

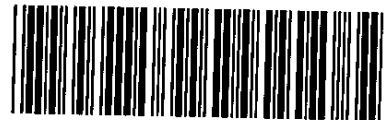
**These accounts are being filed as part of the  
subsidiary package for McCann Manchester  
Limited, company number: 1993425**

# **IPG Holdings (UK) Limited**

**Directors' Report, Strategic Report  
and Consolidated Financial Statements  
Year ended 31 December 2017**

**Registered Number: 2353279**

THURSDAY



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# **IPG Holdings (UK) Limited**

## **Strategic Report for the year ended 31 December 2017**

The directors present their strategic report and the audited consolidated financial statements of IPG Holdings (UK) Limited (the "Company") and its subsidiaries (together, the "Group") for the year ended 31 December 2017.

### **Principal activities and review of business**

The principal activity of the Group and Company during the year was operating a number of advertising, digital communications, public relations and other media related businesses within The Interpublic Group of Companies, Inc. ("IPG Group") in the United Kingdom and overseas.

The main subsidiaries, using the criteria of turnover for trading companies and net investment value for holding companies, were as follows:

CMGRP Holdings Limited  
CMGRP UK Limited  
Complete Medical Group Worldwide Limited  
Creation Communications Limited  
Engels (No.1) Limited  
Jack Morton Worldwide Limited  
Lowe International Limited  
Lowe Investments Limited (Mauritius)  
McCann Complete Medical Limited  
McCann-Erickson Advertising Limited  
McCann-Erickson Central Limited  
McCann-Erickson EMEA Limited  
McCann-Erickson Network Limited  
McCann-Erickson UK Group Limited  
McCann Manchester Limited  
Mediabrand Belgium S.A.  
Mediabrand International Limited  
Mediabrand Limited  
MullenLowe London Limited  
MullenLowe Group Limited  
Rapport Outdoor Limited  
R/GA Media Group Limited

The Group's consolidated profit for the financial year was £4.3m (2016: profit of £6.7m). The consolidated profit for the financial year has been transferred to reserves. The directors consider that the result for the year is in line with expectations. The Group had net assets of £57.9m as at 31 December 2017 (2016: net assets of £43.7m).

On 7 July 2017 the Group acquired the entire issued share capital of SALT Limited.

On 17 August 2017 the Group acquired the entire issued share capital of 101 Projects Limited.

On 9 October 2017 the Group acquired the entire issued share capital of MullenLowe Profero London Limited.

On 9 October 2017 the Group acquired the entire issued share capital of MullenLowe Profero Performance Limited.

During the year, the Company received dividends to the value of £64.8m (2016: £33.0m) and paid no dividends (2016: £26.0m).

### **Branches outside the UK**

The subsidiary, Mediabrand Limited, has a trading branch in the Republic of Ireland.

# IPG Holdings (UK) Limited

## Strategic Report for the year ended 31 December 2017 (continued)

### Future developments, strategy and key performance indicators

The Group will continue to focus its activities on supporting the IPG Europe, Middle East and Africa (EMEA) network for the foreseeable future.

The Group has two reportable segments, which are the Integrated Agency Networks ("IAN") and Constituency Management Group ("CMG"). IAN is comprised of McCann, MullenLowe, IPG Mediabrands, Foote, Cone & Belding ("FCB"), and other digital specialist and integrated agencies (collectively "Other"). CMG is comprised of a number of our specialist marketing services offerings. Their results for the financial year ended 31 December 2017 and 31 December 2016 are shown below:

2017	CMG	MullenLowe	Mediabrand	FCB	McCann	Other	Total
	£000's	£000's	£000's	£000's	£000's	£000's	£000's
Turnover	176,663	115,753	804,114	43,262	406,375	50,692	1,596,859
Gross profit	91,264	50,838	114,626	23,523	215,543	44,473	540,267
Operating profit/(loss)	4,210	(9,369)	13,611	(2,014)	20,761	(8,500)	18,699
Operating margin	2.4 %	(8.1%)	1.7%	(4.7%)	5.1%	(16.8%)	1.2%
Employee costs	54,896	35,598	63,226	14,659	130,324	29,903	328,606
Employee costs as % of gross profit	60.2%	70.0%	55.2%	62.3%	60.5%	67.2%	60.8%

### Restated

2016	CMG	MullenLowe	Mediabrand	FCB	McCann	Other	Total
	£000's	£000's	£000's	£000's	£000's	£000's	£000's
Turnover	185,397	124,008	693,697	45,780	398,996	47,047	1,494,925
Gross profit	87,205	55,195	98,653	25,238	180,773	55,230	502,294
Operating profit/(loss)	5,108	(6,801)	1,836	(1,585)	9,403	3,728	11,689
Operating margin	2.8%	(5.5%)	0.3%	(3.5%)	2.4%	7.9%	0.8%
Employee costs	52,387	33,663	55,151	16,907	116,554	31,271	305,933
Employee costs as % of gross profit	60.1%	61.0%	55.9%	67.0%	64.5%	56.6%	60.9%

# **IPG Holdings (UK) Limited**

## **Strategic Report for the year ended 31 December 2017 (continued)**

### **Exceptional Items**

There were no exceptional items during the financial year.

### **Principal risks and uncertainties**

From the perspective of the Group, the principal risks and uncertainties are integrated with the principal risks of the IPG Group and are not managed separately. These risks are discussed in the IPG Group annual report for the year ended 31 December 2017, which does not form part of this report. Copies of IPG Group's consolidated financial statements can be obtained from:

The Interpublic Group of Companies, Inc.  
909 Third Avenue  
New York, NY 10022, U.S.A.

On behalf of the Board:



Warren Spencer Kay  
Director

12 September 2018

# **IPG Holdings (UK) Limited**

## **Directors' Report for the year ended 31 December 2017**

The directors present their report and the audited consolidated financial statements of IPG Holdings (UK) Limited (the "Company") and its subsidiaries (together, the "Group") for the financial year ended 31 December 2017.

The Group's UK subsidiary companies are exempt from the requirements of the Companies Act 2006 relating to the audit of individual financial statements by virtue of section 479A. A list of these UK companies can be found in note 27.

### **Future developments**

Future developments, strategy and key performance indicators are discussed in the strategic report in addition to disclosures regarding branches outside the UK.

### **Dividends**

The Company paid no dividends during the financial year (2016: £26,082,000). The directors do not recommend the payment of a final dividend.

### **Financial risk management objectives and policies**

The Group's operations expose it to a variety of financial risks. These include the credit risk, the liquidity risk associated with recovering customer debt on a timely basis, and the interest rate cash flow risk. The Group has in place a risk management programme that seeks to minimise the potential adverse effects on the financial performance of the Group by monitoring customer debt levels and the related financial risks to the business.

Agencies within the Group follow the standard policy and procedures (SP&P) manual provided by the IPG Group which sets out specific guidelines to manage credit and liquidity risks. Interest rate cash flow risk is managed by the IPG Group.

### **Credit risk**

The Group has implemented policies to monitor customer debt levels and to ensure that excessive credit is not extended to any particular customer. This provides the Group with visibility of balances and ensures that no further credit is extended in cases where this is not merited. The maximum exposure to principal credit risk at 31 December 2017 was mainly as follows: trade debtors £330,247,000, amounts owed by Group undertakings £73,628,000, other debtors £11,550,000 and prepayments and accrued income £86,421,000 (2016: £308,728,000, £58,067,000, £9,737,000 and £51,350,000 respectively).

Credit given to other Group companies is also monitored and is granted where merited. Group debts are collected on the same basis as non-group debts.

The Group also attempts to minimize credit exposure to cash investments. Cash investments are placed with high-quality financial institutions with limited exposure to any one institution.

### **Liquidity risk**

The Group's customer profile is such that late payments and defaults may reduce the funds available for operations and planned expansions. The Group manages this risk by engaging external collection agencies if required.

### **Political donations**

The Group made no political donations in 2017 (2016: nil).

### **Disabled employees**

The Group is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The Group gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the Group. If members of staff become disabled the Group continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

# IPG Holdings (UK) Limited

## Directors' Report for the year ended 31 December 2017 (continued)

### Employee involvement

The Group systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests. Employee involvement in the Group is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the Group plays a major role in maintaining its future success.

### Directors

The directors who held office during the financial year and up to the date of signing the financial statements are given below:

	<i>Date of Appointment</i>
Warren Spencer Kay	5 May 2011
Derek John Coleman	29 May 2012
William Francis Cleary	22 May 2014

### Events post statement of financial position

- (a) On 30 April 2018 the Group acquired the entire issued share capital of Independent Talent Brands (Saturday) Limited, a company registered in the UK.
- (b) On 4 July 2018 the Group acquired the entire issued share capital of That Lot Creatives Limited, a company registered in the UK.

A meaningful estimate of the financial effect of the acquisitions cannot be made until their full results for 2018 are available. There were no other material events post year end.

### Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# IPG Holdings (UK) Limited

## Directors' Report for the year ended 31 December 2017 (continued)

### Disclosure of information to auditors in the Directors' Report

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the group and company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group and company's auditors are aware of that information.

### Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have expressed their willingness to continue in office as auditors and a resolution proposing their reappointment will be submitted at the annual general meeting.

On behalf of the Board



Warren Spencer Kay  
Director

12 September 2018

# **IPG Holdings (UK) Limited**

## ***Independent auditors' report to the members of IPG Holdings (UK) Limited*** **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, IPG Holdings (UK) Limited's group financial statements and company financial statements (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 2017 and of the group's profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Directors' Report, Strategic Report and Consolidated Financial Statements (the "Annual Report"), which comprise: the Consolidated statement of financial position as at 31 December 2017 and the Company statement of financial position as at 31 December 2017; the Consolidated profit and loss account for the year ended 31 December 2017 and the Consolidated statement of comprehensive income for the year ended 31 December 2017; the Consolidated statement of cash flows for the year ended 31 December 2017; the Consolidated statement of changes in equity for the year ended 31 December 2017 and the Company statement of changes in equity for the year ended 31 December 2017; and the notes to the financial statements, which include a description of the significant accounting policies.

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### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's and company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group and company's ability to continue as a going concern.

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### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.



# IPG Holdings (UK) Limited

## Independent auditors' report to the members of IPG Holdings (UK) Limited (continued)

### Reporting on other information (continued)

#### *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

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### Responsibilities for the financial statements and the audit

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of directors' responsibilities set out on page 6, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the company or to cease operations, or have no realistic alternative but to do so.

