

# WPP Holding Denmark A/S

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

CVR no. 56 87 36 19

## Annual report 2023

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

26 June 2024

Martin Hviid Saxtorph  
Chairman of the annual general meeting

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**WPP Holding Denmark A/S**  
Annual report 2023  
CVR no. 56 87 36 19

## **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 WPP Holding Denmark A/S for the financial year 1 January – 31 December 2023.

The annual report has been prepared 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 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023.

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, 26 June 2024  
Executive Board:

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Martin Hviid Saxtorph  
CEO

Board of Directors:

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Jonas von Barnekow  
Benzon Hemmingsen  
Chairman

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Martin Hviid Saxtorph

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Jan William Werner

## Independent auditor's report

### To the shareholder of WPP Holding Denmark A/S

#### Opinion

We have audited the financial statements of WPP Holding Denmark A/S for the financial year 1 January – 31 December 2023 comprising income statement, balance sheet, statement of changes in equity and notes, including 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 Company's assets, liabilities and financial position at 31 December 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023 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' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Management's responsibility 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 that 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 as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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 company 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.

## Independent auditor's report

- 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.

## Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the 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 of the Management's review.

Copenhagen 26 June 2024

**Deloitte**

Statsautoriseret Revisionspartnerselskab

CVR no. 33 96 35 56

Brian Schmit Jensen  
State Authorised  
Public Accountant  
mne40050

**WPP Holding Denmark A/S**  
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## Management's review

### Company details

WPP Holding Denmark A/S  
Glentevej 61  
2400 Copenhagen NV  
Denmark

CVR no.: 56 87 36 19  
Registered office: Copenhagen  
Financial year: 1 January – 31 December

### Board of Directors

Jonas von Barnekow Benzou Hemmingsen, Chairman  
Martin Hviid Saxtorph  
Jan William Werner

### Executive Board

Martin Hviid Saxtorph, CEO

### Auditor

Deloitte  
Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
DK-2300 Copenhagen S  
CVR no. 33 96 35 56

## **Management's review**

### **Operating review**

#### **Main activities**

The Company's primary activity consists of investments in group entities and one participating interest. In addition, the Company renders administrative services to group enterprises. Furthermore, the Company participates in the Danish WPP joint taxation.

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

The Company's income statement for 2023 shows a profit of DKK 46,836k as against DKK 33,517k in 2022 as expected in annual report for 2022. Equity in the Company's balance sheet at 31 December 2023 stood at DKK 184,894k as against DKK 138,058k at 31 December 2022.

Development in activities is primarily due to the development of income from equity investments in group entities.

#### **Outlook**

The Company expects a result for 2024 at the same level as for 2023.

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

No events of material importance have occurred after the balance sheet date of the annual report for 2023.

## Financial statements 1 January – 31 December

### Income statement

DKK'000	Note	2023	2022
Other operating income		11,695	15,845
Other external costs		<u>-12,586</u>	<u>-15,278</u>
<b>Gross profit/loss</b>		-891	567
Staff costs	2	<u>0</u>	<u>-1,609</u>
<b>Loss before financial income and expenses</b>		-891	-1,042
Income from equity investments in group entities	3	48,936	34,388
Income from participating interests	4	794	794
Financial income	5	163	673
Financial expenses	6	<u>-3,014</u>	<u>-1,757</u>
<b>Profit before tax</b>		45,988	33,056
Tax on profit for the year	7	<u>848</u>	<u>461</u>
<b>Profit for the year</b>		<u>46,836</u>	<u>33,517</u>
<b>Proposed profit appropriation</b>			
Reserve for net revaluation under equity method		48,936	33,339
Retained earnings		<u>-2,100</u>	<u>178</u>
		<u>46,836</u>	<u>33,517</u>



## Financial statements 1 January – 31 December

### Balance sheet

DKK'000	Note	2023	2022
<b>ASSETS</b>			
<b>Fixed assets</b>			
<b>Investments</b>	8		
Equity investments in group entities		141,561	152,625
Participating interests		<u>79,425</u>	<u>79,425</u>
		<u>220,986</u>	<u>232,050</u>
<b>Total fixed assets</b>		<u>220,986</u>	<u>232,050</u>
<b>Current assets</b>			
<b>Receivables</b>			
Receivables from group entities		20,072	9,264
Other receivables		2,855	1,474
Corporation tax		<u>3,882</u>	<u>461</u>
		<u>26,809</u>	<u>11,199</u>
<b>Total current assets</b>		<u>26,809</u>	<u>11,199</u>
<b>TOTAL ASSETS</b>		<u><u>247,795</u></u>	<u><u>243,249</u></u>

## Financial statements 1 January – 31 December

### Balance sheet

DKK'000	Note	2023	2022
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	9	986	986
Reserve for net revaluation under equity method		111,000	122,064
Retained earnings		<u>72,908</u>	<u>15,008</u>
<b>Total equity</b>		<u>184,894</u>	<u>138,058</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade payables		8,405	2,053
Payables to group entities		51,717	100,278
Other payables		<u>2,779</u>	<u>2,860</u>
		<u>62,901</u>	<u>105,191</u>
<b>Total liabilities</b>		<u>62,901</u>	<u>105,191</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>247,795</u>	<u>243,249</u>
<b>Contractual obligations, contingencies, etc.</b>	10		
<b>Related party disclosures</b>	11		

## Financial statements 1 January – 31 December

### Statement of changes in equity

DKK'000	Share capital	Reserve for net revaluation under equity method	Retained earnings	Total
Equity at 1 January 2023	986	122,064	15,008	138,058
Profit for the year	0	48,936	-2,100	46,836
Distributed dividends from investments in subsidiaries	0	-60,000	60,000	0
<b>Equity at 31 December 2023</b>	<b>986</b>	<b>111,000</b>	<b>72,908</b>	<b>184,894</b>

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies

The annual report of WPP Holding Denmark A/S for 2023 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 2023 are presented in TDKK.

