

**These accounts are being filed as part of the  
subsidiary package for FCB Europe Limited,  
company number: 3007253**

# **IPG Holdings (UK) Limited**

**Directors' Report, Strategic Report  
and Consolidated Financial Statements  
Year ended 31 December 2019**

**Registered Number: 2353279**

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# **IPG Holdings (UK) Limited**

## **Strategic Report for the year ended 31 December 2019**

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 2019.

### **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:

Axiom Limited  
CMGRP Holdings Limited  
CMGRP UK Limited  
Complete Medical Group Worldwide Limited  
Creation Communications Limited  
Engels (No.1) Limited  
Jack Morton Worldwide Limited  
Kinesso Limited  
Lowe International Limited  
Lowe Investments Limited  
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 £24.7m (2018: profit of £29.0m). 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 £111.1m as at 31 December 2019 (2018: net assets of £87.7m).

On 1 April 2019 the Group acquired the business and assets of The Bright Consultancy Limited.

During the year, the Group received dividends to the value of £nil (2018: £ nil) and paid a dividend of £nil (2018: £9,000).

### **Branches outside the UK**

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

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

# IPG Holdings (UK) Limited

## Strategic Report for the year ended 31 December 2019 (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 2019 and 31 December 2018 are shown below:

2019	CMG	MullenLowe	Mediabrand	FCB	McCann	Other	Total
	£000's	£000's	£000's	£000's	£000's	£000's	£000's
Turnover	200,141	109,153	1,073,508	29,871	545,558	43,003	2,001,234
Gross profit	114,514	64,316	172,457	15,921	230,155	33,771	631,134
Operating profit/(loss)	13,710	(4,013)	31,575	838	35,018	(28,643)	48,485
Operating margin	6.9%	(3.7%)	2.9%	2.8%	6.4%	(66.6%)	2.5%
Employee costs	65,566	40,323	99,135	8,480	144,090	21,966	379,560
Employee costs as % of gross profit	57.3%	62.7%	57.5%	53.3%	62.6%	65.0%	60.1%

2018	CMG	MullenLowe	Mediabrand	FCB	McCann	Other	Total
	£000's	£000's	£000's	£000's	£000's	£000's	£000's
Turnover	178,426	131,485	873,744	32,582	489,212	55,678	1,761,127
Gross profit	101,200	69,804	128,282	18,129	226,840	48,750	593,005
Operating profit/(loss)	14,346	(4,284)	16,170	(713)	32,161	(16,538)	41,142
Operating margin	8.0%	(3.3%)	1.9%	(2.2%)	6.6%	(29.7%)	2.3%
Employee costs	62,537	39,063	80,633	11,748	143,166	21,189	358,336
Employee costs as % of gross profit	61.8%	56.0%	62.9%	64.8%	63.1%	43.5%	60.4%

# **IPG Holdings (UK) Limited**

## **Strategic Report for the year ended 31 December 2019 (continued)**

### **Exceptional items**

During the year the Group disposed of goodwill resulting in an exceptional loss of £1,602,000.

### **Stakeholders**

The Directors of the Company have acted in accordance with their duties codified in law. In particular, the Directors have acted in the way in which they consider, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole, and in doing so have had regard to the stakeholders and (amongst other matters) to the matters set out in Section 172(1) of the Companies Act 2006.

The Company's ultimate parent company is The Interpublic Group of Companies, Inc. ("IPG") and the Company and all companies within the global IPG group comply with the policies and procedures issued by IPG. This ensures that the companies in the IPG group, including the Company, promote a consistent culture globally that aligns with all key areas of the IPG group policies and procedures, including ensuring that minimum standards and values are adhered to during the financial year in relation to supplier management and outsourcing, customer and business conduct, human resources and the environment.

The following is the Section 172 Statement of the Company and describes how the Directors have had regard to the matters set out in Section 172(1)(a) to (f) of the Companies Act 2006 in exercising their duty to promote the success of the Company for the benefit of its members as a whole.

The directors of the individual companies within the Group have reported their Section 172(1) Directors' responsibilities to stakeholders in their individual statutory accounts, where required to, and which are publically available.

### **Having regard to the likely consequences of any decision in the long term s172(1)(a)**

The Group, which operates 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 relies on the trusting and positive engagement it has with its stakeholders to ensure it operates sustainably in the long term.

Additionally, the directors have made decisions and set strategy to ensure that the Company continues to direct its available capital and resources to areas within the business that will produce sustainable profits for shareholders.

### **Having regard to the interests of the Company's employees s172(1)(b)**

*The Company takes pride in its reputation for creativity, high moral and ethical standards and adherence to sound and equitable business ethics. The directors ensure that the Company strives at all times to promote an inclusive work environment that fosters creativity, encourages collaboration and promotes growth. As such, we aim to treat all of our colleagues with fairness, dignity and respect.*

For example, the directors oversee the annual training for all employees on the content of the Employee Code of Conduct issued by IPG. The Employee Code of Conduct sets expectations for a work environment that embodies respect and dignity for all employees and provides for, amongst other things, anti-harassment and anti-discrimination policies and procedures for the receipt of anonymous complaints or concerns from employees. The Employee Code of Conduct can be found on IPG's website <https://www.interpublic.com/about/corporate-governance/>.

# IPG Holdings (UK) Limited

## Strategic Report for the year ended 31 December 2019 (continued)

### Diversity

IPG is continually forging a culture of diversity and inclusion, including establishing the industry's first office of global diversity and inclusion, which reports directly to IPG's Chairman and CEO.

For 10 years, IPG has repeatedly received a perfect score of 100 percent on the Human Rights Campaign Corporate Equality Index (CEI), which is a measure of inclusive benefits, policies, and activities that support LGBTQ+ employees.

Consistent with the standards and values of the global IPG group, the directors recognise the value diversity brings to a company, by building on and embracing the different talents and strengths of each employee. The directors have fostered a collaborative environment that encourages growth and integrity.

### **Having regard to the need to foster the Company's business relationships with suppliers, customers and others s172(1)(c)**

#### Suppliers

The Directors seek to balance the benefits of maintaining strong relationships with a diverse range of key suppliers, in conjunction with ensuring the need to obtain value for money for our investors and providing a high quality of service to customers. The Company seeks out suppliers, consultants, freelancers and other business partners that share the Company's values and ethical standards and those of IPG.

The Company understands that suppliers are independent entities, but the business practices and actions of a supplier may significantly impact and/or reflect upon us, our reputation and our brands, which is one of our most important assets. Because of this, IPG and the Company expect all suppliers and their employees, agents and subcontractors (their representatives) to adhere to The IPG Supplier Code of Conduct while they are conducting business with and/or on behalf of IPG or its affiliates. The IPG Supplier Code of Conduct can be found on IPG's website at <https://www.interpublic.com/wp-content/uploads/2019/07/SPP382SupplierCodeofConduct.pdf>.

