9	300.4

The calculation of the headline tax rate is as follows:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Headline PBT[1]	595.7	531.6	1,512.6
Tax charge	108.6	94.9	300.4
Tax credit relating to restructuring costs	6.4	-	-
Tax charge relating to gains on disposal of investments and subsidiaries	(0.8)	-	(21.4)
Deferred tax (charge)/credit relating to restructuring costs	(1.7)	-	14.1
Deferred tax relating to gains on disposal of investments and subsidiaries	-	-	(13.8)
Net credit in relation to the amortisation of acquired intangible assets and other goodwill items	6.6	11.3	23.2
Headline tax charge	119.1	106.2	302.5
Headline tax rate	20.0%	20.0%	20.0%

[1] Headline PBT is defined in note 19.

Notes to the unaudited condensed consolidated interim financial statements (continued)

8. Ordinary dividends

The Board has recommended an interim dividend of 15.91p (2014: 11.62p) per ordinary share. This is expected to be paid on 9 November 2015 to share owners on the register at 9 October 2015. The Board recommended a final dividend of 26.58p per ordinary share in respect of 2014. This was paid on 6 July 2015.

9. Earnings per share

Basic EPS

The calculation of basic reported and headline EPS is as follows:

	Six months ended 30 June 2015	Six months ended 30 June 2014	+/(-)%	Constant Currency +/(-)%	Year ended 31 December 2014
Reported earnings[1] (£ million)	566.2	364.8			1,077.2
Headline earnings (£ million) (note 19)	441.7	394.0			1,135.8
Average shares used in basic EPS calculation (million)	1,294.6	1,318.7			1,307.4
Reported EPS	43.7p	27.7p	57.8	57.9	82.4p
Headline EPS	34.1p	29.9p	14.0	14.6	86.9p

Diluted EPS

The calculation of diluted reported and headline EPS is as follows:

	Six months ended 30 June 2015	Six months ended 30 June 2014	+/(-)%	Constant Currency +/(-)%	Year ended 31 December 2014
Diluted reported earnings (£ million)	566.2	364.8			1,077.2
Diluted headline earnings (£ million)	441.7	394.0			1,135.8
Shares used in diluted EPS calculation (million)	1,317.1	1,349.2			1,337.5
Diluted reported EPS	43.0p	27.0p	59.3	58.8	80.5p
Diluted headline EPS	33.5p	29.2p	14.7	15.2	84.9p

Diluted EPS has been calculated based on the reported and headline earnings amounts above.

A reconciliation between the shares used in calculating basic and diluted EPS is as follows:

million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Average shares used in basic EPS calculation	1,294.6	1,318.7	1,307.4
Dilutive share options outstanding	3.2	5.4	4.8
Other potentially issuable shares	19.3	25.1	25.3
Shares used in diluted EPS calculation	1,317.1	1,349.2	1,337.5

At 30 June 2015 there were 1,326,557,359 ordinary shares in issue.

[1] Reported earnings is equivalent to profit for the period attributable to equity holders of the parent.

Notes to the unaudited condensed consolidated interim financial statements (continued)

10. Analysis of cash flows

The following tables analyse the items included within the main cash flow headings on page 20:

Net cash (outflow)/inflow from operating activities:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Profit for the period	601.1	396.2	1,151.5
Taxation	108.6	94.9	300.4
Revaluation of financial instruments	21.8	(21.7)	(50.7)
Finance costs	111.5	133.4	262.7
Finance income	(38.1)	(43.0)	(94.7)
Share of results of associates	(16.0)	(28.7)	(61.9)
Operating profit	788.9	531.1	1,507.3
Adjustments for:			
Non-cash share-based incentive plans (including share options)	48.5	53.8	102.2
Depreciation of property, plant and equipment	97.5	95.8	197.3
Goodwill impairment	-	-	16.9
Amortisation and impairment of acquired intangible assets	66.7	74.0	147.5
Amortisation of other intangible assets	15.4	15.1	31.6
Investment write-downs	-	-	7.3
Gains on disposal of investments and subsidiaries	(91.9)	(17.1)	(186.3)
Gains on remeasurement of equity interest on acquisition of controlling interest	(140.2)	(5.9)	(9.2)
(Gains)/losses on sale of property, plant and equipment	(0.1)	0.2	(0.8)
Operating cash flow before movements in working capital and provisions	784.8	747.0	1,813.8
Movements in working capital and provisions[1]	(772.2)	(539.6)	295.0
Cash generated by operations	12.6	207.4	2,108.8
Corporation and overseas tax paid	(165.0)	(133.7)	(289.9)
Interest and similar charges paid	(110.0)	(155.2)	(249.1)
Interest received	28.6	30.4	69.8
Investment income	3.0	4.4	11.9
Dividends received from associates	50.1	29.4	52.2
	(180.7)	(17.3)	1,703.7

