# Wunderman A/S

Strandboulevarden 122, 4., DK-2100 Copenhagen Ø

# Annual Report for 1 January - 31 December 2017

CVR No 33 97 14 19

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 24/4 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 Wunderman 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, 26 March 2018

### **Executive Board**

Jan William Werner CEO / Martin Saxtorph CFO

## **Board of Directors**

Manuel De Manzanos Segimon Chairman	Melinda Brianne Edwards	Martin Saxtorph
Jens William Werner	Jan William Werner	

## **Independent Auditor's Report**

To the Shareholders of Wunderman A/S

## Opinion

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.

We have audited the Financial Statements of Wunderman 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").

## **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.

### 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.

## **Independent Auditor's Report**

## 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.

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.

## **Independent Auditor's Report**

- 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.

Copenhagen, 26 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	Wunderman A/S Strandboulevarden 122, 4. DK-2100 Copenhagen Ø
	CVR No: 33 97 14 19 Financial period: 1 January - 31 December Municipality of reg. office: Copenhagen
Board of Directors	Manuel De Manzanos Segimon, Chairman Melinda Brianne Edwards Martin Saxtorph Jens William Werner Jan William Werner
Executive Board	Jan William Werner / Martin Saxtorph
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	2015	2014	2013 токк
Key figures					
Profit/loss					
Gross profit/loss	186.755	155.701	111.618	106.435	81.850
Operating profit/loss	71.036	55.417	33.550	31.030	19.147
Net financials	1.953	975	-178	-726	531
Net profit/loss for the year	57.575	44.208	25.307	22.758	14.783
Balance sheet					
Balance sheet total	98.509	80.766	57.520	51.550	47.874
Equity	63.385	50.018	31.117	28.538	21.320
Investment in property, plant and equipment	2.725	1.596	1.072	1.829	1.485
Number of employees	200	182	140	139	114
Ratios					
Solvency ratio	64,3%	61,9%	54,1%	55,4%	44,5%
Return on equity	101,5%	109,0%	84,8%	91,3%	70,6%

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

## **Key activities**

The Company's main activity is to provide marketing operational services, communication consulting services and other related services.

## Development in the year

The income statement of the Company for 2017 shows a profit of TDKK 57,575, and at 31 December 2017 the balance sheet of the Company shows equity of TDKK 63,385.

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

The development in the result for the year compared to 2016 is in accordance with Management's expectations for the financial year 2017.

Wunderman A/S continues to have substantial risk spreading in the diverse client portfolios. The gross profit that has increased over the past years indicates that Wunderman A/S' focus on value adding digital, direct relationship marketing solutions across all available channels are still very much in demand.

## **Operating risks**

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

### Foreign exchange risks

The Company is increasingly 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.

### Foreign branches

Wunderman A/S has a subsidiary company in Sweden, Wunderman Sweden AB, to provide communication consulting services and related services on the Swedish market.

Furthermore, Wunderman A/S has established a branch in Norway, Wunderman Norway NUF, to provide communication consulting services and related services on the Norwegian market.

### Targets and expectations for the year ahead

Management expects that the growth in the activity continues in 2018 and has positive expectations for the coming financial year.

## Income Statement 1 January - 31 December

	Note	2017 ТDКК	2016 ТDКК
Gross profit/loss		186.755	155.701
Staff expenses Depreciation, amortisation and impairment of property, plant and	2	-114.254	-99.099
equipment		-1.465	-1.185
Profit before financial income and expenses		71.036	55.417
Income from investments in subsidiaries		3.266	1.222
Financial income	3	0	1
Financial expenses	4	-1.313	-248
Profit before tax		72.989	56.392
Tax on profit/loss for the year	5	-15.414	-12.184
Net profit for the year		57.575	44.208

## **Balance Sheet 31 December**

## Assets

	Note	2017	2016
		TDKK	TDKK
Other fixtures and fittings, tools and equipment		2.547	1.458
Leasehold improvements	_	2.192	2.021
Property, plant and equipment	6	4.739	3.479
Investments in subsidiaries	7	4.145	2.100
Deposits	-	492	80
Fixed asset investments	-	4.637	2.180
Fixed assets	-	9.376	5.659
Trade receivables		58.868	33.863
Contract work in progress	8	9.608	10.193
Receivables from group enterprises		17.944	30.260
Other receivables		16	380
Deferred tax asset	11	100	0
Prepayments	-	717	278
Receivables	-	87.253	74.974
Cash at bank and in hand	-	1.880	133
Currents assets	-	89.133	75.107
Assets	-	98.509	80.766

## **Balance Sheet 31 December**

## Liabilities and equity

	Note	2017	2016
		TDKK	TDKK
Share capital		1.200	1.200
Reserve for net revaluation under the equity method		3.267	1.222
Retained earnings		1.343	3.388
Proposed dividend for the year	_	57.575	44.208
Equity	9	63.385	50.018
Provision for deferred tax	11	0	947
Provisions	_	0	947
Trade payables		5.575	1.544
Contract work in progress, liabilities	8	11.524	3.680
Payables to group enterprises		262	7.431
Income tax payable		1.481	362
Other payables	_	16.282	16.784
Short-term debt	-	35.124	29.801
Debt	-	35.124	29.801
Liabilities and equity	-	98.509	80.766
Subsequent events	1		
Contingent assets, liabilities and other financial obligations	12		
Related parties	13		