#### Customers

The Group works with its clients and customers to ensure that the marketing communications programs designed for them are most efficiently and effectively moving their businesses forward. In order to ensure that the Group's clients are successful and that the Company maintains its competitive positioning in the marketplace, the Group always makes certain that its business is aligned with clients' changing needs and the ever-changing consumer landscape. Ours is a talent business and, to serve our clients in the best way possible, the Group must recruit and retain top talent.

### **Having regard to the impact of the Company's operations on the community and the environment s172(1)(d)**

The directors, in line with IPG's guidance, believe that the Group and its employees can contribute to global sustainability by making smarter choices in how we conduct business. IPG is committed to operating as sustainably as possible, and in a way that is in sync with the long-term health of our environment. IPG and its global companies are dedicated to three core principles of purpose: we use our expertise as marketers to make a difference in communities locally and around the World; we take care of and invest in our people; and we ensure a fair governance structure at the Company. This policy not only serves to reduce our impact on the environment, but can also lead to cost savings, help us align with our clients' expectations, and demonstrate our responsibility to other important stakeholders by tracking our progress.

IPG has been promoted to a number of sustainability indices (S&P 500 ESG and the S&P Global 1200 index's) for the work it has carried out in promoting sustainability within the group. Additionally, IPG is committed to advancing the United Nations Sustainable Development Goals (SDGs). IPG has adopted SDG 6, access to water and sanitation, as part of its role in Common Ground, the initiative that brings together the largest holding companies in the advertising and marketing sector in support of the SDGs.

# IPG Holdings (UK) Limited

## Strategic Report for the year ended 31 December 2019 (continued)

As part of the global IPG group, the Group and its subsidiaries complies with a published Sustainability and Environmental Impact Policy which can be found on IPG's website at <https://www.interpublic.com/wp-content/uploads/2019/07/SPP-121-Sustainability-Environmental-Impact.pdf>.

This policy serves to establish best practices in which individual employees as well as the group as a whole can reduce our impact on the environment.

### **Having regard to the desirability of the Company maintaining a reputation for high standards of business conduct s172(1)(e)**

The Groups' business is based on relationships and trust with all of its stakeholders, including customers, clients and suppliers. Maintaining an excellent reputation is important to the success of the Group and its stakeholders. To ensure the best and most honest relationships with all of our stakeholders, the group operates with integrity and transparency in all of its interactions. The Employee Code of Conduct and the Supplier Code of Conduct form the foundation of how the Company does business on a day-to-day basis. As stated above, the Directors oversee the annual employee training on the Employee Code of Conduct.

The Directors ensure that the Company adheres to the policies and programs developed and implemented by IPG. This ensures we are accountable to all of our stakeholders—investors, clients, employees and customers. In addition to the Employee Code of Conduct and Supplier Code of Conduct, IPG also has, an Anti-Harassment and Equal Employment Policy and an Anti-Corruption Policy, both of which can be found on IPG's website at <https://www.interpublic.com/about/corporate-governance/>.

### **Having regard to the need to act fairly as between members of the Company s172(1)(f)**


The Company is ultimately 100% owned and controlled by IPG. The Company has only one class of shares, so all shareholders benefit from the same rights, as set out in the Company's articles of association and the Companies Act 2006. The Directors recognise their legal and regulatory duties, including under the EU Market Abuse Regulation, and do not take actions that would provide any shareholder or group of shareholders with any unfair advantage or position compared to the shareholders as a whole.

### **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 2019, 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 Kay, Sep 10, 2020 15:01 GMT+1

Warren Spencer Kay  
Director

10 September 2020

# IPG Holdings (UK) Limited

## Directors' Report for the year ended 31 December 2019

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 2019.

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 a dividend of £nil during the financial year (2018: £9,000). 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 2019 was mainly as follows: trade debtors £392,549,000, amounts owed by Group undertakings £267,361,000, other debtors £20,359,000 and prepayments and accrued income £73,695,000 (2018: £338,836,000, £207,167,000, £7,082,000 and £66,408,000 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 2019 (2018: 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 2019 (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:

	Date of Appointment	Date of Resignation
Warren Spencer Kay	5 May 2011	
Derek John Coleman	29 May 2012	
William Francis Cleary	22 May 2014	26 March 2020
Steven M Boden	26 March 2020	

### Events post statement of financial position

Since 31 December 2019, COVID-19 has been declared as a pandemic. The Company has determined that, in line with Section 32 of FRS102, this is a non-adjusting event after the end of the reporting period.

### 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 2019 (continued)

### Statement of directors' responsibilities (continued)

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

The directors consider that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the group and company's position and performance, business model and strategy.


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 Kay, Sep 10, 2020 15:01 GMT-31

Warren Spencer Kay  
Director

10 September 2020

# 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 2019 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 2019 and the Company statement of financial position as at 31 December 2019; the Consolidated profit and loss account for the year ended 31 December 2019 and the Consolidated statement of comprehensive income for the year ended 31 December 2019; the Consolidated statement of cash flows for the year ended 31 December 2019; the Consolidated statement of changes in equity for the year ended 31 December 2019 and the Company statement of changes in equity for the year ended 31 December 2019; 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 where:

- 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.

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

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

## ***Independent auditors' report to the members of IPG Holdings (UK) Limited (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 2019 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 8, 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  
10 September 2020

## IPG Holdings (UK) Limited

### Consolidated profit and loss account for the year ended 31 December 2019

	Note	2019 £000's	2018 £000's
Turnover	5	2,001,234	1,761,127
Cost of sales		(1,370,100)	(1,168,122)
<b>Gross profit</b>		<b>631,134</b>	<b>593,005</b>
Administrative expenses	6	(583,101)	(551,957)
Distribution costs		(453)	(759)
Other operating income		905	853
<b>Operating profit</b>	6	<b>48,485</b>	<b>41,142</b>
Interest receivable and similar income	7	5,976	3,187
Interest payable and similar expenses	8	(13,538)	(9,564)
Exceptional gain on disposal of subsidiaries		-	2,878
Exceptional loss on disposal of goodwill	12	(1,602)	-
<b>Profit before taxation</b>		<b>39,321</b>	<b>37,643</b>
Tax on profit	11	(14,586)	(8,619)
<b>Profit for the financial year</b>		<b>24,735</b>	<b>29,024</b>
<b>Profit for the financial year attributable to:</b>			
Owners of the parent		25,317	28,615
Non-controlling interests	20	(582)	409
<b>Profit for the financial year</b>		<b>24,735</b>	<b>29,024</b>

All operations are continuing.

The accompanying notes from pages 19 to 55 form an integral part of these consolidated financial statements.