Acquisitions and disposals:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Initial cash consideration	(307.8)	(239.7)	(382.7)
Cash and cash equivalents acquired (net)	19.2	54.1	74.4
Earnout payments	(10.9)	(15.3)	(34.3)
Purchase of other investments (including associates)	(201.7)	(53.8)	(188.8)
Proceeds on disposal of investments	41.9	35.0	42.3
Acquisitions and disposals	(459.3)	(219.7)	(489.1)
Cash consideration for non-controlling interests	(7.9)	(1.8)	(5.6)
Net acquisition payments and investments	(467.2)	(221.5)	(494.7)

[1] The Group typically experiences an outflow of working capital in the first half of the financial year and an inflow in the second half. This is primarily due to the seasonal nature of working capital flows associated with its media buying activities on behalf of clients.

Notes to the unaudited condensed consolidated interim financial statements (continued)

10. Analysis of cash flows (continued)

Share repurchases and buybacks:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Purchase of own shares by ESOP Trusts	(59.7)	(74.0)	(98.3)
Shares purchased into treasury	(345.7)	(316.2)	(412.5)
	(405.4)	(390.2)	(510.8)

Net increase/(decrease) in borrowings:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Increase in drawings on bank loans	197.7	201.5	-
Repayment of €500 million bonds	(481.9)	-	-
Premium on exchange of €252 million bonds	(13.7)	-	-
Proceeds from issue of €600 million bonds	439.0	-	-
Repayment of $369 million bonds	-	(235.3)	(235.3)
Repayment of $600 million bonds	-	-	(333.7)
Repayment of $25 million TNS private placements	-	-	(14.6)
Proceeds from issue of €750 million bonds	-	-	588.7
Proceeds from issue of $750 million bonds	-	-	460.1
	141.1	(33.8)	465.2

Cash and cash equivalents:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Cash at bank and in hand	1,206.9	1,064.7	1,967.0
Short-term bank deposits	146.1	143.3	545.7
Overdrafts[1]	(165.7)	(183.3)	(265.1)
	1,187.3	1,024.7	2,247.6

11. Net debt

£ million	30 June 2015	30 June 2014	31 December 2014
Cash and short-term deposits	1,353.0	1,208.0	2,512.7
Bank overdrafts and loans due within one year	(518.7)	(952.5)	(653.2)
Bonds and bank loans due after one year	(4,217.0)	(3,212.7)	(4,134.9)
	(3,382.7)	(2,957.2)	(2,275.4)

[1] Bank overdrafts are included in cash and cash equivalents because they form an integral part of the Group's cash management.

11. Net debt (continued)

The Group estimates that the fair value of corporate bonds is £4,611.9 million at 30 June 2015 (30 June 2014: £4,092.3 million; 31 December 2014: £4,944.8 million). The Group considers that the carrying amount of bank loans approximates their fair value.

The following table is an analysis of future anticipated cash flows in relation to the Group's debt, on an undiscounted basis which, therefore, differs from the carrying value:

£ million	30 June 2015	30 June 2014	31 December 2014
Within one year	(528.7)	(938.1)	(578.4)
Between one and two years	(550.0)	(750.1)	(748.4)
Between two and three years	(308.4)	(711.1)	(533.7)
Between three and four years	(129.2)	(89.4)	(125.7)
Between four and five years	(129.2)	(89.4)	(125.7)
Over five years	(4,682.5)	(2,832.6)	(4,192.3)
Debt financing (including interest) under the Revolving Credit Facility and in relation to unsecured loan notes	(6,328.0)	(5,410.7)	(6,304.2)
Short-term overdrafts – within one year	(165.7)	(183.3)	(265.1)
Future anticipated cash flows	(6,493.7)	(5,594.0)	(6,569.3)
Effect of discounting/financing rates	1,758.0	1,428.8	1,781.2
Debt financing	(4,735.7)	(4,165.2)	(4,788.1)
Cash and short-term deposits	1,353.0	1,208.0	2,512.7
Net debt	(3,382.7)	(2,957.2)	(2,275.4)

12. Goodwill and acquisitions

Goodwill in relation to subsidiary undertakings increased by £77.9 million (30 June 2014: decreased by £7.1 million) in the period. This movement includes both goodwill arising on acquisitions completed in the period and adjustments to goodwill relating to acquisitions completed in prior years, net of the effect of currency translation.

The contribution to revenue and operating profit of acquisitions completed in the period was not material. There were no material acquisitions completed during the period or between 30 June 2015 and the date the interim financial statements were approved.