#### *Auditors' responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### *Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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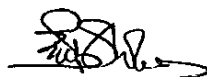
## Other required reporting

### Companies Act 2006 exception reporting

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

- we have not received all the information and explanations we require for our audit; or
- 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Philip Stokes (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
12 September 2018

## IPG Holdings (UK) Limited

### Consolidated profit and loss account for the year ended 31 December 2017

	Note	2017 £000's	Restated 2016 £000's
Turnover	5	1,596,859	1,494,925
Cost of sales		(1,056,592)	(992,631)
<b>Gross profit</b>		<b>540,267</b>	<b>502,294</b>
Administrative expenses	6	(521,741)	(491,302)
Distribution costs		(699)	(442)
Other operating income		872	1,139
<b>Operating profit</b>	6	<b>18,699</b>	<b>11,689</b>
Interest receivable and similar income	7	2,551	3,171
Interest payable and similar expenses	8	(8,180)	(7,211)
<b>Profit before taxation</b>		<b>13,060</b>	<b>7,649</b>
Tax on profit	11	(8,766)	(972)
<b>Profit for the financial year</b>		<b>4,294</b>	<b>6,677</b>
<b>Profit for the financial year attributable to:</b>			
Owners of the parent		4,263	6,602
Non-controlling interests	20	31	75
<b>Profit for the financial year</b>		<b>4,294</b>	<b>6,677</b>

A £28,790,000 reclassification of the 2016 presentation of operating costs was made between "Cost of sales" and "Administrative expenses". The adjustment was made to better reflect the underlying nature of the relevant expense.

A £3,255,000 netting adjustment has been applied to "Turnover" and "Administrative expenses" in 2016. The adjustment was made to remove the impact of intragroup management fees.

All operations are continuing.

# IPG Holdings (UK) Limited

## Consolidated statement of comprehensive income for the year ended 31 December 2017

	Note	2017 £000's	2016 £000's
<b>Profit for the financial year</b>		<b>4,294</b>	<b>6,677</b>
Other comprehensive income/(loss)			
- currency translation differences		1,046	(3,295)
<b>Total comprehensive income for the year</b>		<b>5,340</b>	<b>3,382</b>
<b>Total comprehensive income attributable to:</b>			
- owners of the parent		5,309	3,307
- non-controlling interests	20	31	75
		<b>5,340</b>	<b>3,382</b>

# IPG Holdings (UK) Limited

## Consolidated statement of financial position As at 31 December 2017

	Note	2017 £000's	2016 £000's
<b>Fixed assets</b>			
Intangible assets	12	264,859	285,189
Tangible assets	13	36,640	37,254
Investments	14	5,628	5,628
Interest in associate	14	33	33
		<b>307,160</b>	<b>328,104</b>
<b>Current assets</b>			
Work in progress		61,274	35,583
Debtors: amounts falling due within one year (including £5,248,000 (2016: £5,712,000) due after one year)	15	492,976	443,111
Cash at bank and in hand		218,760	216,267
		<b>773,010</b>	<b>694,961</b>
Creditors: amounts falling due within one year	16	(942,578)	(881,596)
<b>Net current liabilities</b>		<b>(169,568)</b>	<b>(186,635)</b>
<b>Total assets less current liabilities</b>		<b>137,582</b>	<b>141,469</b>
Creditors: amounts falling due after more than one year	17	(71,352)	(85,178)
Provisions for liabilities	18	(8,378)	(12,569)
<b>Net assets</b>		<b>57,862</b>	<b>43,722</b>
<b>Capital and reserves</b>			
Called up share capital	19	1,602	757
Share premium account		8,536	1,591
Capital redemption reserve		100	100
Currency translation reserve		(2,182)	(3,228)
Retained earnings		47,816	42,543
<b>Total equity attributable to owners of the parent</b>		<b>55,872</b>	<b>41,763</b>
Non-controlling interests	20	1,990	1,959
<b>Total equity</b>		<b>57,862</b>	<b>43,722</b>

The consolidated and Company financial statements on pages 10 to 52 were approved by the board of directors on 12 September 2018 and signed on its behalf by:



Warren Spencer Kay  
Director  
IPG Holdings (UK) Limited

# IPG Holdings (UK) Limited

## Company statement of financial position as at 31 December 2017

	Note	2017 £000's	2016 £000's
<b>Fixed assets</b>			
Investments	14	345,177	290,703
<b>Current assets</b>			
Debtors: amounts falling due within one year	15	8,221	4,801
Cash at bank and in hand		-	15,704
		8,221	20,505
Creditors: amounts falling due within one year	16	(237,726)	(243,454)
<b>Net current liabilities</b>		<b>(229,505)</b>	<b>(222,949)</b>
<b>Total assets less current liabilities</b>		<b>115,672</b>	<b>67,754</b>
Creditors: amounts falling due after more than one year	17	(33,264)	(33,264)
<b>Net assets</b>		<b>82,408</b>	<b>34,490</b>
<b>Capital and reserves</b>			
Called-up share capital	19	1,602	757
Share premium account		8,536	1,591
Capital redemption reserve		100	100
Retained earnings		72,170	32,042
<b>Total equity</b>		<b>82,408</b>	<b>34,490</b>

The consolidated and Company financial statements on pages 10 to 52 were approved by the board of directors on 12 September 2018 and signed on its behalf by:



Warren Spencer Kay  
Director  
IPG Holdings (UK) Limited

# IPG Holdings (UK) Limited

## Consolidated statement of changes in equity for the year ended 31 December 2017

	Called up share capital	Share premium account	Capital redemption reserve	Currency translation reserve	Retained earnings	Total equity attributable to owners of the parent	Non- controlling interest	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2016	757	1,591	100	-	62,090	64,538	2,977	67,515
Profit for the financial year	-	-	-	-	6,602	6,602	75	6,677
Other comprehensive (loss)/income	-	-	-	(3,228)	(67)	(3,295)	-	(3,295)
Total comprehensive income for the year	-	-	-	(3,228)	6,535	3,307	75	3,382
Acquisition of non- controlling interests	-	-	-	-	-	-	(1,093)	(1,093)
Dividends paid (note 19)	-	-	-	-	(26,082)	(26,082)	-	(26,082)
Total transactions with owners, recognised directly in equity	-	-	-	-	(26,082)	(26,082)	(1,093)	(27,175)
At 31 December 2016 and 1 January 2017	757	1,591	100	(3,228)	42,543	41,763	1,959	43,722
Profit for the financial year	-	-	-	-	4,263	4,263	31	4,294
Other comprehensive income	-	-	-	1,046	-	1,046	-	1,046
Total comprehensive income for the year	-	-	-	1,046	4,263	5,309	31	5,340
New shares issued (note 19)	264	8,536	-	-	-	8,800	-	8,800
Bonus share issue (see below)	581	33,569	-	-	(34,150)	-	-	-
Capital reduction (see below)	-	(35,160)	-	-	35,160	-	-	-
Total transactions with owners, recognised directly in equity	845	6,945	-	-	1,010	8,800	-	8,800
At 31 December 2017	1,602	8,536	100	(2,182)	47,816	55,872	1,990	57,862

## IPG Holdings (UK) Limited

### Company statement of changes in equity for the year ended 31 December 2017

	Called up share capital	Share premium account	Capital redemption reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000
At 1 January 2016	757	1,591	100	32,108	34,556
Profit for the financial year and total comprehensive income	-	-	-	25,934	25,934
Dividend paid (note 19)	-	-	-	(26,000)	(26,000)
Total transactions with owners, recognised directly in equity	-	-	-	(26,000)	(26,000)
At 31 December 2016 and 1 January 2017	757	1,591	100	32,042	34,490
Profit for the financial year and total comprehensive income	-	-	-	39,118	39,118
New shares issued (see below)	264	8,536	-	-	8,800
Bonus share issue (see below)	581	33,569	-	(34,150)	-
Capital reduction (see below)	-	(35,160)	-	35,160	-
Total transactions with owners, recognised directly in equity	845	6,945	-	1,010	8,800
At 31 December 2017	1,602	8,536	100	72,170	82,408

#### New shares issued

During the financial year, the Company issued 264,345 new ordinary £1 shares at a total share premium of £8,536,000 to fund new acquisitions.

#### Bonus share issue

During the financial year, the Company capitalised retained earnings to the value of £34,150,000 by way of an issue of bonus shares. A total of 580,637 new ordinary £1 shares, credited as fully paid, were issued to the sole shareholder at a total premium of £33,569,000.

#### Capital reduction

During the financial year, the Company carried out a capital reduction of share premium to the value of £35,160,000.

# IPG Holdings (UK) Limited

## Consolidated statement of cash flows for the year ended 31 December 2017

	Note	2017 £'000	2016 £'000
<b>Cash flow from operating activities</b>			
Profit for the financial year after tax		4,263	6,802
<i>Adjustments for:</i>			
Tax on profit		8,766	972
Net interest expense	7 & 8	5,639	4,040
Non-controlling interests	20	31	75
<b>Operating profit</b>		<b>18,699</b>	<b>11,689</b>
Amortisation of intangible assets	12	27,421	28,211
Depreciation of tangible assets	13	7,735	7,528
(Gain)/Loss on disposal of tangible assets	6	(3)	448
Decrease in provisions		(4,191)	(2,315)
Bad debt provision		43	11,763
<b>Working capital movements:</b>			
Increase in work in progress		(25,690)	(7,135)
Increase in debtors		(53,551)	(56,097)
Increase in payables		91,227	66,078
<b>Net cash generated from operations</b>		<b>61,690</b>	<b>60,170</b>
Taxation paid	11	(7,173)	(2,500)
<b>Net cash generated from operating activities</b>		<b>54,517</b>	<b>57,670</b>
<b>Cash flows from investing activities</b>			
Cash acquired from acquisitions	26	8,822	8,392
Purchase of tangible assets		(7,459)	(13,792)
Proceeds from disposal of tangible assets		339	669
Interest in associated undertakings		-	(10)
Cash paid on existing acquisition obligations		(6,903)	(7,399)
Cash paid for new acquisitions in the year		(5,977)	(30,496)
Payment to acquire non-controlling interest	20	-	(2,188)
<b>Net cash used in investing activities</b>		<b>(11,178)</b>	<b>(44,824)</b>
<b>Cash flows from financing activities</b>			
Dividends paid	19	-	(26,082)
Interest paid	8	(8,190)	(7,211)
Interest received	7	2,551	3,171
<b>Net cash used in financing activities</b>		<b>(5,639)</b>	<b>(30,122)</b>
Exchange (loss)/gain on cash and cash equivalents		(2,415)	1,624
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>35,285</b>	<b>(15,652)</b>
<b>Cash and cash equivalents at beginning of year consist of:</b>			
Cash at bank and in hand		216,267	211,508
Bank loans and overdrafts		(459,520)	(439,109)
<b>Cash and cash equivalents</b>		<b>(243,253)</b>	<b>(227,601)</b>
<b>Cash and cash equivalents at end of year consist of:</b>			
Cash at bank and in hand		218,760	216,267
Bank loans and overdrafts		(426,728)	(459,520)
<b>Cash and cash equivalents</b>		<b>(207,968)</b>	<b>(243,253)</b>



# **IPG Holdings (UK) Limited**

## **Notes to the financial statements for the year ended 31 December 2017**

### **1 General information**

The principal activity of the Group and Company during the year was operating as the holding company of a number of advertising, digital communications, public relations and other media related businesses within The Interpublic Group of Companies, Inc. ("IPG Group") in the United Kingdom and overseas.