# IPG Holdings (UK) Limited

## Consolidated statement of comprehensive income for the year ended 31 December 2019

	Note	2019 £000's	2018 £000's
Profit for the financial year		24,735	29,024
Other comprehensive (loss)/income			
- currency translation differences		(1,317)	2,004
<b>Total comprehensive income for the year</b>		<b>23,418</b>	<b>31,028</b>
<b>Total comprehensive income/(loss) attributable to:</b>			
- owners of the parent		24,000	30,619
- non-controlling interests	20	(582)	409
		<b>23,418</b>	<b>31,028</b>


# IPG Holdings (UK) Limited

## Consolidated statement of financial position As at 31 December 2019

	Note	2019 £000's	2018 £000's
<b>Fixed assets</b>			
Intangible assets	12	253,870	282,997
Tangible assets	13	46,789	39,782
Investments	14	7,111	7,111
Interest in associate	14	-	3
		<b>307,770</b>	<b>329,893</b>
<b>Current assets</b>			
Work in progress		60,299	53,828
Debtors	15	761,880	629,752
Cash at bank and in hand		287,063	369,879
		<b>1,109,242</b>	<b>1,053,459</b>
Creditors: amounts falling due within one year	16	(1,240,241)	(1,222,235)
<b>Net current liabilities</b>		<b>(130,999)</b>	<b>(168,776)</b>
<b>Total assets less current liabilities</b>		<b>176,771</b>	<b>161,117</b>
Creditors: amounts falling due after more than one year	17	(55,251)	(64,183)
Provisions for liabilities	18	(10,421)	(9,253)
<b>Net assets</b>		<b>111,099</b>	<b>87,681</b>
<b>Capital and reserves</b>			
Called up share capital	19	1,602	1,602
Share premium account		8,536	8,536
Capital redemption reserve		100	100
Currency translation reserve		(1,495)	(178)
Retained earnings		101,739	76,422
<b>Total equity attributable to owners of the parent</b>		<b>110,482</b>	<b>86,482</b>
Non-controlling interests	20	617	1,199
<b>Total equity</b>		<b>111,099</b>	<b>87,681</b>

The asset retirement obligation was restated as the accounting for these provisions in the subsidiary companies was aligned.

The consolidated and Company financial statements on pages 12 to 55 were approved by the board of directors on 10 September 2020 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 2019

	Note	2019 £000's	2018 £000's
<b>Fixed assets</b>			
Investments	14	426,741	376,927
<b>Current assets</b>			
Debtors: amounts falling due within one year	15	42,835	17,633
Cash at bank and in hand		83,143	181,617
		125,978	199,250
Creditors: amounts falling due within one year	16	(450,656)	(466,911)
<b>Net current liabilities</b>		<b>(324,678)</b>	<b>(267,661)</b>
<b>Total assets less current liabilities</b>		<b>102,063</b>	<b>109,266</b>
Creditors: amounts falling due after more than one year	17	(21,457)	(21,457)
<b>Net assets</b>		<b>80,606</b>	<b>87,809</b>
<b>Capital and reserves</b>			
Called-up share capital	19	1,602	1,602
Share premium account		8,536	8,536
Capital redemption reserve		100	100
Retained earnings		70,368	77,571
<b>Total equity</b>		<b>80,606</b>	<b>87,809</b>

The consolidated and Company financial statements on pages 12 to 55 were approved by the board of directors on 10 September 2020 and signed on its behalf by:

  
Warren Spencer Kay (SGL 10, 2020 (SGL 10) - 1)

Warren Spencer Kay  
Director  
IPG Holdings (UK) Limited

# IPG Holdings (UK) Limited

## Consolidated statement of changes in equity for the year ended 31 December 2019

	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 2018	1,602	8,536	100	(2,182)	47,816	55,872	1,990	57,862
Profit for the financial year	-	-	-	-	28,615	28,615	409	29,024
Other comprehensive income	-	-	-	2,004	-	2,004	-	2,004
<b>Total comprehensive income for the year</b>	-	-	-	2,004	28,615	30,619	409	31,028
Acquisition of non-controlling interests	-	-	-	-	-	-	(1,200)	(1,200)
Dividends paid	-	-	-	-	(9)	(9)	-	(9)
Total transactions with owners, recognised directly in equity	-	-	-	-	(9)	(9)	(1,200)	(1,209)
<b>At 31 December 2018 and 1 January 2019</b>	<b>1,602</b>	<b>8,536</b>	<b>100</b>	<b>(178)</b>	<b>76,422</b>	<b>86,482</b>	<b>1,199</b>	<b>87,681</b>
Profit/(loss) for the financial year	-	-	-	-	25,317	25,317	(582)	24,735
Other comprehensive loss	-	-	-	(1,317)	-	(1,317)	-	(1,317)
<b>Total comprehensive income/(loss) for the year</b>	-	-	-	(1,317)	25,317	24,000	(582)	23,418
<b>At 31 December 2019</b>	<b>1,602</b>	<b>8,536</b>	<b>100</b>	<b>(1,495)</b>	<b>101,739</b>	<b>110,482</b>	<b>617</b>	<b>111,099</b>



## IPG Holdings (UK) Limited

### Company statement of changes in equity for the year ended 31 December 2019

	Called up share capital	Share premium account	Capital redemption reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000
At 1 January 2018	1,602	8,536	100	72,170	82,408
Profit for the financial year and total comprehensive income	-	-	-	5,401	5,401
Total transactions with owners, recognised directly in equity	-	-	-	-	-
<b>At 31 December 2018 and 1 January 2019</b>	<b>1,602</b>	<b>8,536</b>	<b>100</b>	<b>77,571</b>	<b>87,809</b>
Loss for the financial year and total comprehensive expense	-	-	-	(7,203)	(7,203)
<b>Total transactions with owners, recognised directly in equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At 31 December 2019</b>	<b>1,602</b>	<b>8,536</b>	<b>100</b>	<b>70,368</b>	<b>80,606</b>