Notes to the unaudited condensed consolidated interim financial statements (continued)

13. Other intangible assets

The following are included in other intangibles:

£ million	30 June 2015	30 June 2014	31 December 2014
Brands with an indefinite useful life	937.4	933.4	969.3
Acquired intangibles	674.3	635.0	596.9
Other (including capitalised computer software)	102.5	94.2	102.7
	1,714.2	1,662.6	1,668.9

14. Trade and other receivables

Amounts falling due within one year:

£ million	30 June 2015	30 June 2014	31 December 2014
Trade receivables	6,109.2	5,897.9	6,337.6
VAT and sales taxes recoverable	122.3	122.1	116.0
Prepayments	369.5	297.1	222.1
Accrued income	2,805.2	2,482.4	2,401.5
Fair value of derivatives	1.2	10.7	11.4
Other debtors	577.6	512.4	441.4
	9,985.0	9,322.6	9,530.0

Amounts falling due after more than one year:

£ million	30 June 2015	30 June 2014	31 December 2014
Prepayments	1.7	3.6	1.9
Accrued income	11.8	35.2	7.0
Other debtors	98.6	63.9	97.8
Fair value of derivatives	29.8	29.7	41.9
	141.9	132.4	148.6

The Group considers that the carrying amount of trade and other receivables approximates their fair value.

Notes to the unaudited condensed consolidated interim financial statements (continued)

15. Trade and other payables: amounts falling due within one year

£ million	30 June 2015	30 June 2014	31 December 2014
Trade payables	7,764.4	7,003.4	7,846.3
Deferred income	1,017.4	947.8	990.4
Payments due to vendors (earnout agreements)	102.8	57.5	67.1
Liabilities in respect of put option agreements with vendors	43.0	74.5	27.7
Fair value of derivatives	0.8	25.4	75.0
Share purchases - close period commitments	-	76.0	78.8
Other creditors and accruals	2,431.4	2,308.7	2,698.7
	11,359.8	10,493.3	11,784.0

The Group considers that the carrying amount of trade and other payables approximates their fair value.

16. Trade and other payables: amounts falling due after more than one year

£ million	30 June 2015	30 June 2014	31 December 2014
Payments due to vendors (earnout agreements)	321.8	203.4	244.3
Liabilities in respect of put option agreements with vendors	163.8	90.9	157.2
Fair value of derivatives	3.2	1.9	2.1
Other creditors and accruals	218.7	215.1	221.3
	707.5	511.3	624.9

The Group considers that the carrying amount of trade and other payables approximates their fair value.

The following table sets out payments due to vendors, comprising deferred consideration and the directors' best estimates of future earnout-related obligations:

£ million	30 June 2015	30 June 2014	31 December 2014
Within one year	102.8	57.5	67.1
Between 1 and 2 years	87.3	46.4	67.4
Between 2 and 3 years	68.8	61.1	65.1
Between 3 and 4 years	63.6	45.5	34.6
Between 4 and 5 years	67.7	30.9	51.9
Over 5 years	34.4	19.5	25.3
	424.6	260.9	311.4

The Group's approach to payments due to vendors is outlined in note 21.

16. Trade and other payables: amounts falling due after more than one year (continued)

The following table sets out the movements of deferred and earnout related obligations during the period:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
At the beginning of the period	311.4	193.5	193.5
Earnouts paid	(10.9)	(15.3)	(34.3)
New acquisitions	92.7	61.9	136.0
Revision of estimates taken to goodwill	19.5	28.4	26.4
Revaluation of payments due to vendors (note 5)	26.0	(1.9)	(13.2)
Exchange adjustments	(14.1)	(5.7)	3.0
At the end of the period	424.6	260.9	311.4

The Group does not consider there to be any material contingent liabilities as at 30 June 2015.

17. Issued share capital – movement in the period

Number of equity ordinary shares (million)	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
At the beginning of the period	1,325.7	1,348.7	1,348.7
Exercise of share options	0.9	1.1	3.9
Treasury share cancellations	-	-	(26.9)
At the end of the period	1,326.6	1,349.8	1,325.7

18. Related party transactions

From time to time the Group enters into transactions with its associate undertakings. These transactions were not material for any of the periods presented.

Notes to the unaudited condensed consolidated interim financial statements (continued)

19. Non-GAAP measures of performance

Reconciliation of profit before interest and taxation to headline PBIT for the six months ended 30 June 2015:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Profit before interest and taxation	804.9	559.8	1,569.2
Amortisation and impairment of acquired intangible assets	66.7	74.0	147.5
Goodwill impairment	-	-	16.9
Gains on disposal of investments and subsidiaries	(91.9)	(17.1)	(186.3)
Gains on remeasurement of equity interest on acquisition of controlling interest	(140.2)	(5.9)	(9.2)
Investment write-downs	-	-	7.3
Restructuring costs	21.2	9.1	127.6
Share of exceptional losses of associates	8.4	2.1	7.6
Headline PBIT	669.1	622.0	1,680.6
Finance income	38.1	43.0	94.7
Finance costs	(111.5)	(133.4)	(262.7)
	(73.4)	(90.4)	(168.0)
Interest cover on headline PBIT	9.1 times	6.9 times	10.0 times