The Company is a private company limited by shares and is incorporated in the United Kingdom. The address of its registered office is 3 Grosvenor Gardens, London, SW1W 0BD.

### **2 Statement of compliance**

The Group and the Company's financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2008.

### **3 Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated. The Group has adopted FRS 102 in these financial statements.

#### **a) Basis of preparation**

These consolidated and separate financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. Areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

The Company has taken advantage of the exemption in section 408 of the Companies Act 2006 from disclosing its individual profit and loss account.

#### **b) Going concern**

The Group statement of financial position set out on page 12 shows that the Group has net assets of £57,862,000 (2016: £43,722,000). The Company statement of financial position set out on page 13 shows that the Company has net assets of £82,408,000 (2016: £34,490,000). The Interpublic Group of Companies, Inc., the ultimate holding company of the Group and Company, has confirmed its present intention to continue to provide financial support to the Group and Company so as to enable them to meet their liabilities as and when they fall due and to carry on their business without any significant curtailment of operations for the foreseeable future and for not less than 12 months from the date of approval of the statutory financial statements of the Group and Company for the year ended 31 December 2017.

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group therefore continues to adopt the going concern basis in preparing its financial statements.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 3 Summary of significant accounting policies (continued)

#### c) Basis of consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiaries undertakings made up to 31 December 2017.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The financial results of any subsidiary undertakings sold or acquired during the year are included up to, or from, the dates of change of control or change of significant influence respectively.

Where control of a subsidiary is lost, the gain or loss is recognised in the consolidated profit and loss account. The cumulative amounts of any exchange differences on translation, recognised in equity, are not included in the gain or loss on disposal and are transferred to retained earnings. The gain or loss also includes amounts included in other comprehensive income that are required to be reclassified to profit or loss but excludes those amounts that are not required to be reclassified.

Where control of a subsidiary is achieved in stages, the initial acquisition that gave the Group control is accounted for as a business combination (note 26). Thereafter, when the Group increases its controlling interest in a subsidiary the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are made to the carrying value of assets, liabilities or provisions for contingent liabilities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the Group holds a long-term interest and where the Group has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting. The associate within the Group is Magna Global Polska S.p. z.o.o., which is incorporated in Poland.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation. Adjustments are made to eliminate the profit or loss arising on transactions with the associate to the extent of the Group's interest in the entity.

Where there is a non-controlling interest in the equity of the relevant subsidiary that is reporting profits, the non-controlling interest will be attributed a share in the relevant subsidiary's profits. Where the subsidiary in question reports a loss, the loss will not be applicable to the minority interest but will be charged to the Group unless the non-controlling interest has a binding obligation to, and is able to, make good the losses.

#### d) Revenue recognition

The Group's revenues are primarily derived from the planning and execution of multi-channel advertising, marketing and communications programs in the United Kingdom and the rest of Europe. Revenues are directly dependent upon the advertising, marketing and corporate communications requirements of existing clients and the Group's ability to win new clients. Revenue is typically lowest in the first quarter and highest in the fourth quarter. Most client contracts are individually negotiated and, accordingly, the terms of client engagements and the bases on which the Group earn commissions and fees vary significantly. As is customary in the industry, contracts generally provide for termination by either party on relatively short notice, usually 90 days.

Client contracts are complex arrangements that may include provisions for incentive compensation and vendor rebates and credits. The Group's largest clients are multinational entities and, as such, the Group provides services to these clients out of multiple offices and across many of our agencies within the Group or with related companies. In arranging for such services, it is possible that the Group enters into global, regional and local agreements.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 3 Summary of significant accounting policies (continued)

#### d) Revenue recognition (continued)

Agreements of this nature are reviewed by IPG corporate legal counsel to determine the governing terms to be followed by the offices and agencies involved.

Revenue for our services is recognized when all of the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) services have been performed. Depending on the terms of a client contract, fees for services performed can be recognised in three principal ways: proportional performance (input or output), straight-line (or monthly basis) or completed contract.

Fees are generally recognised as earned based on the proportional performance input method of revenue recognition in situations where our fee is linked to the actual hours incurred to service the client as detailed in a contractual staffing plan, where the fee is earned on a per hour basis or where actual hours incurred are provided to the client on a periodic basis (whether or not the fee is reconcilable), with the amount of revenue recognised in these situations limited to the amount realisable under the client contract. We believe an input-based measure (the 'hour') is appropriate in situations where the client arrangement essentially functions as a time and out-of-pocket expense contract and the client receives the benefit of the services provided throughout the contract term. Fees are recognised on a straight-line or monthly basis when service is provided essentially on a pro-rata basis and the terms of the contract support monthly basis accounting.

Certain fees (such as for major marketing events) are deferred until contract completion if the final act is so significant in relation to the service transaction taken as a whole or if any of the terms of the contract do not otherwise qualify for proportional performance or monthly basis recognition. Fees may also be deferred and recognised upon delivery of a project if the terms of the client contract identify individual discrete projects.

Depending on the terms of the client contract, revenue is derived from diverse arrangements involving fees for services performed, commissions, performance incentive provisions and combinations of the three. Commissions are generally earned on the date of the broadcast or publication. Contractual arrangements with clients may also include performance incentive provisions designed to link a portion of our revenue to our performance relative to either qualitative or quantitative goals, or both. Performance incentives are recognised as revenue for quantitative targets when the targets have been achieved and for qualitative targets when confirmation of the incentive is received from the client.

The majority of our revenue is recorded as the net amount of our gross billings less pass-through expenses charged to a client which are included as costs of sales. In most cases, the amount that is billed to clients significantly exceeds the amount of revenue that is earned and reflected in our consolidated financial statements because of various pass-through expenses, such as production and media costs. We assess whether our agency or the third-party supplier is the primary obligor, and we evaluate the terms of our client agreements as part of this assessment. In addition, we give appropriate consideration to other key indicators such as latitude in establishing price, discretion in supplier selection and credit risk to the supplier. *Because we operate broadly as an advertising agency, based on our primary lines of business and given the industry practice to generally record revenue on a net versus gross basis, we believe that there must be strong evidence in place to overcome the presumption of net revenue accounting.* Accordingly, we generally record revenue net of pass-through charges as we believe the key indicators of the business suggest we generally act as an agent on behalf of our clients in our primary lines of business. In those businesses where the key indicators suggest we act as a principal (primarily sales promotion and event, sports and entertainment marketing), we record the gross amount billed to the client as revenue and the related incremental direct costs incurred as office and general expenses. In general, we also *report revenue net of taxes assessed by governmental authorities that are directly imposed on our revenue-producing transactions.*

As we provide services as part of our core operations, we generally incur incidental expenses, which, in practice, are commonly referred to as "out-of-pocket" expenses. These expenses often include expenses related to airfare, mileage, hotel stays, out-of-town meals and telecommunication charges. We record the reimbursements received for such incidental expenses as revenue with a corresponding offset to office and general expense.

## **IPG Holdings (UK) Limited**

### **Notes to the financial statements for the year ended 31 December 2017 (continued)**

#### **3 Summary of significant accounting policies (continued)**

##### **d) Revenue recognition (continued)**

We receive credits from our vendors and media outlets for transactions entered into on behalf of our clients that, based on the terms of our contracts and local law, are either remitted to our clients or retained by us. If amounts are to be passed through to clients, they are recorded as liabilities as a provision until settlement or, if retained by us, are recorded as revenue when earned.

##### **(e) Interest income**

Interest income is recognised using the effective interest rate method.

##### **(f) Dividend income**

Dividend income is recognised when the right to receive payment is established.

##### **g) Employee benefits**

Companies within the Group provide a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

##### **i) Short term benefits**

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

##### **ii) Pension costs**

Contributions payable in respect of employees' personal pension plans are expensed in the profit and loss account as they are incurred.

Certain companies within the Group operate a defined contribution pension scheme. The assets of the scheme are held separately from those companies in an independently administered fund. The pension cost charge disclosed in note 9 represents contributions payable by those companies to the fund.

Certain entities within the Group are members of the Interpublic Pension Plan, a defined benefit scheme. These companies are unable to identify their relevant shares of the pension scheme assets and liabilities, and also the relevant share of the defined benefit costs of the defined benefit scheme. Therefore, these companies have accounted for the defined benefit scheme contributions as if they were to a defined contribution scheme in accordance with FRS 102. The contributions are charged to the profit and loss account in the year to which they relate. The sponsoring employer is Interpublic Limited.

##### **iii) Annual bonus plan**

Certain companies within the Group operate an annual bonus plan for some employees. An expense is recognised in the profit and loss account when the company within the Group has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 3 Summary of significant accounting policies (continued)

#### g) **Employee benefits (continued)**

##### iv) Incentive compensation plans

Compensation costs related to share-based transactions, including employee stock options, are recognised in the consolidated financial statements based on fair value. Stock-based compensation expense is generally recognised over the requisite service period based on the estimated grant-date fair value. Cash settled share based payments are measured at fair value at the statement of financial position date and are included in creditors. The movement in cumulative expense since the previous statement of financial position date is recognised in the profit and loss account, with a corresponding entry in creditors.

Cash awards are generally granted on an annual basis and have a service period vesting condition and generally vest in three years. Cash awards do not fall within the scope of the share based payments as they are not paid in equity and the value of the award is not correlated with The Interpublic Group of Companies, Inc.'s share price. The present value of the amount expected to vest for cash awards and performance cash awards over the vesting period is amortised using the straight-line method in the profit and loss account.

#### h) **Foreign currencies**

The Group's functional and presentation currency is pound sterling. Assets and liabilities in foreign currencies, including those of its non-United Kingdom subsidiaries whose functional and presentation currency is not pound sterling, are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences arising from the revaluation of foreign currency assets and liabilities are taken to the profit and loss account during the year. The trading results of Group undertakings are translated into sterling at the average exchange rates for the year. The assets and liabilities of overseas undertakings, including goodwill and fair value adjustments arising on acquisition, are translated at the exchange rates ruling at the year-end. Exchange adjustments arising from the retranslation of opening net investments and from the translation of the profits or losses at average rates are recognised in 'Other comprehensive income' and allocated to non-controlling interest as appropriate.

