AdPeople A/S

Per Henrik Lings Allé 4, 6th floor, DK-2100 Copenhagen Ø

Annual Report for 1 January - 31 December 2017

CVR No 25 13 72 05

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 14/5 2018

Martin Saxtorph Chairman

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of AdPeople A/S for the financial year 1 January - 31 December 2017.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position at 31 December 2017 of the Company and of the results of the Company operations for 2017.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend, that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 23 March 2018

Executive Board

Andrew Jordan Rutberg

Martin Saxtorph

Christopher John Myers

Board of Directors

Manuel Segimon de Manzanos	Melinda Brianne Edwards	Martin Saxtorph
Chairman		

Independent Auditor's Report

To the Shareholder of AdPeople A/S

Opinion

We have audited the Financial Statements of AdPeople A/S for the financial year 1 January - 31 December 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines 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, Management is responsible for assessing 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 in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's Report

Auditor's 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 auditor's 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 and the additional requirements applicable in Denmark 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.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent Auditor's Report

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financials Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Copenhagen, 23 March 2018 **Deloitte** Statsautoriseret Revisionspartnerselskab *CVR No 33 96 35 56*

Kim Takata Mücke State Authorised Public Accountant mne10944 Morten Jarlbo State Authorised Public Accountant mne33247

Company Information

The Company	AdPeople A/S Per Henrik Lings Allé 4, 6th floor DK-2100 Copenhagen Ø
	CVR No: 25 13 72 05 Financial period: 1 January - 31 December Municipality of reg. office: Copenhagen
Board of Directors	Manuel Segimon de Manzanos , Chairman Melinda Brianne Edwards Martin Saxtorph
Executive Board	Andrew Jordan Rutberg Martin Saxtorph Christopher John Myers
Auditors	Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 DK-0900 København C

Financial Highlights

Seen over a five-year period, the development of the Company is described by the following financial highlights:

	2017	2016 токк	2015 токк	2014	2013 токк
Key figures					
Profit/loss					
Gross profit/loss	36.555	36.461	50.899	45.668	64.345
Profit/loss before financial income and					
expenses	17.612	11.569	18.121	7.354	13.594
Net financials	4.523	5.184	4.340	4.928	2.165
Net profit/loss for the year	17.857	14.591	17.035	10.268	12.841
Balance sheet					
Balance sheet total	82.416	57.351	50.717	60.675	56.102
Equity	60.811	42.955	28.364	30.277	23.270
Investment in property, plant and equipment	18	77	56	80	388
Number of employees	29	38	54	68	88
Ratios					
Solvency ratio	73,8%	74,9%	55,9%	49,9%	41,5%
Return on equity	34,4%	40,9%	58,1%	38,4%	49,2%

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

Management's Review

Main activity

The Company's primary business areas are advertising, consultancy and software development.

Today, customers, challenging brands to connect on their terms, define brands. Brands and their agencies need to master purposeful, effective and constantly evolving - not to mention 'always-on' - communication strategies. To do so and navigate today's volatile market requires reinvention of working processes and digital transformation. In 2017, AdPeople has focused all its efforts to excel a strategic always-on position, improving capacity, competencies and service structure.

Development in the year

The income statement of the Company for 2017 shows a profit of TDKK 17,857, and at 31 December 2017 the balance sheet of the Company shows equity of TDKK 60,811.

The past year and follow-up on development expectations from last year

The development in the result for the year meets Management's expectations for the financial year 2017.

Operating risks

The Company is not exposed to special risks except for normal risks within the industry.

Foreign exchange risks

The Company is exposed towards currency risk. To a great extent, the Company takes this into consideration when negotiating terms in agreements etc. The Company has not entered into any forward contracts.

Targets and expectations for the year ahead

Management expects a positive result for 2018 at the level of 2017.

Management also expects further integration within the Wunderman and WPP networks to improve its overall market position, competencies and client portfolio.

Income Statement 1 January - 31 December

	Note	2017 ТDКК	2016 ТDКК
Gross profit/loss		36.555	36.461
Staff expenses Depreciation, amortisation and impairment of property, plant and	2	-18.909	-24.712
equipment	_	-34	-180
Profit/loss before financial income and expenses		17.612	11.569
Income from investments in subsidiaries		5.101	5.347
Financial income		0	1
Financial expenses	_	-578	-164
Profit/loss before tax		22.135	16.753
Tax on profit/loss for the year	3	-4.278	-2.162
Net profit/loss for the year	-	17.857	14.591

Distribution of profit

Proposed distribution of profit

Retained earnings	17.857	14.591
	17.857	14.591

Balance Sheet 31 December

Assets

	Note	2017	2016
		TDKK	TDKK
Other fixtures and fittings, tools and equipment	-	45	61
Property, plant and equipment	4	45	61
Investments in subsidiaries	5	588	588
Other receivables	6	1.917	1.880
Fixed asset investments	-	2.505	2.468
Fixed assets	-	2.550	2.529
Trade receivables		11.789	15.302
Contract work in progress	7	2.799	1.246
Receivables from group enterprises		53.910	31.292
Other receivables		19	746
Deferred tax asset	10	0	501
Corporation tax		228	0
Prepayments	_	1.146	1.180
Receivables	-	69.891	50.267
Cash at bank and in hand	-	9.975	4.555
Currents assets	-	79.866	54.822
Assets	-	82.416	57.351