Calculation of headline EBITDA:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Headline PBIT (as above)	669.1	622.0	1,680.6
Depreciation of property, plant and equipment	97.5	95.8	197.3
Amortisation of other intangible assets	15.4	15.1	31.6
Headline EBITDA	782.0	732.9	1,909.5

Net sales margin before and after share of results of associates:

£ million	Margin	Six months ended 30 June 2015	Margin	Six months ended 30 June 2014	Margin	Year ended 31 December 2014
Net sales		5,040.7		4,791.7		10,064.8
Headline PBIT	13.3%	669.1	13.0%	622.0	16.7%	1,680.6
Share of results of associates (excluding exceptional gains/losses)		24.4		30.8		69.5
Headline PBIT excluding share of results of associates	12.8%	644.7	12.3%	591.2	16.0%	1,611.1

Notes to the unaudited condensed consolidated interim financial statements (continued)

19. Non-GAAP measures of performance (continued)

Reconciliation of profit before taxation to headline PBT and headline earnings for the six months ended 30 June 2015:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Profit before taxation	709.7	491.1	1,451.9
Amortisation and impairment of acquired intangible assets	66.7	74.0	147.5
Goodwill impairment	-	-	16.9
Gains on disposal of investments and subsidiaries	(91.9)	(17.1)	(186.3)
Gains on remeasurement of equity interest on acquisition of controlling interest	(140.2)	(5.9)	(9.2)
Investment write-downs	-	-	7.3
Restructuring costs	21.2	9.1	127.6
Share of exceptional losses of associates	8.4	2.1	7.6
Revaluation of financial instruments	21.8	(21.7)	(50.7)
Headline PBT	595.7	531.6	1,512.6
Headline tax charge (note 7)	(119.1)	(106.2)	(302.5)
Non-controlling interests	(34.9)	(31.4)	(74.3)
Headline earnings	441.7	394.0	1,135.8
Ordinary dividends[1]	211.1	150.5	460.0
Dividend cover on headline earnings	2.1 times	2.6 times	2.5 times

Reconciliation of free cash flow for the six months ended 30 June 2015:

£ million	Six months ended 30 June 2015	Six months ended 30 June 2014	Year ended 31 December 2014
Cash generated by operations	12.6	207.4	2,108.8
Plus:			
Interest received	28.6	30.4	69.8
Investment income	3.0	4.4	11.9
Dividends received from associates	50.1	29.4	52.2
Share option proceeds	5.4	6.8	25.0
Proceeds on disposal of property, plant and equipment	11.2	1.1	5.9
Movements in working capital and provisions	772.2	539.6	(295.0)
Less:			
Interest and similar charges paid	(110.0)	(155.2)	(249.1)
Purchase of property, plant and equipment	(73.1)	(80.1)	(177.9)
Purchase of other intangible assets (including capitalised computer software)	(17.0)	(15.3)	(36.5)
Corporation and overseas tax paid	(165.0)	(133.7)	(289.9)
Dividends paid to non-controlling interests in subsidiary undertakings	(25.7)	(21.7)	(57.7)
Free cash flow	492.3	413.1	1,167.5

[1] For the six months ended 30 June 2015, ordinary dividends represent an estimate of the 2015 interim dividend expected to be paid to share owners in November 2015, based on the number of shares in issue at 30 June 2015. The corresponding figure for the six months ended 30 June 2014 represents the 2014 interim dividend paid in November 2014.

Notes to the unaudited condensed consolidated interim financial statements (continued)

20. Going concern and risk management policies

In considering going concern and liquidity risk, the directors have reviewed the Group's future cash requirements and earnings projections. The directors believe these forecasts have been prepared on a prudent basis and have also considered the impact of a range of potential changes to trading performance. The directors have concluded that the Group should be able to operate within its current facilities and comply with its banking covenants for the foreseeable future and therefore believe it is appropriate to prepare the financial statements of the Group on a going concern basis.

At 30 June 2015, the Group has access to £6.0 billion of committed facilities with maturity dates spread over the years 2016 to 2043 as illustrated below:

£ million		Maturity by year			
		2016	**2017**	**2018**	**2019+**
US bond $500m (5.625% '43)	318.0				318.0
US bond $300m (5.125% '42)	190.8				190.8
Eurobonds €600m (1.625% '30)	425.5				425.5
Eurobonds €750m (2.25% '26)	531.9				531.9
US bond $750m (3.75% '24)	476.9				476.9
Eurobonds €750m (3.0% '23)	531.9				531.9
US bond $500m (3.625% '22)	318.0				318.0
US bond $812m (4.75% '21)	516.6				516.6
£ bonds £200m (6.375% '20)	200.0				200.0
Bank revolver ($2,500m)	1,589.8				1,589.8
Eurobonds €252m (0.43% '18)	178.7			178.7	
£ bonds £400m (6.0% '17)	400.0		400.0		
Eurobonds €498m (6.625% '16)	353.3	353.3			
Total committed facilities available	6,031.4	353.3	400.0	178.7	5,099.4
Drawn down facilities at 30 June 2015	4,639.3	353.3	400.0	178.7	3,707.3
Undrawn committed credit facilities	1,392.1				
Drawn down facilities at 30 June 2015	4,639.3				
Net cash at 30 June 2015	(1,187.3)				
Other adjustments	(69.3)				
Net debt at 30 June 2015	3,382.7				

Given the strong cash generation of the business, its debt maturity profile and available facilities, the directors believe the Group has sufficient liquidity to match its requirements for the foreseeable future.

