

Registration number: 3097778

DAS UK Investments Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2021

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DAS UK Investments Limited

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DAS UK Investments Limited

Strategic Report for the year ended 31 December 2021

The directors present their strategic report for the year ended 31 December 2021.

The purpose of this strategic report is to inform members of the company and help them assess how the directors have performed their duty under section 172 of the Companies Act 2006 (duty to promote the success of the company).

Fair review of the business

The group consists of companies operating in various marketing communications disciplines including branding, experiential, digital/direct marketing, field marketing, healthcare, public relations, research, publishing/content marketing and advertising.

The key indicators that we review focus on revenue, staff costs and operating margin. Our revenue increased by 14.3% (2020: 8.0% decrease) with a range of performances across different businesses.

Because we are a service business, we monitor expenses on a percentage of revenue basis. We measure expenses in two distinct cost categories, staff costs and all other operating expenses. Staff costs are primarily comprised of salaries, social security and employer pension contributions. Other operating expenses are primarily comprised of rent and occupancy costs, technology related costs and depreciation. Staff costs tend to fluctuate in conjunction with changes in revenue whereas other operating costs tend to be relatively fixed in nature. Staff costs decreased to 48.1% (2020: 48.6%) of revenue.

Our operating margin increased to 10.8% (2020: 9.0%) with a range of performances across different businesses.

At the end of the year the group had net current assets of £84.6m (2020: £83.3m) - an increase of £1.3m.

The directors consider that the group has access to sufficient funds to meet its needs for the reasons set out in note 1 to the financial statements. Accordingly, the directors have prepared the financial statements on a going concern basis.

DAS UK Investments Limited

Strategic Report for the year ended 31 December 2021

Principal risks and uncertainties

Our employees are our most important assets and our ability to attract and retain key personnel is an important aspect of our competitiveness. If we are unable to attract and retain key personnel, including highly skilled technically proficient personnel, our ability to provide our services in the manner our customers have come to expect may be adversely affected, which could harm our reputation and result in a loss of clients, which could have a material adverse effect on our results of operations and financial position.

Our clients generally are able to reduce advertising and marketing spending or cancel projects at any time on short notice for any reason. It is possible that our clients could reduce spending in comparison to historical patterns, or they could reduce future spending. A significant reduction in advertising and marketing spending by our largest clients, or the loss of several of our largest clients, if not replaced by new clients or an increase in business from existing clients, would adversely affect our revenue and could have a material adverse effect on our results of operations and financial position.

We rely on information technology systems and infrastructure to process transactions, summarize results and manage our business, including maintaining client marketing and advertising information. Our information technology systems are potentially vulnerable to system failures and network disruptions, malicious intrusion and random attack.

Likewise, data security incidents and breaches by employees and others with or without permitted access to our systems may pose a risk that sensitive data may be exposed to unauthorized persons or to the public. Additionally, we utilize third parties, including cloud providers, to store, transfer or process data. Whilst we have taken what we believe are prudent measures to protect our data and information technology systems, there can be no assurance that our efforts will prevent failures or network disruptions or breaches in our systems, or in systems of third parties we use, that could adversely affect our reputation or business.

Global economic conditions have a direct impact on our business and financial performance. In particular, current global economic conditions pose a risk that our clients may reduce future spending on advertising and marketing services which could reduce the demand for our services. If domestic or global economic conditions worsen or do not improve, our results of operations and financial position could be adversely affected. We will continue to closely monitor economic conditions, client revenue levels and other factors and, in response to reductions in our client revenue, if necessary, we will take actions available to us to align our cost structure and manage working capital. There can be no assurance whether, or to what extent, our efforts to mitigate any impact of future economic conditions, reductions in our client revenue, changes in client creditworthiness and other developments will be effective.

Global economic uncertainty, turmoil in the credit markets or a contraction in the availability of credit may make it more difficult for businesses, including us, to meet their working capital requirements and could lead clients to seek to change their financial relationship with their vendors, including us, and could cause our clients to reduce spending on our services, delay the payment for our services or take additional actions that would negatively affect our working capital. We could need to obtain additional financing to fund our day-to-day working capital requirements in such circumstances. There is no assurance that such additional financing would be available on favourable terms, if at all. Such circumstances could have a material adverse effect on our results of operations and financial position.

DAS UK Investments Limited

Strategic Report for the year ended 31 December 2021

Government agencies and consumer groups directly or indirectly affect or attempt to affect the scope, content and manner of presentation of advertising, marketing and corporate communications services, through regulation or other governmental action. Any limitation on the scope or content of our services could affect our ability to meet our clients' needs, which could have a material adverse effect on our results of operations and financial position. In addition, there has been a tendency on the part of businesses to resort to the judicial system to challenge advertising practices. Such actions by businesses or governmental agencies could have a material adverse effect on our results of operations and financial position.