Balance Sheet 31 December

Liabilities and equity

	Note	2017 токк	2016 ТDКК
Share capital		518	518
Retained earnings		60.293	42.437
Equity	8 _	60.811	42.955
Provision for deferred tax	10	95	0
Other provisions	11	738	1.853
Provisions	-	833	1.853
Credit institutions		8.550	0
Trade payables		312	390
Contract work in progress, liabilities	7	5.949	1.236
Payables to group enterprises		1.966	5.636
Corporation tax		0	1.201
Other payables	_	3.995	4.080
Short-term debt	_	20.772	12.543
Debt	-	20.772	12.543
Liabilities and equity	-	82.416	57.351
Subsequent events	1		
Contingent assets, liabilities and other financial obligations	12		
Related parties	13		

Statement of Changes in Equity

		Retained	
	Share capital	Share capital earnings	
	TDKK	TDKK	TDKK
Equity at 1 January	518	42.436	42.954
Net profit/loss for the year	0	17.857	17.857
Equity at 31 December	518	60.293	60.811

1 Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

2	Staff expenses	2017	2016 токк
	Wages and salaries	18.332	23.758
	Pensions	329	751
	Other social security expenses	248	203
		18.909	24.712
	Average number of employees	29	38
3	Tax on profit/loss for the year		
	Current tax for the year	3.682	3.401
	Deferred tax for the year	596	-874
	Adjustment of tax concerning previous years	0	-365
		4.278	2.162

4 Property, plant and equipment

	Other fixtures
	and fittings,
	tools and
	equipment
	ТДКК
Cost at 1 January	10.834
Additions for the year	18
Disposals for the year	-7.224
Cost at 31 December	3.628
Impairment losses and depreciation at 1 January	10.773
Depreciation for the year	34
Impairment and depriciation of disposals for the year	-7.224
Impairment losses and depreciation at 31 December	3.583
Carrying amount at 31 December	45

		2017	2016
5	Investments in subsidiaries	ТДКК	TDKK
	Cost at 1 January	588	588
	Carrying amount at 31 December	588	588

Investments in subsidiaries are specified as follows:

	Place of registered	Votes and		Net profit/loss
Name	office	ownership	Equity	for the year
Graphic People Ltd.	Dhaka, Bangladesh	60%	21.653	10.795
SoftwarePeople Ltd.	Dhaka, Bangladesh	65%	4.242	3.093

Other fixed asset investments 6

	Other receiv-
	ables
	ТДКК
Cost at 1 January	1.880
Additions for the year	37
Cost at 31 December	1.917
Carrying amount at 31 December	1.917

Carrying amount at 31 December

		2017	2016
7 Contract work in progres	s	ТДКК	TDKK
Selling price of work in progress	i	27.982	26.110
Payments received on account		-31.132	-26.100
		-3.150	10
Recognised in the balance shee	et as follows:		
Contract work in progress recog	nised in assets	2.799	1.246
Prepayments received recognis	ed in debt	-5.949	-1.236
		-3.150	10

8 Equity

The share capital consists of 518,200 shares of a nominal value of TDKK 1. No shares carry any special rights.

Distribution of profit 9

Retained earnings	17.857	14.591
	17.857	14.591

	2017	2016
10 Provision for deferred tax	ТДКК	TDKK
Provision for deferred tax at 1 January	-501	372
Amounts recognised in the income statement for the year	596	-873
Provision for deferred tax at 31 December	95	-501

11 Other provisions

Other provisions comprise anticipated costs of refurbishment of leasehold and loss on sublease contract.

Other provisions	738	1.853
	738	1.853

12 Contingent assets, liabilities and other financial obligations

Rental and lease obligations

Lease obligations under operating leases. Total future lease payments: Until expiry 1.632 5.231 1.632 5.231

Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc. of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of WPP Holding Denmark A/S, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

13 Related parties

Basis

Controlling interest

Russel Square Holding B.V, Holland

Controlling shareholder

Transactions

The Company only disclose transactions with related parties which are not effected at arm's length. All transactions are at arm's length.

Consolidated Financial Statements

Name and registered office of the Parent preparing consolidated financial statements for the smallest and largest group:

Name

Place of registered office

The Group Annual Report of WPP plc. may be obtained at www.wpp.com.

Basis of Preparation

The Annual Report of AdPeople A/S for 2017 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

Financial Statements for 2017 are presented in TDKK.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of WPP plc., 27 Farm Street, W1J 5RJ London, England, the Company has not prepared consolidated financial statements.

Recognition and measurement

The Financial Statements have been prepared under the historical cost method.

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Leases

All leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income Statement

Revenue

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other external expenses

Other external expenses comprise expenses for premises, sales as well as office expenses, etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of property, plant and equipment.

Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with WPP entities in Denmark. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment 3-5 years

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, writedown is made to this lower value.

Cash pool

The Company is part of a cash pool scheme with other Danish WPP companies. Consequently, a considerable portion of the Company's bank deposits and debt is included in receivables from and payables to group enterprises, respectively.

Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Contract work in progress

Contract work in progress is measured at the sales value of the work carried out at the balance sheet date.

The sales value is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

For some projects where the consumption of resources cannot be applied as a basis, stage of completion is determined as the ratio between completed and total sub activities of the individual projects.

Each contract in progress is recognised in the balance sheet under receivables or liabilities, depending on whether the net value, calculated as the selling price less on account billings, is positive or negative.

Cost of securing contracts are recognised in the income statement as incurred.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums and subscriptions.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.

Financial Highlights

Explanation of financial ratios

Solvency ratio

Equity at year end x 100 Total assets at year end

Return on equity

Net profit for the year x 100 Average equity