#### i) **Borrowing costs**

All borrowing costs are recognised in the profit and loss account in the period in which they are incurred.

#### j) **Leases**

Rentals applicable to operating leases, where substantially all of the benefits and risks of membership remain with the lessor, are charged to the profit and loss account on a straight line basis over the term of the lease.

#### k) **Lease incentives**

Incentives received to enter into an operating lease are credited to the profit and loss account, to reduce the lease expense, on a straight-line basis over the period of the lease.

#### l) **Exceptional items**

Exceptional items comprise those that are by their nature large, unusual, non-recurring, and are shown separately in the profit and loss account when they occur.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 3 Summary of significant accounting policies (continued)

#### (m) Taxation

Taxation expense for the financial year comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is also recognised in other comprehensive income or directly in equity respectively.

Current and deferred taxation assets and liabilities are not discounted.

Corporation tax payable is provided on taxable profits and is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date, where transactions or events that result in an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred at the statement of financial position date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates and laws that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is measured on a non-discounted basis in line with FRS 102.

#### (n) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment provisions. Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

Goodwill	Up to 20 years
Customer lists	Up to 15 years
Trade names/marks	Up to 10 years

Goodwill arising on consolidation is the difference between the amounts paid on the acquisition of a company and the aggregate fair value of its net assets and is capitalised on the statement of financial position.

An impairment review is undertaken at the end of the first financial year of an acquisition and thereafter where events or changes in circumstances indicate that a review is necessary.

Goodwill on acquisitions made before 1 January 2014 is amortised over its expected useful economic life but not longer than twenty years, which, in the opinion of the directors, is the maximum period over which the benefits resulting from purchased goodwill can be expected to arise. Goodwill on acquisitions made after 1 January 2014 is amortised over its expected useful economic life but not longer than ten years.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 3 Summary of significant accounting policies (continued)

#### o) Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation. Cost includes the original purchase price of the asset and any costs attributable to bringing the asset to its working condition for its intended use. Depreciation is calculated to write off the cost of the assets evenly over their expected useful lives as follows:

Freehold land and buildings	35 years
Long leasehold and leasehold improvements	Lesser of 10 years or the remaining life of the lease
Computer equipment	3 - 4 years
Equipment, fixtures & fittings	3 - 10 years
Asset retirement obligation	Lesser of 10 years or the remaining life of the lease

The assets' useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Subsequent costs, including major inspections, are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the Group and the cost can be measured reliably. Repairs, maintenance and minor inspection costs are expensed as incurred.

The fair value of estimated asset retirement obligations is recognised in the balance sheet when identified and a reasonable estimate of fair value can be made. The fair value is determined based on the net present value of the estimated costs which include those legal obligations where the Group will be required to return the properties to their original condition. The asset retirement costs, equal to the estimated fair value of the asset retirement obligation is capitalised as part of the cost of the related long lived asset. Asset retirement costs are amortised over the life of the lease.

Amortisation of asset retirement costs is included in depreciation of fixed assets. Increases in the provision of asset retirement obligation resulting from the passage of time are recorded as interest expense in the profit and loss account. Actual expenditures incurred are charged against the accumulated provision.

#### p) Investments

Investments in subsidiaries and associates are stated at cost less provision for impairment in value. A review of the investments held is performed to determine whether an impairment trigger has occurred during the year. Any impairment in the value of the investment is charged to the profit and loss account in the year it is identified.

#### q) Impairment of non-financial assets

At each statement of financial position date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit). If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 3 Summary of significant accounting policies (continued)

#### q) Impairment of non-financial assets (continued)

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

#### r) Work in progress

Work in progress comprises external charges for services incurred on behalf of clients which have still to be recharged to clients. Work in progress is stated net of amounts billed to clients and is stated at the estimated selling price less cost to completion and sale. Companies within the Group assess annually at the reporting date if impairment is required and recognise any impairment loss to the profit and loss account.

#### s) Financial instruments

The Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### (i) Financial assets

Basic financial assets, including debtors and cash at bank and in hand balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the profit and loss account.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the profit and loss account.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### (ii) Financial liabilities

Basic financial liabilities, including creditors and other payables, loans from fellow Group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.



# **IPG Holdings (UK) Limited**

## **Notes to the financial statements for the year ended 31 December 2017 (continued)**

### **3 Summary of significant accounting policies (continued)**

#### **s) Financial Instruments (continued)**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as creditors: amounts falling due over one year. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

#### **t) Cash and cash equivalents**

Cash and cash equivalents includes cash at bank and in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank loans and overdrafts, when applicable, are shown within borrowings in current liabilities.

#### **u) Deferred income**

Deferred income represents revenue invoiced in advance of services that have not yet been rendered to clients.

#### **v) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; if it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provision is not made for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

#### **w) Called up share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **x) Distributions to equity holders**

Dividends and other distributions to the Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

#### **y) Related party disclosures**

The Group discloses transactions with related parties which are not wholly owned within the same IPG Group. It does not disclose transactions with members of the same group that are wholly owned.

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 3 Summary of significant accounting policies (continued)

##### z) Netting off policy

Balances with other companies of the IPG Group are stated gross, unless all of the following conditions are met:

- (i) The Group and the counterparty owe each other determinable monetary amounts, denominated either in the same currency, or in different but free convertible currencies;
- (ii) The Group has the ability to insist on a net settlement; and
- (iii) The Group's ability to insist on a net settlement is assured beyond doubt. For this to be the case it is necessary that the debit balance mature no later than the credit balance. It is also necessary that the Group's ability to insist on a net settlement would survive the insolvency of the counterparty.

#### 4 Critical accounting estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group and the Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

##### (i) Useful economic lives of tangible assets (note 3(o))

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives of the assets. The useful economic lives are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 13 for the carrying amount of the tangible assets, and note 3(o) for the useful economic lives for each class of assets.

##### (ii) Useful economic lives of goodwill (note 3(n))

The annual amortisation charge for goodwill is sensitive to changes in the estimated useful economic lives of the assets. The useful economic lives are re-assessed annually. The useful economic life of the assets are amended when necessary to reflect current estimates, based on historic and expected future performance of the asset. See note 12 for the carrying amount of the goodwill.

##### (iii) Impairment of trade and other debtors (note 3(s))

The companies within the Group make an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors, including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 15 for the net carrying amount of the debtors and associated impairment provision.

##### (iv) Carrying value of investments (note 14)

The Company makes an estimate of the recoverable value of its investments in subsidiaries. When assessing the potential impairment of investments, management considers factors including whether there has been a triggering event that requires an impairment test to be carried out. If the reasons for the impairment provision cease to apply, the directors will consider reversing the impairment to restore the investment to its recoverable amount. Discounted cash flow model based on forecasted financial performance will be used to calculate the recoverable amount. See note 14 for the carrying value of investments.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 4 Critical accounting estimates and assumptions (continued)

#### (v) Impairment of amounts owed by Group undertakings

The Company makes an estimate of the recoverable value of amounts owed by Group undertakings. When assessing impairment of amounts owed by Group undertakings, management considers factors including the current credit rating, the ageing profile and historical experience. See note 15 for the net carrying amount of amounts owed by Group undertakings.

### 5 Segmental reporting

	2017 £000's	Restated 2016 £000's
<b>Turnover by segment</b>		
IAN	1,420,196	1,309,528
CMG	176,663	185,397
	<b>1,596,859</b>	<b>1,494,925</b>

The Group has two reportable segments, which are the Integrated Agency Networks ("IAN") and Constituency Management Group ("CMG"). IAN is comprised of McCann, MullenLowe, IPG Mediabrands, FCB, and other digital specialist and integrated agencies. CMG is comprised of a number of our specialist marketing services offerings. The segmental analysis is consistent with that of the consolidated financial statements of The Interpublic Group of Companies, Inc., which is the largest entity into which this Group is consolidated.

	2017 £000's	Restated 2016 £000's
<b>Turnover by origin</b>		
United Kingdom	1,219,395	1,136,973
Rest of Europe	376,198	355,475
Rest of World	1,266	2,477
	<b>1,596,859</b>	<b>1,494,925</b>

	2017 £000's	2016 £000's
<b>Profit / (loss) on ordinary activities before taxation by origin</b>		
United Kingdom	7,224	11,876
Rest of Europe	5,737	(6,502)
Rest of World	99	2,275
	<b>13,060</b>	<b>7,649</b>

	2017 £000's	2016 £000's
<b>Net assets / (liabilities) by origin</b>		
United Kingdom	7,044	(2,820)
Rest of Europe	22,865	18,696
Rest of World	27,953	27,846
	<b>57,862</b>	<b>43,722</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 5 Segmental reporting (continued)

The analysis above is by geographical origin. Analysis by geographical destination would not be materially different. As permitted by section 408 of the Companies Act 2006, the Company has not presented its own profit and loss account.

### 6 Operating profit

The following amounts have been charged/ (credited) in arriving at the operating profit:

	Notes	2017 £000's	2016 £000's
<b>Employee costs</b>	9 & 10	328,606	305,933
<b>Depreciation</b>			
- tangible assets	13	7,735	7,528
<b>Amortisation</b>			
- goodwill, trademarks and customer lists	12	27,421	28,211
<b>Remuneration of auditors</b>			
- audit of the Company and the Group's consolidated financial statements		798	763
- other audit fees for Group reporting		116	123
<b>Bad debt - provision (decrease)/increase</b>		43	11,763
<b>(Gain)/Loss on disposal of tangible assets</b>		(3)	448
<b>Exchange (gain)/loss</b>		(500)	1,106
<b>Operating lease rentals</b>			
- office space		22,414	18,180
- other		1,141	989
<b>Rental income receivable</b>		(2,282)	(1,624)

### 7 Interest receivable and similar income

	2017 £000's	2016 £000's
<b>Bank interest received</b>	<b>2,551</b>	<b>3,171</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 8 Interest payable and similar expenses

	2017 £000's	2016 £000's
Interest payable to Group undertakings	1,687	1,782
Interest payable on bank overdrafts	5,412	4,882
Unwinding of discount	1,091	547
	<b>8,190</b>	<b>7,211</b>

### 9 Employee costs

	2017 £000's	2016 £000's
Wages and salaries (including directors)	258,189	237,480
Social security costs	33,603	30,812
Defined contribution pension costs (note 25)	12,463	10,206
Defined benefit pension costs (note 25)	6,652	10,079
Severance expense	4,352	4,757
Share based payments costs (note 24)	3,753	5,251
Miscellaneous, non-share based incentives and other costs	9,594	7,348
<b>Employee costs</b>	<b>328,606</b>	<b>305,933</b>

The Company had no employees during the year (2016: none).

