
Bates / Red Cell Gruppen A/S

Per Henrik Lings Allé 4, DK-2100 Copenhagen Ø

Annual Report for 1 January - 31 December 2019

CVR No 26 74 14 16

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
9 /6 2020

Torben Snowman
Chairman of the General
Meeting

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Bates / Red Cell Gruppen A/S for the financial year 1 January - 31 December 2019.

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 2019 of the Company and of the results of the Company operations for 2019.

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, 9 June 2020

Executive Board

Torben Snowman
CEO

Board of Directors

Ignacio Cabezon Pinilla
Chairman

David Julian Gladwell
Deputy Chairman

Torben Snowman

Independent Auditor's Report

To the Shareholder of Bates / Red Cell Gruppen A/S

Opinion

We have audited the Financial Statements of Bates / Red Cell Gruppen A/S for the financial year 1 January - 31 December 2019, 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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 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.

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.

Independent Auditor's Report

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, 9 June 2020

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No 33 96 35 56

Kim Takata Mücke
State Authorised Public Accountant
mne10944

Brian Schmit Jensen
State Authorised Public Accountant
mne40050

Company Information

The Company

Bates / Red Cell Gruppen A/S
Per Henrik Lings Allé 4
DK-2100 Copenhagen Ø

Telephone: + 45 20 20 37 16

CVR No: 26 74 14 16

Financial period: 1 January - 31 December

Municipality of reg. office: Copenhagen

Board of Directors

Ignacio Cabezon Pinilla, Chairman
David Julian Gladwell
Torben Snowman

Executive Board

Torben Snowman

Auditors

Deloitte
Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
DK-2300 Copenhagen S

Management's Review

Key activities

The Company's main activity is owning shares in companies within the advertising and marketing business and related activities.

Development in the year

The income statement of the Company for 2019 shows a loss of DKK 111,905, and at 31 December 2019 the balance sheet of the Company shows equity of DKK 7,192,737.

The net loss for the year is in line with management's expectations

Subsequent events

No events have occurred after the balance sheet date that changes the assessment of the Annual Report. The outbreak and spread of COVID-19 at the beginning of 2020 has not had, but is expected to have an impact on the Company's associated entity. Bates/Y&R, however not to such an extent that it will affect the booked value at cost in the Annual Report.

Income Statement 1 January - 31 December

| | <u>Note</u> | <u>2019</u> DKK | <u>2018</u> DKK |
|-------------------------------------|-------------|--------------------|--------------------|
| Other external expenses | | -151.239 | -131.203 |
| Other external expenses | | -151.239 | -131.203 |
| Financial income | 2 | 7.771 | 6.610 |
| Profit/loss before tax | | -143.468 | -124.593 |
| Tax on profit/loss for the year | 3 | 31.563 | 27.411 |
| Net profit/loss for the year | | -111.905 | -97.182 |

Distribution of profit

Proposed distribution of profit

| | | | |
|-------------------|--|-----------------|----------------|
| Retained earnings | | -111.905 | -97.182 |
| | | -111.905 | -97.182 |

Balance Sheet 31 December

| | Note | 2019 DKK | 2018 DKK |
|--|------|------------------|------------------|
| Assets | | | |
| Investments in associates | 4 | 761.963 | 761.963 |
| Fixed asset investments | | 761.963 | 761.963 |
| Fixed assets | | 761.963 | 761.963 |
| Receivables from group enterprises | | 6.425.275 | 6.532.581 |
| Corporation tax | | 31.563 | 27.411 |
| Receivables | | 6.456.838 | 6.559.992 |
| Currents assets | | 6.456.838 | 6.559.992 |
| Assets | | 7.218.801 | 7.321.955 |
| Liabilities and equity | | | |
| Share capital | | 3.000.000 | 3.000.000 |
| Retained earnings | | 4.192.737 | 4.304.642 |
| Equity | 5 | 7.192.737 | 7.304.642 |
| Other payables | | 26.064 | 17.313 |
| Short-term debt | | 26.064 | 17.313 |
| Debt | | 26.064 | 17.313 |
| Liabilities and equity | | 7.218.801 | 7.321.955 |
| Contingent assets, liabilities and other financial obligations | 6 | | |
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Statement of Changes in Equity

| | <u>Share capital</u> DKK | <u>Retained earnings</u> DKK | <u>Total</u> DKK |
|------------------------------|-----------------------------|-------------------------------------|-------------------------|
| Equity at 1 January | 3.000.000 | 4.304.642 | 7.304.642 |
| Net profit/loss for the year | 0 | -111.905 | -111.905 |
| Equity at 31 December | <u>3.000.000</u> | <u>4.192.737</u> | <u>7.192.737</u> |

Notes to the Financial Statements

| | 2019 DKK | 2018 DKK |
|--|----------------|----------------|
| 1 Staff expenses | | |
| Average number of employees | 0 | 0 |
| 2 Financial income | | |
| Interest received from group enterprises | 7.771 | 6.610 |
| | 7.771 | 6.610 |
| 3 Tax on profit/loss for the year | | |
| Current tax for the year | -31.563 | -27.411 |
| | -31.563 | -27.411 |
| 4 Investments in associates | | |
| Cost at 1 January | 761.963 | 761.963 |
| Carrying amount at 31 December | 761.963 | 761.963 |

Investments in associates are specified as follows:

| Name | Place of registered office | Share capital | Votes and ownership |
|-----------------|-------------------------------|---------------|------------------------|
| Bates / Y&R A/S | Copenhagen | DKK 1.000.000 | 49% |

5 Equity

The share capital consists of 3,000 shares of a nominal value of DKK 1,000. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years.

Notes to the Financial Statements

6 Contingent assets, liabilities and other financial obligations

Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which WPP Holding Denmark A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies

7 Related parties

Consolidated Financial Statements

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

| <u>Name</u> | <u>Place of registered office</u> |
|--------------------------------------|--|
| WPP Jubilee Limited (smallest group) | 18 Upper Ground, SE1 9GL, London, England |
| WPP Plc. (largest group) | Hilgrove Street, St Helier, JE1 1ES, Jersey, England |

The Group Annual Report of WPP Jubilee Limited may be obtained at the office address.

The Group Annual Report of WPP Plc. may be obtained at the following address: www.wppinvestor.com

Notes to the Financial Statements

8 Accounting Policies

The Annual Report of Bates / Red Cell Gruppen A/S for 2019 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.

Recognition and measurement

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.

Income Statement

Other external expenses

Other external expenses comprise expenses relating to administration etc.

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 other Danish WPP entities. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Notes to the Financial Statements

8 Accounting Policies (continued)

Balance Sheet

Investments in associates

Investments in associates are measured at cost. Where cost exceeds the recoverable amount, write-down 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 is included in receivables from group enterprises.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

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.