# IPG Holdings (UK) Limited

## Consolidated statement of cash flows for the year ended 31 December 2019

	Note	2019	2018
<b>Cash flow from operating activities</b>		<b>£'000</b>	<b>£'000</b>
Profit for the financial year after tax attributable to owners of the parent		25,317	28,615
<i>Adjustments for:</i>			
Tax on profit		14,586	8,619
Net interest expense	7 & 8	7,562	6,377
Non-controlling interests	20	(582)	409
Gain on disposal of subsidiaries		-	(2,878)
Loss on disposal of goodwill	12	1,602	-
<b>Operating profit</b>		<b>48,485</b>	<b>41,142</b>
Amortisation of intangible assets	12	34,410	29,231
Depreciation of tangible assets	13	9,215	8,726
(Gain)/Loss on disposal of tangible assets	6	(21)	159
Loss on disposal of intangible assets	12	(1,867)	-
Gain on disposal of subsidiaries		-	2,878
Increase in provisions		1,168	721
Bad debt provision		(3,026)	877
<b>Working capital movements:</b>			
(Increase)/decrease in work in progress		(6,471)	7,446
Increase in debtors		(129,099)	(140,922)
Increase/(decrease) in payables		61,130	(3,519)
<b>Net cash generated from/(used in) operations</b>		<b>13,924</b>	<b>(53,261)</b>
Taxation paid	11	(10,508)	(5,000)
<b>Net cash generated from /(used in) operating activities</b>		<b>3,416</b>	<b>(58,261)</b>
<b>Cash flows from investing activities</b>			
Cash acquired from acquisitions	26	-	12,529
Purchase of tangible assets		(17,089)	(12,303)
Proceeds from disposal of tangible assets		888	276
Cash paid on existing acquisition obligations		(23)	(13,733)
Cash paid for new acquisitions in the year		(500)	(27,049)
Payment to acquire non-controlling interest	20	-	(1,200)
<b>Net cash used in investing activities</b>		<b>(16,724)</b>	<b>(41,480)</b>
<b>Cash flows from financing activities</b>			
Dividends paid	19	-	(9)
Interest paid	8	(13,538)	(9,564)
Interest received	7	5,976	3,187
<b>Net cash used in financing activities</b>		<b>(7,562)</b>	<b>(6,386)</b>
Exchange (loss)/gain on cash and cash equivalents		(1,317)	2,004
<b>Net decrease in cash and cash equivalents</b>		<b>(22,187)</b>	<b>(104,123)</b>
<b>Cash and cash equivalents at beginning of year consist of:</b>			
Cash at bank and in hand		369,879	218,760
Bank loans and overdrafts		(681,970)	(426,728)
<b>Cash and cash equivalents</b>		<b>(312,091)</b>	<b>(207,968)</b>
<b>Cash and cash equivalents at end of year consist of:</b>			
Cash at bank and in hand		287,063	369,879
Bank loans and overdrafts		(621,341)	(681,970)
<b>Cash and cash equivalents</b>		<b>(334,278)</b>	<b>(312,091)</b>

# **IPG Holdings (UK) Limited**

## **Notes to the financial statements for the year ended 31 December 2019**

### **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 2006.

### **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 14 shows that the Group has net assets of £111,099,000 (2018: £87,681,000). The Company statement of financial position set out on page 15 shows that the Company has net assets of £80,606,000 (2018: £87,809,000). 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 2019.

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 2019 (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 2019.

*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.

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) Exemptions for qualifying entities under FRS 102

The Group and Company have taken advantage of the exemption, under FRS 102 paragraph 1.12(c), to the disclosure requirements of FRS 102 section 11 Basic Financial Instruments paragraphs 11.39 to 11.48A, and FRS 102 section 12 Other Financial Instrument Issues, paragraphs 12.26 to 12.29A, on the basis that it is a qualifying entity and the consolidated accounts of The Interpublic Group of Companies Inc. include the equivalent disclosures.

The Group and Company have also taken advantage of the exemption, under FRS 102 paragraph 1.12(c), to the disclosure requirements of FRS 102 section 11 Basic Financial Instruments paragraphs 11.39 to 11.48A, and FRS 102 section 12 Other Financial Instrument Issues, paragraphs 12.26 to 12.29A, on the basis that it is a qualifying entity and the consolidated accounts of The Interpublic Group of Companies Inc. include the equivalent disclosures.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### e) 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.

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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### e) Revenue recognition (continued)

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.

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.

#### f) Interest income

Interest income is recognised using the effective interest rate method.

#### g) Dividend income

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

#### h) 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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### h) Employee benefits (continued)

##### 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.

##### 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.

#### i) 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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### j) Borrowing costs

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

#### k) 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.

#### l) 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.

#### m) 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.

#### n) 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.



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### (o) 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.

#### p) 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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### q) 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.

#### r) 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.

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.

#### s) 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.

#### t) 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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### t) Financial instruments (continued)

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.

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.

#### u) 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.

#### v) Deferred income

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

#### w) 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.

#### x) 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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### y) 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.

#### z) 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.

#### aa) 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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

#### (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.

#### (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

	2019 £000's	2018 £000's
<b>Turnover by segment</b>		
IAN	1,801,093	1,594,944
CMG	200,141	166,183
	<b>2,001,234</b>	<b>1,761,127</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.

	2019 £000's	2018 £000's
<b>Turnover by origin</b>		
United Kingdom	1,527,547	1,370,755
Rest of Europe	472,412	388,766
Rest of World	1,275	1,606
	<b>2,001,234</b>	<b>1,761,127</b>

	2019 £000's	2018 £000's
<b>Profit before taxation by origin</b>		
United Kingdom	28,208	25,069
Rest of Europe	7,052	12,393
Rest of World	4,061	181
	<b>39,321</b>	<b>37,643</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 5 Segmental reporting (continued)

	2019 £000's	2018 £000's
<b>Net assets by origin</b>		
United Kingdom	38,344	22,290
Rest of Europe	40,126	37,233
Rest of World	32,629	28,158
	<b>111,099</b>	<b>87,681</b>

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	2019 £000's	2018 £000's
<b>Employee costs</b>	9 & 10	<b>379,560</b>	358,336
<b>Depreciation</b>			
- tangible assets	13	9,215	8,726
<b>Amortisation</b>			
- goodwill, trademarks and customer lists	12	34,410	29,949
<b>Remuneration of auditors</b>			
- audit of the Company and the Group's consolidated financial statements		893	858
- other audit fees for Group reporting		67	92
<b>Bad debt - provision (decrease)/increase</b>		<b>(3,026)</b>	877
<b>(Gain)/loss on disposal of tangible assets</b>		<b>(21)</b>	159
<b>Exchange loss</b>		<b>572</b>	1,073
<b>Operating lease rentals</b>			
- office space		19,578	22,377
- other		30	688
<b>Rental income receivable</b>		<b>(3,923)</b>	(3,966)

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 7 Interest receivable and similar income

	2019	Restated 2018
	£000's	£000's
Bank interest received	4,231	2,888
Interest received from other Group undertakings	1,745	299
	<b>5,976</b>	<b>3,187</b>

Interest receivable and similar income was restated to separately disclose interest received from other Group undertakings.

### 8 Interest payable and similar expenses

	2019	2018
	£000's	£000's
Interest payable to Group undertakings	2,009	2,539
Interest payable on bank overdrafts	10,440	6,330
Unwinding of discount	1,089	695
	<b>13,538</b>	<b>9,564</b>

### 9 Employee costs

	2019	2018
	£000's	£000's
Wages and salaries (including directors)	298,294	279,938
Social security costs	38,183	37,598
Defined contribution pension costs (note 25)	17,463	14,879
Defined benefit pension costs (note 25)	6,188	6,282
Severance expense	5,365	5,136
Share based payments costs (note 24)	5,030	3,360
Miscellaneous, non-share based incentives and other costs	9,037	11,143
Employee costs	<b>379,560</b>	<b>358,336</b>

The Company had no employees during the year (2018: none).