Additionally, government or legislative action may limit the tax deductibility of advertising expenditures by certain industries or for certain products or services. These actions could cause our clients affected by such actions to reduce their spending on our services which could have a material adverse effect on our results of operations and financial position. Further, laws and regulations, related to user privacy, use of personal information and Internet tracking technologies have been proposed or enacted in the United States, EU and certain international markets. These laws and regulations could affect the acceptance of new communications technologies and the use of current communications technologies as advertising mediums. These actions could affect our business and reduce demand for certain of our services, which could have a material adverse effect on our results of operations and financial position.

The Covid-19 pandemic has significantly impacted the global economy. Due to the diverse nature of the businesses within the group, although we saw revenues fall slightly in 2020, this decrease wasn't significant and together with the actions taken to align our costs accordingly did not result in a material fall in our underlying operating results in 2020. 2021 saw an increase in both our revenues and operating results. The directors are confident of the outlook for 2022 and beyond.

In June 2016 the UK electorate voted in a referendum to discontinue the UK membership of the EU ('Brexit'). This withdrawal took place on 31 January 2020, with the UK commencing a transition period during which it remained subject to EU law and continued to be part of the EU customs union and single market. This transition period ended on 31 December 2020 and was replaced by a free trade agreement between the UK and the EU. There has been no material adverse impact of Brexit to the group to date and due to the nature, size and diversity of businesses within the group, servicing different markets, sectors, customers and locations the directors do not believe there will be a significant overall impact. The group continues to monitor developments in this respect carefully and to work closely with Omnicom and advisers to assess the impact of the free trade agreement on the group.

Section 172(1) statement

When making decisions, the directors of the company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- (a) the likely consequences of any decision in the long term;
- (b) the interests of the Group's employees;
- (c) the need to foster the Group's business relationships with suppliers, customers and others;
- (d) the impact of the Group's operations on the community and the environment;
- (e) the desirability of the Group maintaining a reputation for high standards of business conduct; and
- (f) the need to act fairly as between members of the company.

In discharging their duties in respect of s.172(1) the directors have had regard to the factors set out above.

As a member of the DAS group of companies and a wholly owned subsidiary of DAS Europe Limited and the wider Omnicom global network, all decisions taken by the directors are made with a view to the long term and in full collaboration with these networks – whether at practice area level, DAS global level or Omnicom level.

DAS UK Investments Limited

Strategic Report for the year ended 31 December 2021

The group is focused on recruiting, developing and retaining the best talent, and our subsidiaries are committed to providing ongoing training and education for our staff. Regular staff surveys are undertaken to listen to our teams and ensure we have pathways to communicate and motivate our staff, providing sustainable long-term careers.

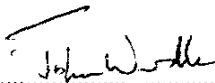
Our subsidiaries hold regular client review meetings, and closely monitor their conversion of new work, to ensure they are meeting or exceeding their client's expectations. Long term relationships with our clients are a key metric for measuring the success of the group.

The group's significant supplier relationships are managed by the Strategic Alliance Services division of Omnicom, providing supplier programs and partnerships across many areas of our business.

Many of the Group's subsidiaries have programs in place allowing and encouraging staff to support their local communities. Environmental concerns are another key focus of the Group's subsidiaries with most now operating in office spaces that actively encourage the use of recyclable products and recycling wherever possible.

All employees of the group are required to adhere to the Omnicom code of business conduct, ensuring we maintain high standards of business conduct at all times.

Approved and authorised by the Board on 20 December 2022 and signed on its behalf by:



J H Wardle
Director

DAS UK Investments Limited

Directors' Report for the year ended 31 December 2021

The directors present their report and the consolidated financial statements for the year ended 31 December 2021.

Principal activity

The principal activity of the company is that of a holding company and its subsidiaries are agencies providing advertising, marketing, research and communication services.

Dividends

On 9 March 2021 the directors paid a dividend in respect of the year ended 31 December 2021 of £2,188.94 per share totalling £9,412,428.

On 7 June 2021 the directors paid a dividend in respect of the year ended 31 December 2021 of £12,395.35 per share totalling £53,300,000.

On 15 December 2021 the directors paid a dividend in respect of the year ended 31 December 2021 of £1,327.55 per share totalling £5,841,217, making total dividends paid in the year of £68,553,645 (2020: £1,475,427).

Directors of the group

The directors who held office during the year were as follows:

J M W Betts

J H Wardle

Political and charitable donations

During the year the group made no political donations (2020: £nil). Donations to charity amounted to £79,022 (2020: £13,761).

Engagement with employees

The group recognises the need to ensure effective communication with employees. Senior management of our businesses are regularly informed of developments in group strategic, financial, commercial and personnel matters to enable them to inform and discuss these issues with employees as appropriate.

The group is committed to being an equal opportunities employer and opposes all forms of unlawful discrimination. Our objective is to have a diverse workforce.

