

# Resolve ApS

c/o Wunderman A/S  
Glentevej 61  
2400 Copenhagen NV  
Denmark

CVR no. 39 81 87 01

## **Annual report 2022**

The annual report was presented and approved at  
the Company's annual general meeting on

31 March 2023

Martin Hviid Saxtorph  
Chairman of the annual general meeting

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**Resolve ApS**  
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## Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Resolve ApS for the financial year 1 January – 31 December 2022.

The annual report, which has not been audited, is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 31 March 2023  
Executive Board:

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Jan William Werner

Board of Directors:

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Manuel De Manzanos  
Segimon  
Chairman

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Martin Hviid Saxtorph

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Jan William Werner

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Nina Werner

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Ewen Cameron Sturgeon

Management confirms that the Company fulfils the requirements to be exempt of audit.



## **Auditor's report on the compilation of financial statements**

### **To the Management of Resolve ApS**

We have compiled the financial statements of Resolve ApS for the financial year 1 January – 31 December 2022 based on the Company's bookkeeping records and other information provided by you.

The financial statements comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies.

We performed our work in accordance with ISRS 4410 *Compilation Engagements*.

We have applied our professional expertise in accounting and financial reporting to assist you in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied with relevant provisions of the Danish Auditors Act, including the requirements for independence, and International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), which is based on fundamental principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion as to whether these financial statements are prepared in accordance with the Danish Financial Statements Act.

Copenhagen, 31 March 2023

**KPMG**

Statsautoriseret Revisionspartnerselskab  
CVR no. 25 57 81 98

Carsten Nielsen  
State Authorised  
Public Accountant  
mne30212

**Resolve ApS**  
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## **Management's review**

### **Company details**

Resolve ApS  
c/o Wunderman A/S  
Glentevej 61  
2400 Copenhagen NV  
Denmark

CVR no.:	39 81 87 01
Registered office:	Copenhagen
Financial year:	1 January – 31 December

### **Board of Directors**

Manuel De Manzanos Segimon, Chairman  
Martin Hviid Saxtorph  
Jan William Werner  
Nina Werner  
Ewen Cameron Sturgeon

### **Executive Board**

Jan William Werner

## **Management's review**

### **Operating review**

#### **Main activities**

The purpose of the Company is to develop and market software as well as related business.

#### **Development in activities and financial position**

The Company's income statement for 2022 shows a loss of DKK -7,002,980 as against DKK -11,618,572 in 2021. Equity in the Company's balance sheet at 31 December 2022 stood at DKK -17,508,156 as against DKK -10,505,176 at 31 December 2021.

#### **Events after the balance sheet date**

No events have occurred after the balance sheet date of material importance to the annual report for 2022.

## Financial statements 1 January – 31 December

### Income statement

DKK	Note	2022	2021
<b>Gross loss</b>		-10,821,579	-7,225,281
Staff costs	2	-72,476	-2,047,387
Depreciation, amortisation and impairment losses		0	-5,645,008
<b>Loss before financial income and expenses</b>		-10,894,055	-14,917,676
Financial expenses	3	-282,957	-58,155
<b>Loss before tax</b>		-11,177,012	-14,975,831
Tax on loss for the year	4	4,174,032	3,357,259
<b>Loss for the year</b>		-7,002,980	-11,618,572
<b>Proposed distribution of loss</b>			
Reserve for development costs		20,269,238	0
Retained earnings		-27,272,218	-11,618,572
		-7,002,980	-11,618,572

## Financial statements 1 January – 31 December

### Balance sheet

DKK	Note	2022	2021
<b>ASSETS</b>			
<b>Fixed assets</b>			
<b>Intangible assets</b>			
Development projects in progress		25,986,203	0
<b>Total fixed assets</b>		25,986,203	0
<b>Current assets</b>			
<b>Receivables</b>			
Other receivables		4,968,776	454,279
Corporation tax		9,890,997	2,302,992
		14,859,773	2,757,271
<b>Cash at bank and in hand</b>		0	98,790
<b>Total current assets</b>		14,859,773	2,856,061
<b>TOTAL ASSETS</b>		40,845,976	2,856,061