The average monthly number of staff employed (including directors) by the Group during the year is set out below:

	2017 Number	2016 Number
United Kingdom	4,140	3,885
Rest of Europe	586	546
Rest of World	16	17
<b>Average monthly number employed</b>	<b>4,742</b>	<b>4,448</b>

### Key management compensation

The Company paid no key management compensation during the year (2016: nil).

Key management compensation paid by companies in the Group is disclosed in those companies individual statutory financial statements.

### 10 Directors' emoluments

The remuneration of the directors for the year was borne by Interpublic Limited and The Interpublic Group of Companies, Inc., the Company's ultimate parent company. The charge to IPG Holdings (UK) Limited for the financial year was nil (2016: nil) as the directors received no remuneration with respect to their services to the Company in the financial year.

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 11 Tax on profit

	2017 £'000	2016 £'000
<b>Current taxation</b>		
UK corporation taxation		
- Subsidiary undertakings	5,558	(332)
Foreign taxation		
- Subsidiary undertakings	2,528	3,232
	<b>8,086</b>	<b>2,900</b>
Adjustments in respect of prior years		
- UK corporation taxation	482	(456)
- Foreign taxation	31	(15)
	<b>513</b>	<b>(471)</b>
<b>Total current taxation</b>	<b>8,599</b>	<b>2,429</b>
<b>Deferred taxation</b>		
Adjustments in respect of prior years	(364)	(15)
Origination & reversal of timing differences	590	(1,580)
Effect of change in the tax rate	(59)	138
<b>Total deferred taxation</b>	<b>167</b>	<b>(1,457)</b>
<b>Tax on profit</b>	<b>8,766</b>	<b>972</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 11 Tax on profit (continued)

#### Factors affecting the tax charge for the year

The tax assessed for the year is higher (2016: lower) than the standard rate of corporation tax in the UK of 19.25% (2016: 20.00%). The difference is explained below:

	2017 £'000	2016 £'000
<b>Profit before taxation</b>	<b>13,060</b>	<b>7,648</b>
Profit before taxation multiplied by the standard rate of corporation tax in the UK of 19.25% (2016: 20%)	2,514	1,530
Effects of:		
Expenses not deductible for taxation purposes	5,847	4,237
Effect of change in the tax rate	(59)	138
Group relief for nil consideration	(20)	(3,701)
Unrecognised deferred tax	(1,378)	(2,208)
Foreign taxation	1,713	1,649
Income exempt from taxation	-	(187)
Adjustments in respect of prior years	149	(486)
<b>Total tax charge for the year</b>	<b>8,766</b>	<b>972</b>

A reduction in the rate of UK corporation tax from 21.00% to 20.00% took effect on 1 April 2015. Further reductions in the main rate of UK corporation tax to 19.00% from 1 April 2017, and then to 17.00% from 1 April 2020 have been substantively enacted.

At 31 December 2017 there were unused trading and non-trading losses of £50,200,000 (2016: £53,900,000) that are available indefinitely for offset against the Group's future taxable profits, and capital losses of £126,200,000 (2016: £126,300,000) available indefinitely for offset against the Group's future taxable capital gains.

The aggregate current and deferred tax relating to items that are recognised as items of other comprehensive income is nil (2016: nil).

No deferred tax is recognised on the unremitted earnings of overseas subsidiaries, associates and joint ventures, as the Group has no liability to additional taxation should such amounts be remitted.

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 12 Intangible assets

	Goodwill	Customer lists	Trademarks	Total
	£000's	£000's	£000's	£000's
<b>Cost</b>				
At 1 January 2017	486,635	12,100	2,278	501,013
Additions (note 26)	15,865	1,000	15	16,880
Revaluations	(9,794)	-	-	(9,794)
Exchange movements	6	-	-	6
<b>At 31 December 2017</b>	<b>492,712</b>	<b>13,100</b>	<b>2,293</b>	<b>508,105</b>
<b>Accumulated amortisation</b>				
At 1 January 2017	214,915	662	247	215,824
Charge for the year	26,190	1,002	229	27,421
Exchange movements	1	-	-	1
<b>At 31 December 2017</b>	<b>241,106</b>	<b>1,664</b>	<b>476</b>	<b>243,246</b>
<b>Net book amount</b>				
<b>At 31 December 2017</b>	<b>251,606</b>	<b>11,436</b>	<b>1,817</b>	<b>264,859</b>
<b>At 31 December 2016</b>	<b>271,720</b>	<b>11,438</b>	<b>2,031</b>	<b>285,189</b>

Additions relate to the acquisition of four companies. The acquisitions are all companies registered in the United Kingdom and are SALT Limited, 101 Projects Limited, MullenLowe Profero London Limited and MullenLowe Profero Performance Limited (Note 26).

Revaluations relate to reductions in expected future payments to be made by the Group to the sellers of companies which have been acquired.

The Company had no intangible assets at 31 December 2017 (2016: nil).



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 13 Tangible assets

	Freehold land and buildings	Long leasehold & leasehold improvements	Computer equipment	Equipment, fixtures & fittings	Asset retirement obligation	Total
	£000's	£000's	£000's	£000's	£000's	£000's
<b>Cost</b>						
At 1 January 2017	15,800	27,618	22,574	29,483	4,549	100,024
Additions	277	1,535	2,363	2,804	218	7,197
Disposals	(129)	(347)	(8,323)	(6,628)	(47)	(15,474)
Acquisitions	166	29	60	58	-	313
Exchange adjustment	-	27	77	116	(22)	198
<b>At 31 December 2017</b>	<b>16,114</b>	<b>28,862</b>	<b>16,751</b>	<b>25,833</b>	<b>4,698</b>	<b>92,258</b>
<b>Accumulated depreciation</b>						
At 1 January 2017	5,069	15,331	18,311	21,994	2,065	62,770
Charge for the year	503	1,911	2,173	2,827	321	7,735
Disposals	(129)	(338)	(8,146)	(6,479)	(46)	(15,138)
Exchange adjustment	-	14	51	91	95	251
<b>At 31 December 2017</b>	<b>5,443</b>	<b>16,918</b>	<b>12,389</b>	<b>18,433</b>	<b>2,435</b>	<b>55,618</b>
<b>Net book amount</b>						
<b>At 31 December 2017</b>	<b>10,671</b>	<b>11,944</b>	<b>4,362</b>	<b>7,400</b>	<b>2,263</b>	<b>36,640</b>
<b>At 31 December 2016</b>	<b>10,731</b>	<b>12,287</b>	<b>4,263</b>	<b>7,489</b>	<b>2,484</b>	<b>37,254</b>

The Company had no tangible assets as at 31 December 2017 (2016: nil).

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 14 Investments

##### Group

##### Investments:

£000's

##### Investments at cost

At 31 December 2017	5,628
At 31 December 2016	5,628

##### Interest in associate:

£000's

At 1 January 2017	33
Share of operating profit for the financial year	-
Disposals	-
Exchange adjustment	-
At 31 December 2017	33
At 31 December 2016	33

The associated undertaking within the Group is Magna Global Polska S.p. z.o.o. (Incorporated in Poland).

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 14 Investments (continued)

The Group has the following investments:

Entity	Country of incorporation	Principal activity	Status	Percentage holding
IPG PFP Scottish Limited Partnership	UK	Pension investments	Trading	16.67%
Lowe & Partners/SMS Inc.	USA	Holding company	Holding company	15.40%

#### Company

<b>Investment in subsidiaries:</b>	<b>£'000</b>
<b>Cost</b>	
At 1 January 2017	303,606
Additions	75,124
<b>At 31 December 2017</b>	<b>378,730</b>
<b>Accumulated provision for impairment:</b>	
At 1 January 2017	12,903
Additions	20,650
<b>At 31 December 2017</b>	<b>33,553</b>
<b>Net book amount:</b>	
<b>At 31 December 2017</b>	<b>345,177</b>
At 31 December 2016	290,703

During the year, the Company acquired new shares in Lowe International Limited, a wholly owned subsidiary, to the value of £8,800,000. The Company also acquired the entire issued share capital of McCann Complete Medical Limited (122,192 shares) for £66,324,000 in cash.

#### Impairment in carrying value

In accordance with FRS 102, an impairment review has been performed where a triggering event has occurred demonstrating an indicator of impairment. An impairment to the value of £20,650,000 was made by the Company in the carrying value of its subsidiary, Complete Medical Group Worldwide Limited to reflect its reduced fair market value.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 15 Debtors: amounts falling due within one year

	Group	Group	Company	Company
	2017	2016	2017	2016
	£000's	£000's	£000's	£000's
Trade debtors	330,247	308,728	-	-
Amounts owed by Group undertakings	73,628	58,067	-	75
Amounts owed by interest in associates	295	670	-	-
Other debtors	11,550	9,737	-	-
Other taxation	2,513	2,327	-	-
Corporation tax	3,074	6,520	8,214	4,714
Prepayments and accrued income	66,421	51,350	7	12
	<b>487,728</b>	<b>437,399</b>	<b>8,221</b>	<b>4,801</b>

Amounts owed by Group undertakings are unsecured, repayable on demand and do not accrue interest.

### Debtors: amounts falling due after more than one year

	Group	Group	Company	Company
	2017	2016	2017	2016
	£000's	£000's	£000's	£000's
Deferred taxation (see below)	5,220	5,505	-	-
Other debtors	28	207	-	-
	<b>5,248</b>	<b>5,712</b>	<b>-</b>	<b>-</b>

### Deferred taxation

Group	2017	2016
	£000's	£000's
Accelerated capital allowances	3,184	3,030
Trading losses and non-trading deficits	767	1,443
Other short term timing differences	1,269	1,032
<b>Total deferred tax asset</b>	<b>5,220</b>	<b>5,505</b>

The movement in the deferred taxation balance can be summarised as follows:

Group	£000's
At 1 January 2017	5,505
Charge to profit and loss account	(167)
Additions	(157)
Exchange adjustment	39
<b>At 31 December 2017</b>	<b>5,220</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 16 Creditors: amounts falling due within one year

	Group	Group	Company	Company
	2017	2016	2017	2016
	£000's	£000's	£000's	£000's
Bank loans and overdrafts	426,728	459,520	225,441	229,898
Trade creditors	232,018	173,109	-	-
Amounts owed to Group undertakings	67,557	51,865	11,959	13,309
Amounts owed to interest in associates	151	216	-	-
Corporation tax	3,116	5,254	-	-
Other creditors including taxation and social security	57,881	62,691	-	-
Incentive compensation plans	1,469	1,165	-	-
Acquisition / earn-out deferred consideration	13,006	8,140	-	-
Accruals and deferred income	140,652	119,636	326	247
	<b>942,578</b>	<b>881,596</b>	<b>237,726</b>	<b>243,454</b>

Amounts owed to Group undertakings are unsecured, repayable on demand and do not accrue interest.