Treasury management

The Group's treasury activities are principally concerned with monitoring of working capital, managing external and internal funding requirements and monitoring and managing financial market risks, in particular risks from movements in interest and foreign exchange rates.

The Group's risk management policies relating to foreign currency risk, interest rate risk, liquidity risk, capital risk and credit risk are presented in the notes to the consolidated financial statements of the 2014 Annual Report and Accounts and in the opinion of the Board remain relevant for the remaining six months of the year.

Notes to the unaudited condensed consolidated interim financial statements (continued)

21. Financial instruments

The fair values of financial assets and liabilities are based on quoted market prices where available. Where the market value is not available, the Group has estimated relevant fair values on the basis of publicly available information from outside sources or on the basis of discounted cash flow models where appropriate.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from 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 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

£ million	**Level 1**	**Level 2**	**Level 3**
30 June 2015			
Derivatives in designated hedge relationships			
Derivative assets	-	29.8	-
Derivative liabilities	-	(3.2)	-
Held for trading			
Derivative assets	-	1.2	-
Derivative liabilities	-	(0.8)	-
Payments due to vendors (earnout agreements) (note 16)	-	-	(424.6)
Liabilities in respect of put options	-	-	(206.8)
Available for sale			
Other investments	362.5	-	558.4

Reconciliation of level 3 fair value measurements[1]:

£ million	**Liabilities in respect of put options**	**Other investments**
1 January 2015	(184.9)	534.4
Losses recognised in the income statement	(5.8)	-
Losses recognised in other comprehensive income	-	(5.1)
Exchange adjustments	16.4	(16.1)
Additions	(34.2)	49.0
Disposals	-	(3.8)
Settlements	1.7	-
30 June 2015	(206.8)	558.4

[1] Payments due to vendors (earnout agreements) are reconciled in note 16.

21. Financial instruments (continued)

Payments due to vendors and liabilities in respect of put options

Future anticipated payments due to vendors in respect of contingent consideration (earnout agreements) are recorded at fair value, which is the present value of the expected cash outflows of the obligations. Liabilities in respect of put option agreements are initially recorded at the present value of the redemption amount in accordance with IAS 32 and subsequently measured at fair value in accordance with IAS 39. Both types of obligations are dependent on the future financial performance of the entity and it is assumed that future profits are in line with directors' estimates. The directors derive their estimates from internal business plans together with financial due diligence performed in connection with the acquisition. At 30 June 2015, the weighted average growth rate in estimating future financial performance was 20.1%, which reflects the prevalence of recent acquisitions in the faster growing markets and new media sectors. The risk adjusted discount rate applied to these obligations at 30 June 2015 was 1.8%.

A one percentage point increase or decrease in the growth rate in estimated future financial performance would increase or decrease the combined liabilities due to earnout agreements and put options by approximately £8.7 million and £13.1 million, respectively. A 0.5 percentage point increase or decrease in the risk adjusted discount rate would decrease or increase the combined liabilities by approximately £8.6 million and £8.9 million, respectively. An increase in the liability would result in a loss in the revaluation of financial instruments (note 5), while a decrease would result in a gain.

Other investments

Other investments included in level 1 are based on quoted market prices. Other investments included in level 3 are unlisted securities, where market value is not readily available. The Group has estimated relevant fair values on the basis of publicly available information from outside sources or on the basis of discounted cash flow models where appropriate. The sensitivity to changes in unobservable inputs is specific to each individual investment.

22. Principal risks and uncertainties

The directors have considered the principal risks and uncertainties affecting the Group for the second half of 2015 and determined that these are unchanged from those presented in the Group's published Annual Report and Accounts and Form 20-F for the year ended 31 December 2014. The Annual Report and Accounts and Form 20-F are published in the Investor Relations section of the Group website (www.wpp.com) and are available from the Group on request.

WPP plc has specific policies in place to ensure that risks are properly evaluated and managed at the appropriate level within the business. These are presented on pages 173 to 177 of the published 2014 Annual Report and Accounts. Pages 5 to 7 of the Group's Form 20-F for the year ended 31 December 2014 contain a detailed explanation of the risk factors identified by the Group and these are summarised below:

Clients

- The Group competes for clients in a highly competitive industry and client loss may have a material adverse effect on the Group's market share and its business, revenues, results of operations, financial condition or prospects.
- The Group receives a significant portion of its revenues from a limited number of large clients and the net loss of some of these clients could have a material adverse effect on the Group's prospects, business, financial condition and results of operations.