## Financial statements 1 January – 31 December

### Balance sheet

DKK	Note	2022	2021
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital		50,000	50,000
Reserve for development costs		20,269,238	0
Retained earnings		<u>-37,827,394</u>	<u>-10,555,176</u>
<b>Total equity</b>		<u>-17,508,156</u>	<u>-10,505,176</u>
<b>Provisions</b>			
Provisions for deferred tax		<u>5,716,965</u>	<u>0</u>
<b>Total provisions</b>		<u>5,716,965</u>	<u>0</u>
<b>Liabilities other than provisions</b>			
<b>Current liabilities other than provisions</b>			
Payables to group entities		52,637,167	12,978,022
Other payables		<u>0</u>	<u>383,215</u>
		<u>52,637,167</u>	<u>13,361,237</u>
<b>Total liabilities other than provisions</b>		<u>52,637,167</u>	<u>13,361,237</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>40,845,976</u>	<u>2,856,061</u>
<b>Contractual obligations, contingencies, etc.</b>	5		
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## Financial statements 1 January – 31 December

### Statement of changes in equity

DKK	<u>Share capital</u>	<u>Reserve for development costs</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2022	50,000	0	-10,555,176	-10,505,176
Loss for the year	<u>0</u>	<u>20,269,238</u>	<u>-27,272,218</u>	<u>-7,002,980</u>
<b>Equity at 31 December 2022</b>	<u>50,000</u>	<u>20,269,238</u>	<u>-37,827,394</u>	<u>-17,508,156</u>

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies

The annual report of Resolve ApS for 2022 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

The financial statements for 2022 are presented in DKK.

#### 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.

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

### Income statement

#### Gross profit

Pursuant to section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

#### Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

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 costs

Other external costs comprise costs of distribution, sales and advertising, administrative expenses, costs of premises, bad debts, operating leases, etc.

#### Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs. Refunds from public authorities are deducted from staff costs.

#### Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses comprise depreciation, amortisation and impairment of intangible assets.

#### Financial income and expenses

Financial income and expenses comprise interest income and expense, gains and losses on payables and transactions denominated in foreign currencies etc.

#### Tax on loss for the year

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity 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.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

### Balance sheet

#### Intangible assets

##### *Development projects*

Development costs comprise costs, wages, salaries and amortisation directly and indirectly attributable to development activities.

#### Impairment of fixed assets

The carrying amount of intangible assets is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

#### Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

#### Cash at bank and in hand

Cash at bank and in hand comprise cash and bank deposits.

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 payables to group enterprises.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Equity

###### *Reserve for development costs*

The reserve for development costs comprises capitalised development costs. The reserve cannot be used for dividends, distribution or to cover losses. If the recognised development costs are sold or in other ways excluded from the Company's operations, the reserve will be dissolved and transferred directly to the distributable reserves under equity. If the recognised development costs are written down, the part of the reserve corresponding to the write-down of the developments costs will be reversed. If a write-down of development costs is subsequently reversed, the reserve will be re-established. The reserve is reduced by amortisation of capitalised development costs on an ongoing basis.

##### Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

##### Liabilities other than provisions

Other liabilities are measured at amortised cost.

## Financial statements 1 January – 31 December

### Notes

DKK	<u>2022</u>	<u>2021</u>
<b>2 Staff costs</b>		
Wages and salaries	68,553	1,909,930
Pensions	0	111,000
Other social security costs	<u>3,923</u>	<u>26,457</u>
	<u>72,476</u>	<u>2,047,387</u>
Average number of full-time employees	<u>0</u>	<u>3</u>
<b>3 Financial expenses</b>		
Interest expense to group entities	274,223	48,971
Other financial costs	<u>8,734</u>	<u>9,184</u>
	<u>282,957</u>	<u>58,155</u>
<b>4 Tax on loss for the year</b>		
Current tax for the year	-9,890,997	-2,302,992
Deferred tax for the year	<u>5,716,965</u>	<u>-1,054,267</u>
	<u>-4,174,032</u>	<u>-3,357,259</u>

### 5 Contractual obligations, contingencies, etc.

#### 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.

### 6 Related party disclosures

Resolve ApS' related parties comprise the following:

#### Control

Resolve ApS is part of the consolidated financial statements of WPP Jubilee Limited, 18 Upper Ground, SE 9GL, London, England, and the consolidated financial statements of WPP Plc., Hilgrove Street, St. Helier, JE1 1ES, Jersey, England, which are the smallest and largest groups, respectively, in which the Company is included as a subsidiary.

The consolidated financial statements of WPP Jubilee Limited can be obtained by contacting the Company at the address above.

The consolidated financial statements of WPP Plc. can be obtained at the following address: [www.wppinvestor.com](http://www.wppinvestor.com).