The Group participates in The Interpublic Group of Companies, Inc. pooling arrangement with Lloyds Banking Group plc. The overdraft interest rate is linked to bank base rate and bank borrowing is secured by an ultimate parent undertaking guarantee. The remaining creditors are unsecured.

### 17 Creditors: amounts falling due after more than one year

	Group	Group	Company	Company
	2017	2016	2017	2016
	£000's	£000's	£000's	£000's
Amounts owed to Group undertakings	33,264	33,264	33,264	33,264
Other creditors	2,130	1,776	-	-
Incentive compensation plans	1,843	2,332	-	-
Deferred lease credits	9,942	9,776	-	-
Acquisition and earn-out deferred consideration	23,772	37,779	-	-
Accruals and deferred income	401	251	-	-
	<b>71,352</b>	<b>85,178</b>	<b>33,264</b>	<b>33,264</b>

Loans of £33,264,000 (2016: £33,264,000) owed to Group undertakings are interest bearing at a rate of 5.06% (2016 5.06%) and are repayable in December 2021. All intercompany loans are unsecured.

Deferred lease credits are in respect of property lease incentives received at the inception of the lease.

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 18 Provisions for liabilities

	Credits, discounts and rebates	Asset retirement obligations	Other provisions	Total
	£000's	£000's	£000's	£000's
At 1 January 2017	6,048	6,519	2	12,569
Additions	122	112	188	422
Charge to profit and loss	667	235	-	902
Unwinding of discount	-	256	-	256
Released to profit and loss	(759)	(535)	-	(1,294)
Utilisation	(3,907)	(564)	(6)	(4,477)
At 31 December 2017	2,171	6,023	184	8,378

#### Credits, discounts and other rebates

In the normal course of business, the Group receives rebates, discounts, and other credits from vendors for the procurement of goods and services that the Group commission on behalf of clients. Following an extensive review in 2004, the Group established that in some instances, the accounting for these amounts was inconsistent with the underlying contractual requirements and a provision was established. In the current financial year, the Group has reviewed the arrangement to establish whether criteria for recognition in the profit and loss account have been met. In instances where those criteria have been met, which includes consideration of the statute of limitations, corresponding amounts have been recognised in the profit and loss account.

#### Asset retirement obligations

The Group has a provision for liabilities relating to dilapidation costs on a number of leased properties. The provision is expected to be utilised when the respective leases terminate between 2018 and 2027.

#### 19 Called up share capital

##### Group and Company

	2017 Number (000's)	2016 Number (000's)	2017 £'000	2016 £'000
Allotted and fully paid:				
Ordinary shares of £1 each	1,802	757	1,802	757

#### Share capital and dividends

During the financial year, the Company issued 845,000 new ordinary £1 shares at a total premium of £42,105,000.

During the financial year, the Company paid no dividends (2016: £26,082,000). The Company had no liability to pay any dividends at 31 December 2017 (2016: nil) and no dividends were proposed prior to the date of approval of the financial statements.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 20 Non-controlling interest

	2017	2016
	£'000	£'000
At 1 January 2017	1,959	2,977
Minority's share of the (loss)/profit for the year	(13)	91
Minority's share of net assets/(liabilities)	44	(16)
Minority interest purchased	-	(1,093)
At 31 December 2017	1,990	1,959

### 21 Capital and other commitments

The Group and the Company had no material capital commitments at 31 December 2017 (2016: nil).

#### Operating lease commitment

At 31 December, the Group had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	2017	2016
	£'000	£'000
Payments due:		
- Not later than one year	22,473	19,871
- Later than one year and not later than five years	62,741	59,743
- Later than five years	28,270	49,623
Total future minimum lease commitments	113,484	129,237

The increase in operating lease commitments was due to certain subsidiaries entering into new leases in the year.

#### Operating lease income

At 31 December, the Group had the following future minimum lease income under non-cancellable operating leases for each of the following periods:

	2017	2016
	£'000	£'000
Income due:		
Buildings		
- Not later than one year	1,003	563
- Later than one year and not later than five years	2,640	2,238
- Later than five years	101	648
Total future minimum lease income	3,744	3,449

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 22 Guarantees

The Company has issued a financial guarantee to its subsidiaries in relation to the financial year ended on 31 December 2017 under s479C of the Companies Act 2006.

#### 23 Contingent liabilities

The Group is not party to any commitments or guarantees including composite cross guarantees between banks and fellow subsidiaries except for The Interpublic Group of Companies, Inc. pooling arrangement with Lloyds Banking Group plc. The bank interest rate is linked to a variable base rate and borrowings are secured by parent company guarantees.

#### 24 Share based payments

The Interpublic Group of Companies, Inc. issues stock and cash based incentive awards to employees under a plan established by The Interpublic Group of Companies, Inc., and, along with other companies in the IPG Group, participates in The Interpublic Group of Companies, Inc. long term incentive plans. Refer to The Interpublic Group of Companies, Inc. 2017 Form 10-K for further disclosures relating to their long term incentive plans.

#### Effect of share-based payment transactions on company's results and the financial position

	2017 £000's	2016 £000's
Total expense recognised for equity-settled share based transactions	3,556	5,087
Total expense recognised for stock options	-	-
Total expense recognised for cash-settled share based transactions	197	164
Total expense recognised for share based transactions	<u>3,753</u>	<u>5,251</u>
Closing liability for cash-settled share based transactions	341	111
Closing liability /other reserves for equity-settled share based transactions	2,276	2,541



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 24 Share based payments (continued)

#### Cash Settled Time Based Restricted Stock Units

Under the Long Term Incentive Plan, time based restricted stock units are granted to key employees and generally vest over three years.

Upon completion of the vesting period and remaining in employment, the grantee is entitled, at the discretion of The Interpublic Group of Companies, Inc.'s compensation committee, to receive a payment in cash based on the then fair market value of the corresponding number of shares in common stock. The fair value of cash-settled awards is adjusted at the end of each quarter based on The Interpublic Group of Companies, Inc.'s share price. At 31 December 2017, the market value of The Interpublic Group of Companies Inc. shares was \$20.16 (2016: \$23.41).

Stock-based compensation expense related to these units over the vesting period based upon the fair value.

The holder of the cash-settled awards, as described above, has no ownership interest in the underlying shares of common stock and no monetary consideration is paid by a recipient for a cash-settled award.

#### Cash Settled Time Based Restricted Stock Units

Movements in the number of cash settled time-based restricted stock units outstanding and their related weighted average fair value prices are as follows:

	2017	2017	2016	2016
	No. of stock options	Weighted average fair value (£)	No. of Stock options	Weighted average fair value (£)
Outstanding as at 1 January	34,584	£19.03	15,479	£15.73
Granted during the year	4,997	£15.53	19,105	£15.71
Transferred (to)/from a Group company	-	-	-	-
Cancelled during the year	-	-	-	-
Vested during the year	(7,739)	£14.54	-	-
Outstanding at 31 December	31,842	£14.92	34,584	£19.03

Cash payments of £113,000 were made in 2017 (2016: nil) in respect of restricted stock units distributed to participants. Compensation expense in connection with the stock awards was £197,000 in 2017 (2016: £164,000). The weighted average fair value was impacted by the timing of transactions in the year alongside currency fluctuations between pound sterling and the US dollar.

Total accrued liability in relation to unvested awards as at 31 December 2017 is £341,000 (2016: £111,000).

#### Equity Settled Restricted Stock Units

Awards to be settled in shares are granted to certain key employees and are subject to certain restrictions and vesting requirements, as determined by The Interpublic Group of Companies, Inc.'s compensation committee. The vesting period is generally three years. The fair value of the restricted stock awards is based on The Interpublic Group of Companies, Inc.'s share price on the date the award is granted. No monetary consideration is paid by a recipient for a stock-settled award and the fair value of the shares determined on the grant date is amortized over the vesting period. There were no equity settled restricted stock units awarded to employees prior to 2007.

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 24 Share based payments (continued)

##### Equity Settled Restricted Stock Units (continued)

The Interpublic Group of Companies, Inc. grants both time based and performance based restricted stock units to be settled in shares.

Performance-based awards have been granted subject to certain restrictions and vesting requirements as determined by The Interpublic Group of Companies, Inc.'s compensation committee. Performance-based awards are a form of stock-based compensation in which the number shares ultimately received by the participant depends on the company and/or individual performance against specific performance targets.

The awards generally vest over a three-year period subject to the participant's continuing employment as well as the achievement of certain performance objectives. The final number of units and therefore shares that could ultimately be received by a participant range from 0.00% to 300.00% of the target amount of units originally granted. Stock-based compensation expense is amortized for the estimated number of performance-based awards that are expected to vest over the vesting period using the fair value of the shares at the end of the period.

##### Share Settled Performance Related Restricted Stock Units

Movements in the number of awards outstanding and their related weighted average exercise prices are as follows:

	2017 No. of Stock options	2017 Weighted average fair value (£)	2016 No. of Stock options	2016 Weighted average fair value (£)
Outstanding as at 1 January	685,990	£19.03	571,055	£15.73
Granted during the year	210,703	£19.51	277,953	£15.46
Transferred (to)/from a Group company	(21,388)	£19.38	16,547	£15.52
Cancelled during the year	(30,982)	£16.45	(82,337)	£15.41
Vested during the year	(217,432)	£19.51	(97,228)	£14.84
Outstanding at 31 December	626,891	£14.92	685,990	£19.03

Compensation expense in connection with the restricted stock awards was £3,556,000 in 2017 (2016: £5,087,000). The Interpublic Group of Companies, Inc. is responsible for issuing the shares upon settlement of the awards and therefore holds the equity balance for the equity settled awards. The weighted average fair value was impacted by the timing of transactions in the year alongside currency fluctuations between pound sterling and the US dollar.

##### Stock options

Stock options are granted at an exercise price equal to the market value of The Interpublic Group of Companies, Inc. common stock on the grant date and are thereafter generally exercisable between two and four years from the grant date and expiring ten years from the grant date (or earlier in the case of certain terminations of employment).

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 24 Share based payments (continued)

#### Stock options (continued)

Movements in the number of awards outstanding and their related weighted average exercise prices are as follows:

	2017 No. of Stock options	2017 Weighted average fair value (£)	2016 No. of stock options	2016 Weighted average fair value (£)
Outstanding as at 1 January	-	-	4,000	£15.73
Vested during the year	-	-	(4,000)	£15.73
Outstanding at 31 December	-	-	-	-

There were no stock options granted during the year ended 31 December 2017 (2016: nil). The grant-date fair value per option using the Black-Scholes option-pricing model was \$4.14 in 2013. The significant inputs into the model were weighted average share price and the exercise price of \$4.14 in 2013 at the grant date, volatility of 40.20%, dividend yield of 2.40%, and an expected option life of 6.9 years and an annual risk-free interest rate of 1.30%.