Data Security

- The Group is subject to strict data protection and privacy legislation in the jurisdictions in which it operates and relies extensively on information technology systems. The Group stores, transmits and relies on critical and sensitive data such as strategic plans, personally identifiable information and trade secrets. Security of this type of data is exposed to escalating external threats that are increasing in sophistication as well as internal data breaches.

  Existing and proposed data protection laws, in particular in the EU and the US, concerning user privacy, use of personal information and online tracking may restrict some of the Group's activities and increase costs.

  The Group is carrying out an IT transformation project and will rely on third parties for the performance of a significant portion of its worldwide information technology and operations functions. A failure to provide these functions could have an adverse effect on our business.

Economic

- The Group's businesses are subject to economic cycles. Many of the economies in which the Group operates currently have significant economic challenges.

Financial

- Currency exchange rate fluctuations could adversely impact the Group's consolidated results.
- The interest rates and fees payable by the Group in respect of certain of its borrowings are, in part, influenced by the credit ratings issued by the international debt rating agencies.
- The Group is subject to credit risk through the default of a client or other counterparty.

22. Principal risks and uncertainties (continued)

Mergers & Acquisitions

- The Group may be unsuccessful in evaluating material risks involved in completed and future acquisitions and may be unsuccessful in integrating any acquired operations with its existing businesses.
- Goodwill and other intangible assets recorded on the Group's balance sheet with respect to acquired companies may become impaired.

Operational

- The Group operates on a largely decentralised basis with approximately 16 operating entities in 112 countries and is exposed to the risks of doing business globally and of maintaining reliable and uniform control procedures.

People

- The Group's performance could be adversely affected if it were unable to attract and retain key talent or had inadequate talent management and succession planning for key management roles at both the Company and Group level.

Regulatory/Legal

- The Group may be subject to regulations restricting its activities or effecting changes in taxation.
- The Group is subject to strict anti-corruption, anti-bribery and anti-trust legislation and enforcement in the countries in which it operates.
- The Group is subject to the laws of the US, the EU and other jurisdictions that impose sanctions and regulate the supply of services to certain countries.
- Civil liabilities or judgements against the Company or its directors or officers based on United States federal or state securities laws may not be enforceable in the United States or in England and Wales or in Jersey.

Responsibility statement

We confirm that to the best of our knowledge:

a) the condensed set of financial statements has been prepared in accordance with IAS 34 'Interim Financial Reporting';

b) the interim management report and note 22 includes a fair review of the information required by DTR 4.2.7R (indication of important events during the first six months and description of principal risks and uncertainties for the remaining six months of the year); and

c) the interim management report and note 18 includes a fair review of the information required by DTR 4.2.8R (disclosure of related party transactions and changes therein).

Signed on behalf of the Board on 26 August 2015.

P W G Richardson

Group finance director

Independent review report to WPP plc

Introduction

We have been engaged by the Company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2015 which comprises the condensed consolidated interim income statement, statement of comprehensive income, cash flow statement, balance sheet, statement of changes in equity and related notes 1 to 21. We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the Company in accordance with International Standard on Review Engagements (UK and Ireland) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board. Our work has been undertaken so that we might state to the Company those matters we are required to state to them in an independent review 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, for our review work, for this report, or for the conclusions we have formed.

Directors' responsibilities

The half-yearly financial report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

As disclosed in note 2, the annual financial statements of the Group are prepared in accordance with International Financial Reporting Standards as adopted by the European Union and issued by the International Accounting Standards Board. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting," as adopted by the European Union and issued by the International Accounting Standards Board.

Our responsibility

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2015 is not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Deloitte LLP

Chartered Accountants and Statutory Auditor
London, UK
26 August 2015

Appendix 2: Interim results for the six months ended 30 June 2015 in reportable US Dollars[1]

Unaudited illustrative condensed consolidated interim income statement for the six months ended 30 June 2015