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

	2019 Number	2018 Number
United Kingdom	4,687	4,609
Rest of Europe	657	562
Rest of World	69	20
Average monthly number employed	<b>5,413</b>	<b>5,191</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 9 Employee costs (continued)

#### Key management compensation

The Company paid no key management compensation during the year (2018: 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 (2018: nil) as the directors received no remuneration with respect to their services to the Company in the financial year.

### 11 Tax on profit

	2019 £'000	2018 £'000
<b>Current taxation</b>		
UK corporation taxation		
- Subsidiary undertakings	9,856	9,085
Foreign taxation		
- Subsidiary undertakings	2,596	2,116
	<b>12,452</b>	<b>11,201</b>
Adjustments in respect of prior years		
- UK corporation taxation	258	(558)
- Foreign taxation	66	43
	<b>324</b>	<b>(515)</b>
<b>Total current taxation</b>	<b>12,776</b>	<b>10,686</b>
<b>Deferred taxation</b>		
Adjustments in respect of prior years	326	82
Origination & reversal of timing differences	1,484	(2,186)
Effect of change in the tax rate	-	37
<b>Total deferred taxation</b>	<b>1,810</b>	<b>(2,067)</b>
<b>Tax on profit</b>	<b>14,586</b>	<b>8,619</b>



# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 11 Tax on profit (continued)

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

The tax assessed for the year is higher (2018: higher) than the standard rate of corporation tax in the UK of 19% (2018: 19%). The difference is explained below:

	2019 £'000	2018 £'000
<b>Profit before taxation</b>	<b>39,321</b>	<b>37,643</b>
Profit before taxation multiplied by the standard rate of corporation tax in the UK of 19% (2018: 19%)	7,471	7,152
Effects of:		
Expenses not deductible for taxation purposes	7,068	6,655
Effect of change in the tax rate	(196)	37
Group relief for nil consideration	(63)	(567)
Unrecognised deferred tax	(1,322)	(4,108)
Foreign taxation	978	980
Income exempt from taxation	-	(1,097)
Adjustments in respect of prior years	650	(433)
<b>Total tax charge for the year</b>	<b>14,586</b>	<b>8,619</b>

A reduction in the rate of UK corporation tax from 20% to 19% took effect from 1 April 2017. Further reductions in the main rate of UK corporation tax to 17% from 1 April 2020, and then to 17% from 1 April 2020 have been substantively enacted. However, this was subsequently reversed in March 2020.

At 31 December 2019 there were unused trading and non-trading losses on which no deferred tax asset has been recognised of £51,400,000 (2018: £56,400,000) that are available indefinitely for offset against the Group's future taxable profits, and capital losses on which no deferred tax asset has been recognised of £126,200,000 (2018: £126,200,000) 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 (2018: 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 2019 (continued)

### 12 Intangible assets

	Goodwill	Customer lists	Trademarks	Total
	£000's	£000's	£000's	£000's
<b>Cost</b>				
At 1 January 2019	527,218	23,400	4,856	555,474
Additions (note 26)	730	190	28	948
Revaluations	6,189	-	-	6,189
Disposals	(25,954)	-	(70)	(26,024)
Other adjustments	(1,998)	1,316	682	-
Exchange movements	-	-	78	78
<b>At 31 December 2019</b>	<b>506,185</b>	<b>24,906</b>	<b>5,574</b>	<b>536,665</b>
<b>Accumulated amortisation</b>				
At 1 January 2019	268,988	2,728	761	272,477
Charge for the year	31,769	2,147	494	34,410
Disposals	(24,070)	-	(61)	(24,131)
Other adjustments	(1,828)	1,316	512	-
Exchange movements	5	-	34	39
<b>At 31 December 2019</b>	<b>274,864</b>	<b>6,191</b>	<b>1,740</b>	<b>282,795</b>
<b>Net book amount</b>				
<b>At 31 December 2019</b>	<b>231,321</b>	<b>18,715</b>	<b>3,834</b>	<b>253,870</b>
<b>At 31 December 2018</b>	<b>258,230</b>	<b>20,672</b>	<b>4,095</b>	<b>282,997</b>

Additions relate to the acquisition the business and assets of The Bright Consultancy Limited by subsidiary company McCann-Erickson Central Limited (Note 26).

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

Disposals relate to a number of companies that were liquidated in the year. The disposals resulted in an exceptional loss of £1,602,000.

Other adjustments are a reclassification between intangible asset categories to reflect the split between goodwill, customer lists and trade names.

The Company had no intangible assets at 31 December 2019 (2018: nil).

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (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 2019	16,249	28,256	14,468	27,138	4,707	90,818
Additions	1,278	9,235	3,378	2,535	485	16,911
Disposals	-	(5,920)	(2,739)	(1,140)	(40)	(9,839)
Acquisitions	-	211	-	-	-	211
Other adjustment*	434	(37)	461	(925)	161	94
Exchange adjustment	-	(56)	188	(128)	-	4
<b>At 31 December 2019</b>	<b>17,961</b>	<b>31,689</b>	<b>15,756</b>	<b>27,480</b>	<b>5,313</b>	<b>98,199</b>
<b>Accumulated depreciation</b>						
At 1 January 2019	5,747	14,856	8,166	19,506	2,761	51,036
Charge for the year	450	2,232	3,129	3,032	372	9,215
Disposals	-	(5,201)	(2,622)	(1,108)	(41)	(8,972)
Other adjustment*	-	-	558	(538)	-	20
Exchange adjustment	-	-	174	(113)	50	111
<b>At 31 December 2019</b>	<b>6,197</b>	<b>11,887</b>	<b>9,405</b>	<b>20,779</b>	<b>3,142</b>	<b>51,410</b>
<b>Net book amount</b>						
<b>At 31 December 2019</b>	<b>11,764</b>	<b>19,802</b>	<b>6,351</b>	<b>6,701</b>	<b>2,171</b>	<b>46,789</b>
At 31 December 2018	10,502	13,400	6,302	7,632	1,946	39,782

\*Other adjustments comprise transfers between categories of tangible fixed assets to better reflect the nature of the assets, and a small adjustment to align the balances with underlying records.

The Company had no tangible assets as at 31 December 2019 (2018: nil).