Compensation expense in connection with the restricted stock awards was nil in 2017 (2016: nil). The Interpublic Group of Companies, Inc. is responsible for issuing the shares upon settlement of the awards and therefore holds the equity balance for the equity settled awards.

The Interpublic Group of Companies, Inc., use the Black-Scholes option-pricing model to estimate the fair value of options granted, which requires the input of subjective assumptions including the option's expected term and the price volatility of the underlying stock. Changes in the assumptions can materially affect the estimate of fair value and our results of operations could be materially impacted. The weighted-average grant-date fair value per option during the years ended December 31, 2013 and 2012 was \$4.14 and \$4.24 respectively.

The fair value of each option grant has been estimated with the following weighted-average assumptions.

	2013
Expected volatility <sup>1</sup>	40.20%
Expected term (years) <sup>2</sup>	6.9
Risk free interest rate <sup>3</sup>	1.30%
Expected dividend yield <sup>4</sup>	2.40%

1 The expected volatility used to estimate the fair value of stock options awarded is based on a blend of:

(i) historical volatility of our common stock for periods equal to the expected term of our stock options and (ii) implied volatility of tradable forward put and call options to purchase and sell shares of our common stock.

2 The estimate of our expected term is based on the average of:

(i) an assumption that all outstanding options are exercised upon achieving their full vesting date and

(ii) an assumption that all outstanding options will be exercised at the midpoint between the current date (i.e., the date awards have rateably vested through) and their full contractual term. In determining the estimate, we considered several factors, including the historical option exercise behaviour of our employees and the terms and vesting periods of the options.

3 The risk free rate is determined using the implied yield currently available for zero-coupon U.S. government issuers with a remaining term equal to the expected term of the options.

4 The expected dividend yield is calculated based on an annualized dividend of \$0.30 per share in 2013.

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 25 Pensions

##### Defined contributions scheme

The Group participates in a number of defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in an independently administered fund. The pension cost represents contributions payable by the Group to the fund and amounted to £12,463,000 (2016: £10,206,000). At 31 December 2017, £1,149,000 remained unpaid and accrued (2016: £840,000).

##### Defined benefit scheme

Twelve subsidiary companies in the consolidation, along with other companies in the IPG Group within the UK also participate in The Interpublic Pension Plan ("the Plan"), which is a defined benefit plan providing benefits based on members' length of service and pensionable earnings. These twelve subsidiary companies, along with other companies in the IPG Group within the UK, are unable to identify their share of the underlying assets and liabilities in the Plan and therefore account for their participation in the Plan as a defined contribution plan, with contributions payable being charged to the profit and loss account in the period to which they relate, in accordance with FRS 102. The liability of the defined benefit scheme is accounted for under FRS 102 in the financial statements of the Company's ultimate UK parent company, Interpublic Limited, in its financial statements for the year ended 31 December 2017.

On 1 November 2002, the defined benefit pension scheme was closed to new entrants. At the same time, the Group and the schemes member agencies established a defined contribution scheme to provide pension benefits to new employees.

A comprehensive actuarial valuation of the pension scheme, using the projected unit credit method, was carried out at 31 March 2015 by Mercer Limited, independent consulting actuaries. Adjustments to the valuation at that date have been made based on the following assumptions:

	2017	2016
Expected rate of salary increases	N/A	3.35%
Expected rate of increase of pensions in payment:		
- for service before 1 July 2007	3.05%	3.05%
- for service after 1 July 2007	1.95%	1.95%
Discount rate	2.50%	2.70%
Rate of inflation (RPI)	3.30%	3.30%
Rate of inflation (CPI)	2.30%	2.30%

The mortality assumptions used were as follows:

	2017 Years	2016 Years
Longevity at age 65 for current pensioners		
- Men	24.0	24.0
- Women	26.3	26.2
Longevity at age 65 for future pensioners		
- Men	25.4	25.3
- Women	27.7	27.6

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 25 Pensions (continued)

#### Defined benefit scheme (continued)

As at 31 March 2015, the actuary calculated the funding deficit to be £50,100,000. In respect of this shortfall in funding in accordance with the previous recovery plan and with the revised schedule of contributions and latest recovery plan, both dated 23 June 2016, the employers will additionally contribute amounts to the Plan such that the cumulative amount totals at least £442,000 per month for each month between 1 July 2013 and 31 March 2016. The twelve subsidiary companies within this consolidation are contributing £436,000 per month towards this total. From 1 April 2016 to 31 December 2021 the employers will contribute £483,000 per month. The twelve subsidiary companies within this consolidation are contributing £476,000 per month towards this total. In respect of the period between 1 April 2016 and 30 September 2016, the difference between the previous contributions of £442,000 per month and the revised contributions of £483,000 per month was paid by 30 September 2016. In addition, a further contribution of £1,500,000 was paid by 30 September 2016. The twelve subsidiary companies within this consolidation are contributing £1,477,000 towards this total.

Towards the cost of ongoing benefit accrual, the participating employers paid contributions of 19.00% of active members' pensionable earnings for the period from 12 June 2013 to 31 March 2016 increasing to 27.90% of active members' pensionable earnings from 1 April 2016 to 30 September 2016. The balance of this cost was met by the active members who each paid contributions at the rate of 10.20% of pensionable earnings. Effective 1 October 2016, the Plan was closed to future accrual and the salary link for both active and linked members was broken. As a consequence, contributions from both employers and active members, relating to the cost of ongoing accrual, ceased from this date.

The cost of contributions to the Plan by the subsidiary companies within these consolidated financial statements amounted to £6,652,000 during the year (2016: £10,079,000). Interpublic Limited, an intermediary parent company and a wholly owned subsidiary of The Interpublic Group of Companies Inc., is the sponsoring member of the Interpublic Pension Plan.

### 26 Business combinations

The Group acquired four new companies in 2017.

#### SALT Limited

On 7 July 2017, the Group acquired the entire issued share capital of SALT Limited, which operates as a public relations consultancy. Consideration of £2,504,000 was paid in cash and contingent consideration is estimated at £2,210,000.

The acquisition method of accounting has been used for this business combination and goodwill of £2,807,000 arising from the acquisition was attributable to the economies of scale expected from combining the operations into the Group. The portion relating to the acquired customer base and trade name was not significant for separate valuation. Management have estimated the useful life of the goodwill to be 10 years based on an assessment of historic and future expected financial results.

The following table summarises the consideration paid by the Group, the fair value of assets acquired, and liabilities assumed at the acquisition date.

Consideration at 31 December 2017	£000's
Cash consideration	2,504
Contingent consideration	2,210
<b>Total consideration</b>	<b>4,714</b>

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 26 Business combinations (continued)

##### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value £000's
Tangible and intangible assets	255
Cash and cash equivalents	1,642
Work in progress	32
Trade and other receivables	926
Trade and other payables	(865)
Provisions for liabilities	(83)
Total identifiable net assets	1,907
Goodwill	2,807
<b>Total consideration</b>	<b>4,714</b>

The turnover from SALT Limited included in the consolidated profit and loss account for 2017 was £1,571,000. SALT Limited also contributed loss of £50,000 over the same period.

#### 101 Projects Limited

On 17 August 2017, the Group acquired the entire issued share capital of 101 Projects Limited which operates as advertising agents, advertisement contractors and designers of advertisements of every kind. Consideration of £3,473,000 was paid in cash and contingent consideration is estimated at £4,266,000.

The acquisition method of accounting has been used for this business combination and intangible assets of £6,837,000 arising from the acquisition were attributable to the acquired goodwill, customer list, trade name and economies of scale expected from combining the operations into the Group. Management have estimated the useful life of the trade name to be 10 years based on the period in which the company expects to utilise the trade name, and the useful life of goodwill and customer lists to be 10 years based on an assessment of historic and future expected financial results.

The following table summarises the consideration paid by the Group, the fair value of assets acquired, and liabilities assumed at the acquisition date.

Consideration at 31 December 2017	£000's
Cash	3,473
Contingent consideration	4,266
<b>Total consideration</b>	<b>7,739</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 26 Business combinations (continued)

#### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value
	£000's
Tangible assets	57
Cash and cash equivalents	1,685
Work in progress	(459)
Trade and other receivables	888
Trade and other payables	(1,269)
<b>Total identifiable net assets</b>	<b>902</b>
Trade name	15
Customer lists / relationships	1,000
Goodwill	5,822
<b>Total consideration</b>	<b>7,739</b>

The turnover from 101 Projects Limited included in the consolidated profit and loss account for 2017 was £2,081,000. 101 Projects Limited also contributed loss of £76,000 over the same period.

#### MullenLowe Profero London Limited

On 9 October 2017, the Group acquired the entire issued share capital of MullenLowe Profero London Limited which operates as a digital marketing services company. Consideration of £2,600,000 was paid by the issues of shares to IPG Europe Limited.

The acquisition method of accounting has been used for this business combination and goodwill of £3,914,000 arising from the acquisition was attributable to the economies of scale expected from combining the operations into the Group. The portion relating to the acquired customer base and trade name was not significant for separate valuation. Management have estimated the useful life of the goodwill to be 10 years based on an assessment of historic and future expected financial results.

The following table summarises the consideration paid by the Group, the fair value of assets acquired, and liabilities assumed at the acquisition date.

#### Consideration at 31 December 2017

	£000's
Equity instruments	2,600
<b>Total consideration</b>	<b>2,600</b>

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 26 Business combinations (continued)

##### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value £000's
Tangible assets	17
Cash and cash equivalents	2,071
Trade and other receivables	6,107
Trade and other payables	(9,509)
Total identifiable net liabilities	(1,314)
Goodwill	3,914
Total consideration	2,600

The turnover from MullenLowe Profero London Limited included in the consolidated profit and loss account for 2017 was £3,148,000. MullenLowe Profero London Limited also contributed a loss of £211,000 over the same period.

##### MullenLowe Profero Performance Limited

On 9 October 2017, the Group acquired the entire issued share capital of MullenLowe Profero Performance Limited which operates as a digital marketing services company. Consideration of £6,200,000 was paid by the issues of shares to IPG Europe Limited.

The acquisition method of accounting has been used for this business combination and goodwill of £3,322,000 arising from the acquisition was attributable to the economies of scale expected from combining the operations into the Group. The portion relating to the acquired customer base and trade name was not significant for separate valuation. Management have estimated the useful life of the goodwill to be 10 years based on an assessment of historic and future expected financial results.

The following table summarises the consideration paid by the Group, the fair value of assets acquired, and liabilities assumed at the acquisition date.