$ million	Six months ended 30 June 2015	Six months ended 30 June 2014	+/(-)%	Year ended 31 December 2014
Billings	35,315.4	36,850.9	(4.2)	75,943.6
Revenue	8,900.8	9,135.0	(2.6)	18,956.0
Direct costs	(1,217.8)	(1,132.2)	(7.6)	(2,407.0)
Net sales	7,683.0	8,002.8	(4.0)	16,549.0
Operating costs	(6,476.0)	(7,111.7)	8.9	(14,097.4)
Operating profit	1,207.0	891.1	35.5	2,451.6
Share of results of associates	24.3	48.0	(49.4)	101.8
Profit before interest and taxation	1,231.3	939.1	31.1	2,553.4
Finance income	57.2	71.7	(20.2)	154.0
Finance costs	(168.8)	(222.3)	24.1	(430.9)
Revaluation of financial instruments	(34.0)	36.8	-	82.1
Profit before taxation	1,085.7	825.3	31.6	2,358.6
Taxation	(166.3)	(159.2)	(4.5)	(487.2)
Profit for the period	919.4	666.1	38.0	1,871.4
Attributable to:				
Equity holders of the parent	866.0	613.7	41.1	1,749.4
Non-controlling interests	53.4	52.4	(1.9)	122.0
	919.4	666.1	38.0	1,871.4
Headline PBIT	1,021.5	1,042.8	(2.0)	2,739.8
Net sales margin	13.3%	13.0%	0.3[2]	16.6%
Headline PBT	909.9	892.2	2.0	2,462.9
Reported earnings per share[3]				
Basic earnings per ordinary share	66.9¢	46.5¢	43.9	133.8¢
Diluted earnings per ordinary share	65.8¢	45.5¢	44.6	130.8¢
Headline earnings per share[3]				
Basic earnings per ordinary share	52.1¢	50.2¢	3.8	141.5¢
Diluted earnings per ordinary share	51.2¢	49.0¢	4.5	138.3¢

[1] The unaudited consolidated income statement above is presented in reportable US Dollars for information purposes only and has been prepared assuming the US Dollar is the reporting currency of the Group, whereby local currency results are translated into US Dollars at actual monthly average exchange rates in the periods presented. Among other currencies, this includes an average exchange rate of US$1.5239 to the pound for the period ended 30 June 2015 (period ended 30 June 2014: US$1.6689; year ended 31 December 2014: US$1.6475).

[2] Margin points.

[3] The basis of the calculations of the Group's earnings per share and headline earnings per share are set out in note 9 of Appendix 1.

Appendix 3: Interim results for the six months ended 30 June 2015 in reportable Euro[1]

Unaudited illustrative condensed consolidated interim income statement for the six months ended 30 June 2015

€ million	Six months ended 30 June 2015	Six months ended 30 June 2014	+/(-)%	Year ended 31 December 2014
Billings	31,679.3	26,871.7	17.9	57,366.4
Revenue	7,989.6	6,663.1	19.9	14,323.0
Direct costs	(1,094.2)	(825.9)	(32.5)	(1,820.8)
Net sales	6,895.4	5,837.2	18.1	12,502.2
Operating costs	(5,804.9)	(5,187.6)	(11.9)	(10,616.9)
Operating profit	1,090.5	649.6	67.9	1,885.3
Share of results of associates	21.8	35.1	(37.9)	77.2
Profit before interest and taxation	1,112.3	684.7	62.5	1,962.5
Finance income	51.6	52.4	(1.5)	117.9
Finance costs	(151.7)	(162.1)	6.4	(325.7)
Revaluation of financial instruments	(30.3)	27.0	-	63.8
Profit before taxation	981.9	602.0	63.1	1,818.5
Taxation	(149.2)	(116.5)	(28.1)	(376.7)
Profit for the period	832.7	485.5	71.5	1,441.8
Attributable to:				
Equity holders of the parent	784.8	447.2	75.5	1,349.3
Non-controlling interests	47.9	38.3	(25.1)	92.5
	832.7	485.5	71.5	1,441.8
Headline PBIT	922.3	760.1	21.3	2,099.8
Net sales margin	13.4%	13.0%	0.4[2]	16.8%
Headline PBT	822.2	650.4	26.4	1,892.0
Reported earnings per share[3]				
Basic earnings per ordinary share	60.6¢	33.9¢	78.8	103.2¢
Diluted earnings per ordinary share	59.6¢	33.1¢	80.1	100.9¢
Headline earnings per share[3]				
Basic earnings per ordinary share	47.2¢	36.5¢	29.3	108.6¢
Diluted earnings per ordinary share	46.4¢	35.7¢	30.0	106.2¢

[1] The unaudited consolidated income statement above is presented in reportable Euros for information purposes only and has been prepared assuming the Euro is the reporting currency of the Group, whereby local currency results are translated into Euros at actual monthly average exchange rates in the periods presented. Among other currencies, this includes an average exchange rate of €1.3659 to the pound for the period ended 30 June 2015 (period ended 30 June 2014: €1.2176; year ended 31 December 2014: €1.2410).

[2] Margin points.

[3] The basis of the calculations of the Group's earnings per share and headline earnings per share are set out in note 9 of Appendix 1.