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 14 Investments

#### Group

#### Investments:

£000's

#### Investments at cost

At 1 January 2019 and 31 December 2019

7,111

#### Interest in associate:

£000's

At 1 January 2019

3

Disposals

(3)

**At 31 December 2019**

-

At 31 December 2018

3

The Group's shareholding in the associated undertaking in Magna Global Polska S.p. z.o.o. was increased to 66.67% on 28 February 2019. The company's net assets and results are now consolidated into the Group accounts, and the investment in associate is disposed.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 14 Investments (continued)

The Group has the following investments:

Entity	Country of incorporation	Principal activity	Status	Percentage holding
IPG PFP Scottish Limited Partnership Limited	UK	Pension investments	Trading	16.67%
Lowe & Partners/SMS Inc	USA	Holding company	Holding company	15.40%
Universal Media Advertising (Hellas) S.A.	Greece	Media agency	Trading	17.48%

#### Company

<b>Investment in subsidiaries:</b>	<b>£'000</b>
<b>Cost</b>	
At 1 January 2019	399,143
Additions	69,501
Disposals	(20,153)
<b>At 31 December 2019</b>	<b>448,491</b>
<b>Accumulated provision for impairment:</b>	
At 1 January 2019	22,216
Impairment charge	19,687
Disposals	(20,153)
<b>At 31 December 2019</b>	<b>21,750</b>
<b>Net book amount:</b>	
<b>At 31 December 2019</b>	<b>426,741</b>
At 31 December 2018	376,927

On 2 May 2019, the Company was allotted the entire issued share capital of 100 shares in a newly incorporated company Kinesso Limited for consideration of £100 in cash.

On 19 August 2019, Kinesso Limited allotted an additional 900 ordinary shares to the Company for consideration of £900 cash.

On 2 September 2019, Kinesso Limited allotted an additional 500,000 ordinary shares to the Company for consideration of £69,500,000 cash.

On 24 January 2019, the Company received a dividend from its subsidiary Jack Morton Europe Limited to the value of £19,687,000. The investment was impaired by this amount on receipt of the dividend. The investment in Jack Morton Europe Limited was then disposed.

# **IPG Holdings (UK) Limited**

## **Notes to the financial statements for the year ended 31 December 2019 (continued)**

### **14 Investments (continued)**

#### **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. No impairment indicators were identified by management and the directors believe that the carrying value of investments is supported by their underlying net assets.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 15 Debtors

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

	Group	Group	Company	Company
	2019	2018	2019	2018
	£000's	£000's	£000's	£000's
Trade debtors	392,549	338,836	-	-
Amounts owed by Group undertakings	267,361	207,167	26,075	5,708
Amounts owed by interest in associates	571	1,481	-	-
Other debtors	20,359	7,082	-	386
Other taxation	1,375	2,016	-	-
Corporation tax	251	1,238	16,732	11,487
Prepayments and accrued income	73,695	66,408	28	52
	756,161	624,228	42,835	17,633

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

The Group's trade debtors are stated after provisions for impairment of £1,267,000 (2018: 2,258,000).

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

	Group	Group	Company	Company
	2019	2018	2019	2018
	£000's	£000's	£000's	£000's
Deferred taxation (see below)	3,371	5,103	-	-
Other debtors	2,348	421	-	-
	5,719	5,524	-	-

#### Deferred taxation

Group	2019	2018
	£000's	£000's
Accelerated capital allowances	2,880	4,320
Trading losses and non-trading deficits	120	734
Other short term timing differences	371	49
<b>Total deferred tax asset</b>	<b>3,371</b>	<b>5,103</b>

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

Group	£000's
At 1 January 2019	5,103
Additions	93
Charge to profit and loss account	(1,810)
Exchange adjustment	(15)
<b>At 31 December 2019</b>	<b>3,371</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

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

	Group	Group	Company	Company
	2019	2018	2019	2018
	£000's	£000's	£000's	£000's
Bank loans and overdrafts	621,342	681,970	438,995	455,283
Trade creditors	252,927	219,477	-	-
Amounts owed to Group undertakings	91,737	97,493	10,980	11,030
Amounts owed to interest in associates	123	46	-	-
Corporation tax	4,569	4,352	-	-
Other creditors including taxation and social security	55,871	71,058	-	-
Incentive compensation plans	2,163	3,606	-	-
Acquisition / earn-out deferred consideration	15,236	1,454	-	-
Accruals and deferred income	196,273	142,779	681	598
	<b>1,240,241</b>	<b>1,222,235</b>	<b>450,656</b>	<b>466,911</b>

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

The Group participates in pooling arrangements 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
	2019	2018	2019	2018
	£000's	£000's	£000's	£000's
Amounts owed to Group undertakings	22,216	21,572	21,457	21,457
Other creditors	685	2,073	-	-
Incentive compensation plans	2,252	2,096	-	-
Deferred lease credits	6,065	8,770	-	-
Acquisition and earn-out deferred consideration	23,106	29,245	-	-
Accruals and deferred income	194	427	-	-
	<b>54,518</b>	<b>64,183</b>	<b>21,457</b>	<b>21,457</b>

Loans of £21,457,000 (2018: £21,457,000) owed to Group undertakings are interest bearing at a rate of 5.06% (2018: 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 2019 (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 2019	2,449	6,722	82	9,253
Additions	398	885	-	1,283
Charge to profit and loss	268	238	-	506
Unwinding of discount	-	143	-	143
Released to profit and loss	(104)	32	(80)	(152)
Utilisation	(547)	(65)	-	(612)
At 31 December 2019	2,464	7,955	2	10,421

#### 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 2019 and 2027.

### 19 Called up share capital

#### Group and Company

	2019 Number (000's)	2018 Number (000's)	2019 £'000	2018 £'000
Allotted and fully paid:				
Ordinary shares of £1 each	1,602	1,602	1,602	1,602

#### Share capital and dividends

During the financial year, the Company paid dividends of £nil (2018: £9,000). The Company had no liability to pay any dividends at 31 December 2019 (2018: 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 2019 (continued)

### 20 Non-controlling interest

	2019	2018
	£'000	£'000
At 1 January	1,199	1,990
Minority's share of the (loss)/profit for the year	207	193
Minority's share of net (liabilities)/assets	(789)	216
Minority interest purchased	-	(1,200)
<b>At 31 December</b>	<b>617</b>	<b>1,199</b>

### 21 Capital and other commitments

The Group and the Company had no material capital commitments at 31 December 2019 (2018: 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:

	2019	2018
	£'000	£'000
<b>Payments due:</b>		
- Not later than one year	22,420	22,885
- Later than one year and not later than five years	49,268	54,457
- Later than five years	14,145	19,390
<b>Total future minimum lease commitments</b>	<b>85,833</b>	<b>96,732</b>

#### 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:

	2019	2018
	£'000	£'000
<b>Income due:</b>		
<b>Buildings</b>		
- Not later than one year	1,726	2,485
- Later than one year and not later than five years	2,742	3,786
- Later than five years	-	-
<b>Total future minimum lease income</b>	<b>4,468</b>	<b>6,271</b>

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2019 (continued)

#### 22 Guarantees

The Company has issued a financial guarantee to its subsidiaries in relation to the financial year ended on 31 December 2019 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. 2019 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

	2019 £000's	2018 £000's
Total expense recognised for equity-settled share based transactions	4,186	3,195
Total expense recognised for stock options	-	-
Total expense recognised for cash-settled share based transactions	844	165
Total expense recognised for share based transactions	<u>5,030</u>	<u>3,360</u>
Closing liability for cash-settled share based transactions	69	63
Closing liability /other reserves for equity-settled share based transactions	1,688	1,615

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (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 2019, the market value of The Interpublic Group of Companies Inc. shares was \$23.10 (2018: \$20.63).