#### Omission of consolidated financial statements

Pursuant to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The Company is included in the consolidated financial statements of WPP Plc., 13 Castle Street, St. Helier, JE1 1ES, Jersey, England.

#### Recognition and measurement

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.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

#### 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

#### Other operating income

Other operating income comprises fee from group companies for administrative and IT services rendered to Danish WPP companies.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### Other external costs

Other external expenses comprise expenses for administration and IT services.

##### Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc.

##### Income from equity investments in group entities and participating interests

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

Income from investments in participating interest comprises dividends etc. received from the individual participating interest in the financial year.

##### 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 profit 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 profit/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.

WPP Holding Denmark A/S is the administration Company in Denmark.

### Balance sheet

#### Investments

Equity investments in group entities are recognised and measured under the equity method.

Equity investments in group entities with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Investments in participating interest are measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

## Financial statements 1 January – 31 December

### Notes

#### 1 Accounting policies (continued)

##### 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 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.

##### 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 liabilities are measured at amortised cost.

## Financial statements 1 January – 31 December

### Notes

DKK'000	<u>2023</u>	<u>2022</u>
<b>2 Staff costs</b>		
Wages and salaries	<u>0</u>	<u>1,609</u>
	<u>0</u>	<u>1,609</u>
	<u>0</u>	<u>1</u>
<b>3 Income from equity investments in group entities</b>		
Share of profits of subsidiaries	48,936	33,339
Profit of sales of equity investments	<u>0</u>	<u>1,049</u>
	<u>48,936</u>	<u>34,388</u>
<b>4 Income from participating interests</b>		
Dividend from participating interest	<u>794</u>	<u>794</u>
	<u>794</u>	<u>794</u>
<b>5 Other financial income</b>		
Interest income from group entities	154	452
Other financial income	0	221
Exchange rate adjustments income	<u>9</u>	<u>0</u>
	<u>163</u>	<u>673</u>
<b>6 Other financial expenses</b>		
Interest expense to group entities	2,643	1,426
Other financial costs	371	234
Exchange rate adjustments costs	<u>0</u>	<u>97</u>
	<u>3,014</u>	<u>1,757</u>
<b>7 Tax on profit for the year</b>		
Current tax for the year	-823	-461
Adjustment of tax concerning previous years	<u>-25</u>	<u>0</u>
	<u>-848</u>	<u>-461</u>

## Financial statements 1 January – 31 December

### Notes

#### 8 Investments

DKK'000	Equity investments in group entities	Participating interests	Total
Cost at 1 January 2023	30,561	79,425	109,986
Cost at 31 December 2023	30,561	79,425	109,986
Revaluations at 1 January 2023	122,064	0	122,064
Revaluations for the year	48,936	0	48,936
Received dividend	-60,000	0	-60,000
Reversal of impairment of sold assets	0	0	0
Revaluations 31 December 2023	111,000	0	111,000
<b>Carrying amount at 31 December 2023</b>	<b>141,561</b>	<b>79,425</b>	<b>220,986</b>

Name/legal form	Registered office	Votes and ownership	Equity	Profit for the year
			DKK'000	DKK'000
Subsidiaries:				
Mindshare A/S	Copenhagen	100%	29,463	10,826
GroupM Denmark A/S	Copenhagen	100%	104,455	8,225
EssenceMediacom Danmark A/S (indirectly owned)	Copenhagen	100%	57,573	16,010
Wavemaker A/S (indirectly owned)	Copenhagen	100%	56,738	13,875
			0	0
			248,229	48,936

Name/legal form	Registered office	Votes and ownership
Participating interest:		
Hill & Knowlton Limited	London	80%

Profit for the year for GroupM Denmark A/S is presented excluding dividend income from equity investments in group entities of -95,000 DKK'000

The Company owns 80% of the share capital of Hill & Knowlton Limited, London. Since the shares represent only 2% of the total voting rights, the Company is not considered a subsidiary but is only regarded as a participating interest. The investment is valued at cost.

In the event of liquidation of the participating interest, preference shares take precedence over other shares with the limitation that the amount to be obtained for the shares is not to exceed the face value of the shares and the unpaid accumulated dividend.



## **Financial statements 1 January – 31 December**

### **Notes**

#### **9 Equity**

The share capital consists of 986 shares of a nominal value of DKK 1,000k.

All shares rank equally.

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

#### **10 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 by the Group amounts to DKK 0k. 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.

#### **11 Related party disclosures**

WPP Holding Denmark A/S' related parties comprise the following:

##### **Related party transactions**

WPP Holding Denmark A/S 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., 13 Castle 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).