Appendix 4: Interim results for the six months ended 30 June 2015 in reportable Japanese Yen[1]

Unaudited illustrative condensed consolidated interim income statement for the six months ended 30 June 2015

¥ billion	Six months ended 30 June 2015	Six months ended 30 June 2014	+/(-)%	Year ended 31 December 2014
Billings	4,251.0	3,772.6	12.7	8,065.8
Revenue	1,071.6	935.1	14.6	2,013.9
Direct costs	(146.7)	(115.8)	(26.7)	(256.0)
Net sales	924.9	819.3	12.9	1,757.9
Operating costs	(778.2)	(728.2)	(6.9)	(1,490.4)
Operating profit	146.7	91.1	61.0	267.5
Share of results of associates	2.9	4.9	(40.8)	10.8
Profit before interest and taxation	149.6	96.0	55.8	278.3
Finance income	6.8	7.4	(8.1)	16.8
Finance costs	(20.2)	(22.9)	11.8	(46.0)
Revaluation of financial instruments	(4.2)	3.7	-	9.2
Profit before taxation	132.0	84.2	56.8	258.3
Taxation	(20.2)	(16.3)	(23.9)	(53.6)
Profit for the period	111.8	67.9	64.7	204.7
Attributable to:				
Equity holders of the parent	105.3	62.5	68.5	191.7
Non-controlling interests	6.5	5.4	(20.4)	13.0
	111.8	67.9	64.7	204.7
Headline PBIT	123.6	106.5	16.1	297.2
Net sales margin	13.4%	13.0%	0.4[2]	16.9%
Headline PBT	110.2	91.0	21.1	268.0
Reported earnings per share[3]				
Basic earnings per ordinary share	81.3¥	47.4¥	71.5	146.6¥
Diluted earnings per ordinary share	79.9¥	46.3¥	72.6	143.3¥
Headline earnings per share[3]				
Basic earnings per ordinary share	63.1¥	51.2¥	23.2	153.8¥
Diluted earnings per ordinary share	62.0¥	50.0¥	24.0	150.4¥

[1] The unaudited consolidated income statement above is presented in reportable Japanese Yen for information purposes only and has been prepared assuming the Japanese Yen is the reporting currency of the Group, whereby local currency results are translated into Japanese Yen at actual monthly average exchange rates in the periods presented. Among other currencies, this includes an average exchange rate of ¥183.3327 to the pound for the period ended 30 June 2015 (period ended 30 June 2014: ¥170.9414; year ended 31 December 2014: ¥174.1569).

[2] Margin points.

[3] The basis of the calculations of the Group's earnings per share and headline earnings per share are set out in note 9 of Appendix 1.

Average net debt

Average net debt is calculated as the average daily net borrowings of the Group. Net debt at a period end is calculated as the sum of the net borrowings of the Group, derived from the cash ledgers and accounts in the balance sheet.

Billings and estimated net new billings

Billings comprise the gross amounts billed to clients in respect of commission-based/fee-based income together with the total of other fees earned. Net new billings represent the estimated annualised impact on billings of new business gained from both existing and new clients, net of existing client business lost. The estimated impact is based upon initial assessments of the clients' marketing budgets, which may not necessarily result in actual billings of the same amount.

Constant currency

The Group uses US dollar-based, constant currency models to measure performance. These are calculated by applying budgeted 2015 exchange rates to local currency reported results for the current and prior year. This gives a US dollar – denominated income statement which excludes any variances attributable to foreign exchange rate movements.

Free cash flow

Free cash flow is calculated as headline operating profit before non-cash charges for share-based incentive plans, depreciation of property, plant and equipment and amortisation of other intangible assets, including dividends received from associates, interest received, investment income received, proceeds from the issue of shares, and proceeds from the disposal of property, plant and equipment, less corporation and overseas tax paid, interest and similar charges paid, dividends paid to non-controlling interests in subsidiary undertakings, purchases of property, plant and equipment and purchases of other intangible assets.

Net sales/Net sales margin

Net sales are revenue less direct costs. Net sales margin is calculated as headline PBIT (defined below) as a percentage of net sales. The Group has previously used the terms gross margin and gross profit to refer to net sales.

Headline earnings

Headline PBT less headline tax charge and non-controlling interests.

Headline operating profit/Headline PBIT

Profit before finance income/costs and revaluation of financial instruments, taxation, gains/losses on disposal of investments and subsidiaries, investment write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, Group restructuring costs, share of exceptional gains/losses of associates and gains/losses on remeasurement of equity interest on acquisition of controlling interest.

Headline PBT

Profit before taxation, gains/losses on disposal of investments and subsidiaries, investment write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, Group restructuring costs, share of exceptional gains/losses of associates, gains/losses arising from the revaluation of financial instruments, and gains/losses on remeasurement of equity interest on acquisition of controlling interest.

Headline tax charge

Taxation excluding tax charge/deferred tax relating to gains on disposal of investments and subsidiaries, net deferred tax credit in relation to the amortisation of acquired intangible assets and other goodwill items and tax credit/deferred tax relating to restructuring costs.

Operating margin

Headline operating profit as a percentage of net sales.

Pro forma ('like-for-like')

Pro forma comparisons are calculated as follows: current year, constant currency actual results (which include acquisitions from the relevant date of completion) are compared with prior year, constant currency actual results, adjusted to include the results of acquisitions for the commensurate period in the prior year. The Group uses the terms 'pro forma' and 'like-for-like' interchangeably.