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:

	2019 No. of stock options	2019 Weighted average fair value (£)	2018 No. of Stock options	2018 Weighted average fair value (£)
Outstanding as at 1 January	12,326	£16.32	31,842	£14.92
Granted during the year	-	-	-	-
Transferred (to)/from a Group company	-	-	-	-
Cancelled during the year	-	-	-	-
Vested during the year	(12,326)	£17.92	(19,516)	£17.70
Outstanding at 31 December	-	-	12,326	£16.32

Cash payments of £221,000 were made in 2019 (2018: £345,000) in respect of restricted stock units distributed to participants. Compensation expense in connection with the stock awards was £843,000 in 2019 (2018: £165,000). 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 2019 is £69,000 (2018: £63,000).

#### 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 2019 (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:

	2019 No. of Stock options	2019 Weighted average fair value (£)	2018 No. of Stock options	2018 Weighted average fair value (£)
Outstanding as at 1 January	503,293	£16.32	626,891	£14.92
Granted during the year	119,162	£17.26	115,503	£17.16
Transferred to a Group company	(5,640)	£16.14	(2,972)	£17.10
Cancelled during the year	(38,269)	£17.36	(62,159)	£16.47
Vested during the year	(208,486)	£17.29	(173,970)	£17.32
Outstanding at 31 December	370,060	£17.49	503,293	£16.32

Compensation expense in connection with the restricted stock awards was £2,916,000 in 2019 (2018: £3,195,000). 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.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 24 Share based payments (continued)

#### Share Settled Time Based Restricted Stock Units

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

	2019 No. of Stock options	2019 Weighted average fair value (£)	2018 No. of Stock options	2018 Weighted average fair value (£)
Outstanding as at 1 January	129,528	£16.32	-	-
Granted during the year	139,325	£17.27	139,064	£17.20
Transferred (to)/from a Group company	(1,482)	£16.04	-	-
Cancelled during the year	(24,376)	£17.43	(9,536)	£17.35
Vested during the year	-	-	-	-
Outstanding at 31 December	242,995	£17.49	129,528	£16.32

Compensation expense in connection with the restricted stock awards was £1,271,000 in 2019 (2018: £636,000). 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).

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

	2019 No. of Stock options	2019 Weighted average fair value (£)	2018 No. of stock options	2018 Weighted average fair value (£)
Outstanding as at 1 January	-	-	-	-
Vested during the year	-	-	-	-
Outstanding at 31 December	-	-	-	-

There were no stock options granted during the year ended 31 December 2019 (2018: 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 2019 (2018: 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.

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2019 (continued)

#### 24 Share based payments (continued)

##### Stock options (continued)

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.

##### Other share based payment arrangements

During the year, a subsidiary within the Group entered into a standalone equity settled share based payment agreement with two employees. The vesting period is 3 years and is subject to the employees' continued employment and the achievement of certain performance objectives. The fair value of the share options is determined by The Interpublic Group of Companies Inc. Corporate Development Department on the date the awards were granted. The Group recognised an expense of £732,000 during the year in respect of the agreement, and the liability at 31 December 2019 was £732,000.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 25 Post-employment benefits

#### 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 £17,463,000 (2018: £14,879,000). At 31 December 2019, £955,000 remained unpaid and accrued (2018: £1,031,000).

#### 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 2019.

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 2018 by Mercer Limited, independent consulting actuaries. Adjustments to the valuation at that date have been made based on the following assumptions:

	2019	2018
Expected rate of salary increases	N/A	N/A
Expected rate of increase of pensions in payment:		
- for service before 1 July 2007	2.90%	3.05%
- for service after 1 July 2007	1.90%	1.95%
Discount rate	2.00%	2.50%
Rate of inflation (RPI)	3.10%	3.30%
Rate of inflation (CPI)	2.20%	2.30%

The mortality assumptions used were as follows:

	2019 Years	2018 Years
Longevity at age 65 for current pensioners		
- Men	23.4	23.4
- Women	25.1	25.5
Longevity at age 65 for future pensioners		
- Men	24.4	24.4
- Women	26.3	26.6



## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2019 (continued)

#### 25 Post-employment benefits (continued)

##### Defined benefit scheme (continued)

As at 31 March 2018, the actuary calculated the funding deficit to be £91,400,000. In respect of this shortfall in funding, in accordance with the Recovery Plans in force over the period and with the Schedules of Contributions in force over the period from 1 April 2016 to 30 September 2019 the employers will contribute £483,333 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 October 2019 and 30 September 2026, the employers are contributing £541,667 per month. The twelve subsidiary companies within this consolidation are contributing £481,818 per month towards this total. In addition, a further contribution of £1,500,000 was paid by 30 September 2016. The twelve subsidiary companies within this consolidation contributed £1,477,000 towards this total.

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 £6,188,000 during the year (2018: £6,282,000). 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 the business and assets of one Company during the year.

##### The Bright Consultancy

On 1 April 2019, the Group acquired the business and assets of The Bright Consultancy Limited, which operates as a content communications agency. Consideration of £500,000 was paid in cash and contingent consideration is estimated at £461,000.

The acquisition method of accounting has been used for this business combination and intangible assets of £948,000 arising from the acquisition was 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 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 2019	£000's
Cash consideration	500
Contingent consideration	461
<b>Total consideration</b>	<b>961</b>

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (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	-
Cash and cash equivalents	-
Work in progress	-
Trade and other receivables	13
Trade and other payables	-
<b>Total identifiable net assets</b>	<b>13</b>
Trade names	28
Customer lists	190
Goodwill	730
<b>Total consideration</b>	<b>961</b>

The turnover from the acquired business included in the consolidated profit and loss account for 2019 was £934,000. It also contributed gross profit of £736,000 over the same period.