## **Statement of Changes in Equity**

		Reserve for			
		net revaluation		Proposed	
		under the	Retained	dividend for	
	Share capital	equity method	earnings	the year	Total
	TDKK	TDKK	TDKK	TDKK	TDKK
Equity at 1 January	1.200	1.222	3.388	44.208	50.018
Ordinary dividend paid	0	0	0	-44.208	-44.208
Net profit/loss for the year	0	2.045	-2.045	57.575	57.575
Equity at 31 December	1.200	3.267	1.343	57.575	63.385

#### 1 Subsequent events

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

		2017	2016 ТDКК
2	Staff expenses	T D N N	1 Ditt
	Wages and salaries	111.238	96.404
	Pensions	1.230	1.218
	Other social security expenses	1.786	1.477
		114.254	99.099
	Average number of employees	200	182

Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.

#### 3 Financial income

Adjustment of tax concerning previous years

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Interest received from group enterprises		1
	0	1
Financial expenses		
Interest paid to group enterprises	57	19
Other financial expenses	232	131
Exchange loss	1.024	98
	1.313	248
Tax on profit/loss for the year		
Current tax for the year	16.461	11.353
Deferred tax for the year	-1.047	1.000

-169

12.184

0

15.414

## 6 Property, plant and equipment

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roperty, plant and equipment		
	Other fixtures	
	and fittings,	
	tools and	Leasehold
	equipment	improvements
	ТДКК	TDKK
Cost at 1 January	5.342	6.574
Additions for the year	1.772	953
Cost at 31 December	7.114	7.527
Impairment losses and depreciation at 1 January	3.884	4.553
Depreciation for the year	683	782
Impairment losses and depreciation at 31 December	4.567	5.335
Carrying amount at 31 December	2.547	2.192
	2017	2016
Investments in subsidiaries	ТДКК	TDKK
Cost at 1 January	878	878
Cost at 31 December	878	878
Value adjustments at 1 January	1.222	0
Net profit/loss for the year	3.267	1.222
Dividend to the Parent Company	-1.222	0
Value adjustments at 31 December	3.267	1.222
Carrying amount at 31 December	4.145	2.100

Investments in subsidiaries are specified as follows:

	Place of registered	ce of registered Votes and			Net profit/loss
Name	office	Share capital	ownership	Equity	for the year
Wunderman					
Sweden AB	Sweden	SEK 200.000	100%	5.430	4.319

8	Contract work in progress	<u>2017</u> ТDКК	2016 ТDКК
	Selling price of work in progress	89.864	83.020
	On account billings	-91.780	-76.507
		-1.916	6.513
	Recognised in the balance sheet as follows:		
	Contract work in progress recognised in assets	9.608	10.193
	Billings on account	-11.524	-3.680
		-1.916	6.513

## 9 Equity

The share capital consists of 12,000 shares of a nominal value of DKK 100. No shares carry any special rights.

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

## 10 Distribution of profit

		44.208
Retained earnings	-2.045	-1.222
Reserve for net revaluation under the equity method	2.045	1.222
Proposed dividend for the year	57.575	44.208

### 11 Deferred tax asset

Deferred tax asset at 1 January	-947	53
Amounts recognised in the income statement for the year	1.047	-1.000
Deferred tax asset at 31 December	100	-947

		2017	2016
12	Contingent assets, liabilities and other financial obligations	ТДКК	TDKK
	Rental and lease obligations		
	Lease obligations under operating leases. Total future lease payments:		
	Until expiry	4.565	6.080
		4.565	6.080
	Other contingent liabilities		
	Recourse and non-recourse guarantee commitments	3.488	3.488

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 Danmark 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			
Y&R Denmark Holdings II ApS, Per Henrik Lings Allé 4, 2100 København Ø	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		
WPP plc.	27 Farm Street, W1J 5RJ London, England		

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

## **Basis of Preparation**

The Annual Report of Wunderman A/S for 2017 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of 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.

### **Cash flow statement**

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of , the Company has not prepared a cash flow statement.

#### **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.

## **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 indirect production costs and expenses for premises, sales and marketing 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 assets, equipment etc.

### Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

### 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 WPP entities in Denmark. The tax effect of the joint taxation is allocated to Danish 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 years
Leasehold improvements	6 - 10 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 recognised and measured under the equity method.

The item"Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

### 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 group enterprises.

### 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, subscriptions and interest.

## Equity

## Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

#### 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**

Return on assets

Solvency ratio

Profit before financials x 100 Total assets

Equity at year end x 100 Total assets at year end

Net profit for the year x 100 Average equity

Return on equity