Consideration at 31 December 2017	£000's
Equity instruments	6,200
Total consideration	6,200



## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 26 Business combinations (continued)

##### Recognised amounts of identifiable assets acquired and liabilities assumed

	Fair Value and book value £000's
Cash and cash equivalents	3,424
Trade and other receivables	10,649
Trade and other payables	(11,195)
Total identifiable net assets	2,878
Goodwill	3,322
Total consideration	6,200

The turnover from MullenLowe Profero Performance Limited included in the consolidated profit and loss account for 2017 was £2,131,000. MullenLowe Profero Performance Limited also contributed a profit of £213,000 over the same period.

#### 27 Subsidiary financial statements audit exemptions

The Group's UK subsidiary companies listed below are exempt from the requirements of the Companies Act 2006 relating to the audit of individual financial statements by virtue of section 479A

Name	Co. No.	Registered office	Share class(es)	Share class %
Blue Barracuda Marketing Limited (In Liq)	4342237	3 Grosvenor Gardens, London, SW1W 0BD	Ord A / B £0.01	100.00
Brooklyn Brothers Limited (The)	6483331	3 Grosvenor Gardens, London, SW1W 0BD	Ord A / B £0.0001 Ord C / D £0.000001	100.00 100.00
Caudex Medical Limited (In Liq)	3759372	1st Floor, East Wing, Seacourt Tower, West Way, Oxford, OX2 0JJ	Ord £1	100.00
ChaseDesign Worldwide Limited	1973547	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
CMGRP Holdings Limited	3389561	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
CMGRP UK Limited	2442501	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Complete Medical Group Worldwide Limited	2709932	CMC House, 19 King Edward Street, Macclesfield, Cheshire, SK10 1AQ	Ord £1	100.00
Creation Communications Limited	5619191	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
CSIB (No. 1) Limited	7242304	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Delaney Lund Knox Warren and Partners Limited (In Liq)	1286253	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100.00
Double Helix Bio-Technology Development Limited	3069262	88 Baker Street, London, W1U 6TQ	Ord £1	100.00
Engels (No. 1) Limited	515994	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 27 Subsidiary financial statements audit exemptions (continued)

Name	Co. No.	Registered office	Share class(es)	Share class %
FBC (FutureBrand) Limited	2658364	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
FCB Europe Limited	3007253	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
FCB Inferno Limited	2586852	31 Great Queen Street, London, WC2B 5AE	Ord £1	100.00
Huge UK Limited	4235088	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Hugo & Cat Limited	4117164	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Hustle Digital Limited	9301204	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
ICC Health Limited	6367844	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Impact Image Limited (In Liq)	3123714	East Lodge, 116 High St, Cranleigh, Surrey, GU8 8AJ	Ord £1	100.00
Inferno Limited	2604658	31 Great Queen Street, London, WC2B 5AE	Ord £0.01	100.00
Interpublic GIS (UK) Limited	2724363	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
IPG PFP General Partner Limited	5C412766	1 Exchange Cres, Conference Sq., Edinburgh EH3 8UL	Ord £1	100.00
IPG PFP Limited Partner Limited	5C412768	1 Exchange Cres, Conference Sq., Edinburgh, EH3 8UL	Ord £1	100.00
Jack Morton Worldwide Limited	3189671	16-18 Acton Park Industrial Estate, The Vale W3 7QE	Ord £1	100.00
Lakestar Media Limited	6413960	3 Grosvenor Gardens, London, SW1W 0BD	Ord £0.01	100.00
Lowe International Limited	1709017	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £0.10	100.00
Martin Agency Limited (The)	8684283	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
McCann Complete Medical Limited	2503062	CMC House, 19 King Edward Street, Cheshire, SK10 1AQ	Ord £1	100.00
McCann Manchester Limited	1993425	Bonis Hall, Prestbury, Macclesfield, Cheshire, SK10 4EF	Ord £1	100.00
McCann-Erickson Advertising Limited	1372305	7-11 Herbrand Street, London, WC1N 1EX	Ord £1	100.00
McCann-Erickson Central Limited	1983874	McCann House, Highlands Road, Shirley, Solihull, West Midlands, B90 4WE	Ord £1	100.00
McCann-Erickson EMEA Limited	830956	7-11 Herbrand Street, London, WC1N 1EX	Ord £1	100.00
McCann-Erickson Healthcare UK Limited	687406	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
McCann-Erickson Network Limited	1977043	Bonis Hall, Prestbury, Macclesfield, Cheshire, SK10 4EF	Ord £1	100.00
McCann-Erickson UK Group Limited	3640484	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Mediabrand EMEA Limited	1206089	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Mediabrand International Limited	3970701	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Mediabrand Limited	773961	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Miller Starr Limited	2107814	Bankside Studios, 76-80 Southwark St London, SE1 0PN	Ord £1	100.00
Momentum Activating Demand Limited	7949786	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
MRM Worldwide (UK) Limited	2507164	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Mubaloo Limited	6770774	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
MullenLowe Group Limited	506057	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100.00
MullenLowe London Limited	680779	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1 Ord A £1	100.00
MullenLowe Open Limited	3556415	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100.00
MullenLowe Profero London Limited	7020571	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
MullenLowe Profero Performance Limited	7018892	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Octagon Athlete Representation Limited	1064273	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Octagon Worldwide Limited	2704128	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Optimum4 Limited	3541524	West One, 100 Wellington St, Leeds, LS1 4LT	Ord £0.001	100.00
Orion Trading EMEA Limited	3404334	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
R/GA Media Group Limited	2366324	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 27 Subsidiary financial statements audit exemptions (continued)

Name	Co. No.	Registered office	Share class(es)	Share class %
Rapport Outdoor Limited	2230412	4th FL, The Place, 175 High Holborn, London, WC1V 7AA	Ord £1	100.00
Salt Limited	3885565	C-Space, 37-45 City Road, London EC1Y 1AT	Ord A Ord B Ord C Growth £0.01	100.00
Stickyeyes Limited	4633595	West One, 100 Wellington St, Leeds, LS1 4LT	Ord £0.001	100.00
Tale Limited (In Liq)	8315633	East Lodge Hs, 116 High St, Cranleigh, Surrey, GU6 8AJ	Ord £1.00	100.00
Velocity 360 Limited	1983879	Discovery Hs, Redcliff Quay, 125 Redcliff St, BS1 6HU	Ord £1	100.00
TRW Digital Limited (In Liq)	8489834	3 Grosvenor Gardens, London, SW1W 0BD	Ord £0.01	100.00
Weber Shandwick International Limited	2258441	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Wellset Repro Limited	3205960	East Lodge Hs, 116 High St, Cranleigh, Surrey, GU6 8AJ	Ord A	100.00
Zazzle Media Limited	7592862	West One, 100 Wellington St, Leeds, LS1 4LT	Ord £1	100.00
101 Projects Limited	7483043	West Wing, Somerset House, London WC2R 1LA	Ord £1	100.00

#### Dormant subsidiaries: (not utilising S479A)

Name	Co. No.	Registered office	Share class(es)	Share class %
McCann Health Limited	1993918	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Lowe & Partners Limited (In Liq)	7258427	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100.00

#### Foreign subsidiaries: (not utilising S479A)

Name	Country	Registered office	Share class(es)	Ult %
Cadreon Belgium BVBA	Belgium	Ildefonse Vandammestraat 5-7D, 1560 Hoeilaart	Ord NPV	100.00
Orlon Capital Belgium BVBA	Belgium	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord NPV	96.02
McCann-Erickson N.V.	Belgium	Avenue de Cortenbergh 100, 1000 Brussels, Belgium	Ord NPV	100.00
Mediabrand Belgium S.A.	Belgium	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord NPV	96.00
McCann Complete Medical Canada Limited	Canada	207 Queen's Quay West, Suite 400, Toronto M5J 1A7	Ord NPV	100.00
Hackeragency s.r.o.	Czech Rep	Jankovcova 1522/53, Prague 7- Holesovice, 17000	Ord CZK1	100.00
FCB Estonia OU	Estonia	Lilvalaia 22, Tallinn , 10118 , Estonia	Ord €1	100.00
Outdoor Services S.A.	Greece	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord €56	96.00
Initiative Media Advertising S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.98
MullenLowe Communications S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.99
Mediabrand Advertising S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.99
Universal Media Advertising (Hellas) S.A.	Greece	89-91 Ethnikis Antistaseos Street, 15231 Halandri, Athens, Greece	Ord €3	99.52
Magna Ireland Media Limited	Ireland	5th Fl, Beaux Lane Hs, Mercer St Lower, Dublin 2	Ord A/B/C/ €1	50.00
McCann Worldgroup Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00
Craft Worldwide Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00
U2 Media Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 27 Subsidiary financial statements audit exemptions (continued)

Name	Country	Registered office	Share class(es)	Ult %
Universal McCann Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00
Magna Global Polska Sp. z.o.o.	Poland	ul. Domaniewska 39, 02-672, Warsaw, Poland	Ord PLN500	33.33
Reprise Media Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN50	50.00
R/GA Digital Media Group SRL	Romania	50-52 Buzesti St., Fl 2, Sector 1, Bucharest, 011015	Ord RON10	100.00
FCB Zurich GmbH	Switzerland	Heinrichstrasse 267, 8005, Zurich, Switzerland	Ord CHF1,000	100.00
Lowe Investments Limited	Mauritius	c/o Abax Corporate Services Limited, 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius	Ord £1	100.00

#### Other qualifying undertakings:

Name	Co. No.	Head office	Share class	Share class %
IPG PFP Scottish Limited Partnership Limited	9991	1 Exchange Crescent, Conference Square, Edinburgh, Scotland, EH3 8UL	Partnership	16.67

#### 28 Events post statement of financial position

On 30 April 2018 the Group acquired the entire issued share capital of Independent Talent Brands Limited, a company registered in the UK. On 4 July 2018 the Group acquired the entire issued share capital of That Lot Creatives Limited, a company registered in the UK. A meaningful estimate of the financial effect of the acquisitions cannot be made until full results for 2018 are available. There were no other material events post year end.

#### 29 Ultimate parent undertaking and controlling party

The immediate parent undertaking is IPG Europe Limited, a company registered in England and Wales. Copies of its financial statements are available at 3 Grosvenor Gardens, London, SW1W 0BD.

The ultimate parent undertaking and controlling party is The Interpublic Group of Companies, Inc., a company incorporated in the United States of America.

The Interpublic Group of Companies, Inc. is the parent undertaking of the largest and smallest group of undertakings to consolidate these consolidated financial statements at 31 December 2017. The consolidated financial statements for The Interpublic Group of Companies, Inc. can be obtained from 909 Third Avenue, New York, NY, 10022, USA.

#### 30 Company information

The Company is registered in the United Kingdom and its registered office is 3 Grosvenor Gardens, London, SW1W 0BD.