# IPG Holdings (UK) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

### 27 Subsidiary undertakings

#### 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 %
Acxiom European Holdings Limited	04930108	17 Hatfields, London, SE1 8DJ	Ord £1	100.00
Acxiom Limited	01182318	17 Hatfields, London, SE1 8DJ	Ord £1	100.00
Altwood Systems (In Liq)	02039925	Evergreen House, North Grafton Place, London, NW1 2DX	Ord £1	100.00
Brooklyn Brothers Limited (The)	6483331	3 Grosvenor Gardens, London, SW1W 0BD	Ord A / B £0.01	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
Consodata U.K. Limited (In Liq)	3556687	Evergreen House, North Grafton Place, London, NW1 2DX	Ord £1	100.00
Consumer Access Limited (In Liq)	2986280	Evergreen House, North Grafton Place, London, NW1 2DX	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
Digital Impact eMarketing (UK) Limited (In Liq)	3956062	Evergreen House, North Grafton Place, London, NW1 2DX	Ord £1	100.00
Dormant Company (2771375) Limited (In Liq)	2771375	Evergreen House, North Grafton Place, London, NW1 2DX	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
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 Health London Limited	6367844	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
Hall London Limited (In Liq)	7552383	Evergreen House, North Grafton Place, London, NW1 2DX	Ord £1	100.00
Hello Elephant Limited	9301267	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 2019 (continued)

### 27 Subsidiary undertakings (continued)

Name	Co. No.	Registered office	Share class(es)	Share class %
Honcho Agency Limited	1993918	3 Grosvenor Gardens, London, SW1W 0BD	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
Independent Talent Brands Limited	6102678	3 Grosvenor Gardens, London, England, SW1W 0BD	Ord £0.001	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	SC412766	1 Exchange Cres, Conference Sq., Edinburgh EH3 8UL	Ord £1	100.00
IPG PFP Limited Partner Limited	SC412768	1 Exchange Cres, Conference Sq., Edinburgh, EH3 8UL	Ord £1	100.00
ITB360 Limited	6568982	3 Grosvenor Gardens, London, SW1W 0BD	Ord £0.01	100.00
IX Marketing Limited	1983879	The Reading Room, Wolverton Park Road, Wolverton, Milton Keynes MK12 5FJ	Ord £1	100.00
Jack Morton Europe Limited (In Liq)	3386922	Evergreen House, North Grafton Place, London, NW1 2DX	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 (in Liq)	6413960	Evergreen House, North Grafton Place, London, NW1 2DX	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 Health Medical Communications Limited	2503062	19 King Edward Street, Macclesfield, 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
Meteorite Marketing Limited (In Liq)	3115899	Evergreen House, North Grafton Place, London, NW1 2DX	OrdA £0.01 OrdB £0.01 OrdC £0.01	100.00
Miller Starr Limited (In Liq)	2107814	Evergreen House, North Grafton Place, London, NW1 2DX	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

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2019 (continued)

#### 27 Subsidiary undertakings (continued)

Name	Co. No.	Registered office	Share class(es)	Share class %
MullenLowe Profero Performance Limited	7018892	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Nova London Limited (In Liq)	8813519	Evergreen House, North Grafton Place, London, NW1 2DX	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
Rapport Outdoor Limited	2230412	C-Space, 37-45 City Road, London EC1Y 1AT	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
That Lot Creatives Limited	8573144	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	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

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

Name	Co. No.	Registered office	Share class(es)	Share class %
101 Projects Limited	7483043	C-Space, 37-45 City Road, London EC1Y 1AT	Ord £1	100.00
Claritas U.K. Limited	01933461	17 Hatfields, London, SE1 8DJ	Redeem. Pref £1 Ord £0.10	100.00
Hacker London Limited	6519082	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100.00
Hedy Limited	8585516	17 Hatfields, London, SE1 8DJ	Ord £1	100.00
ITB (Saturday) Limited	8811505	3 Grosvenor Gardens, London, England, SW1W 0BD	Ord A / B £1	100.00
Lowe & Partners Limited (In Liq)	7258427	Acre House 11-15 William Road, London, NW1 3ER	Ord £1	100.00
ITB (Saturday) Limited	8811505	3 Grosvenor Gardens, London, England, SW1W 0BD	Ord A / B £1	100.00
McCann Health Limited	9363022	3 Grosvenor Gardens, London, SW1W 0BD	Ord £1	100%

## IPG Holdings (UK) Limited

### Notes to the financial statements for the year ended 31 December 2019 (continued)

#### 27 Subsidiary undertakings (continued)

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

Name	Country	Registered office	Share class(es)	Ult %
Brand Connection Sp. Z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	ORD PLN50	100.00
Cadreon Belgium BVBA	Belgium	Ildefonse Vandammestraat 5-7D, 1560 Hoeilaart	Ord NPV	100.00
Craft Worldwide Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00
FCB Estonia OU	Estonia	Liivalaia 22, Tallinn, 10118, Estonia	Ord €1	100.00
Initiative Media Advertising S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.98
Initiative Media Warszawa Sp. Z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	ORDPLN150	100.00
IPG Mediabrands Advertising S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.99
Lowe Investments Limited	Mauritius	c/o Ocorian Corporate Services, 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius	Ord £1	100.00
Magna Global Polska Sp. z.o.o.	Poland	ul. Domaniewska 39, 02-672, Warsaw, Poland	Ord PLN500	66.67
Magna Ireland Media Limited	Ireland	6th Floor, Iveagh Court, Harcourt Road, Dublin 2, Ireland	Ord A/B/C/ €1	50.00
McCann-Erickson N.V.	Belgium	Avenue de Cortenbergh 100, 1000 Brussels, Belgium	Ord NPV	100.00
McCann Worldgroup Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00
Mediabrands Belgium S.A.	Belgium	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord NPV	96.00
McCann Health Medical Communications Canada Limited	Canada	10 Bay Street, Toronto, ON M5J 2S3, Canada	Ord NPV	100.00
MullenLowe Communications S.A.	Greece	89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens	Ord €3	99.99
Orion Capital Belgium BVBA	Belgium	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord NPV	96.02
Outdoor Services S.A.	Belgium	I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium	Ord €56	96.00
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
U2 Media Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00
Universal McCann Sp. z.o.o.	Poland	Cybernetyki 19, 02-677, Warsaw, Poland	Ord PLN500	100.00
Weber Shandwick East Africa Limited	Kenya	c/o DeLyde Associates, Geomaps Centre, Elgon Rd Upper Hill, PO Box 7914, City Square, 00200, Kenya	Ord KES10	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

Since 31 December 2019, COVID-19 has been declared as a pandemic. The Group and the Company has determined that, in line with Section 32 of FRS102, this is a non-adjusting event after the end of the reporting period. Accordingly, the financial position and results for the year ending 31 December 2019 have not been adjusted to reflect the impact of the pandemic. The duration and impact of the COVID-19 pandemic remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Group and the Company for future periods.

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

### **Notes to the financial statements for the year ended 31 December 2019 (continued)**

#### **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 2019. 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.

# IPG Holdings (UK) Limited

## Consolidated statement of comprehensive income for the year ended 31 December 2019

	Note	2019 £000's	2018 £000's
<i>Profit for the financial year</i>		<b>24,735</b>	29,024
Other comprehensive (loss)/income			
- currency translation differences		(1,317)	2,004
<b>Total comprehensive income for the year</b>		<b>23,418</b>	31,028
<b>Total comprehensive income/(loss) attributable to:</b>			
- owners of the parent		<b>24,000</b>	30,619
- non-controlling interests	20	<b>(582)</b>	409
		<b>23,418</b>	31,028