The group believes that individuals should be treated on their merit and that employment-related decisions should be based on objective job-related criteria such as aptitude and skills.

It is our policy that all employees should have equal opportunities for promotion and training. The group trains and develops its staff in close relationship with various training organisations. The group believes in promoting where possible from within the organisation on the basis of ability and merit.

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of a member of staff becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

DAS UK Investments Limited

Directors' Report for the year ended 31 December 2021

Post balance sheet events

On 22 June 2022 the company received a capital contribution of £5,300,000 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £5,299,999. On the same day the company made a capital contribution to Flamingo Research Limited of £5,300,000 for the purpose of repairing its balance sheet.

On 23 September 2022 the company received a capital contribution of £600,000 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £599,999. On the same day the company made a capital contribution to Our Creative Limited of £600,000 for the purpose of repairing its balance sheet.

On 2 November 2022 the company paid a dividend of £53,450. This has not been included in the accounts as it was not approved before the year end.

In November 2022 the company undertook a reorganisation of the ownership of a number of its subsidiaries within the DAS UK Investments Limited group. In addition the immediate parent of the company became DAS EMEA Investments Limited.

On 22 November 2022, immediately following this reorganisation, the company transferred a number of subsidiaries with an aggregate net book value of £41,846,940 to its immediate parent, DAS EMEA Investments Limited, at net book value via dividend in specie.

On 25 November 2022 the company issued 10,000,000 non-voting preferred shares of £1 each to its immediate parent company, DAS EMEA Investments Limited, for a cash consideration of £10,000,000.

Environmental report

The annual quantity of emissions resulting from activities for which the group is responsible were as follows:

	2021 tonnes CO2e	2020 tonnes CO2e
Combustion of Gas	72	85
Consumption of fuel for the purposes of transport	1,686	1,872
Purchase of electricity for own use (incl. transport)	203	371
	<u>1,961</u>	<u>2,328</u>

The estimated aggregate kWh energy consumption in respect of the above is 8,039,000 kWh (2020: 9,282,000 kWh).

In accordance with the Streamlined Energy and Carbon Reporting Framework implemented by the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 the group has excluded information in respect of those subsidiary entities which would not be required to report under this framework.

The group has not disclosed emissions and energy usage in respect of premises where these are sourced, managed and disclosed directly by a related party, Cardinia Real Estate UK Limited.

Emissions in respect of the consumption of fuel for the purposes of transport are estimated using conversion factors provided by the Department for Business, Energy & Industrial Strategy and include radiative forcing ('RF') for air travel emissions.

DAS UK Investments Limited

Directors' Report for the year ended 31 December 2021

The group considers emissions from the consumption of fuel for the purposes of transport per employee as its key intensity ratio which is as follows:

	2021 tonnes CO2e	2020 tonnes CO2e
Emissions from the consumption of fuel for the purposes of transport per employee	0.6	0.8

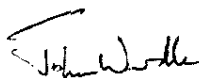
Disclosure of information to the auditor

Each director who held office at the date of approval of this Directors' report confirms that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Reappointment of auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved and authorised by the Board on 20 December 2022 and signed on its behalf by:



J H Wardle
Director

Bankside 3
90 - 100 Southwark Street
London
SE1 0SW

DAS UK Investments Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, the Directors' Report and the group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the group and parent company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of the group's profit or loss for that period. In preparing each of the group and parent company financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

Independent Auditor's Report to the Members of DAS UK Investments Limited

Opinion

We have audited the financial statements of DAS UK Investments Limited ("the company") for the year ended 31 December 2021, which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Balance Sheet, the Consolidated Statement of Changes in Equity, the Statement of Changes in Equity, the Consolidated Statement of Cash Flows and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2021 and of the group's profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the group or the company or to cease their operations, and as they have concluded that the group and the company's financial position means that this is realistic. They have also concluded that there are no material *uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period")*.

In our evaluation of the directors' conclusions, we considered the inherent risks to the group's business model and analysed how those risks might affect the group and company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the group or the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the group or the company will continue in operation.

Independent Auditor's Report to the Members of DAS UK Investments Limited

Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. This included communication from the group to full-scope component audit teams of relevant fraud risks identified at the Group level and request to full-scope component audit teams to report to the Group audit team any instances of fraud that could give rise to a material misstatement at group.

As required by auditing standards, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular the risk that revenue is recorded in the wrong period.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test for all full scope components based on risk criteria and comparing the identified entries to supporting documentation. These included those posted with a credit to revenue against an unexpected account pairing.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. This included communication from the group to full-scope component audit teams of relevant laws and regulations identified at the Group level, and a request for full scope component auditors to report to the group team any instances of non-compliance with laws and regulations that could give rise to a material misstatement at group.

The potential effect of these laws and regulations on the financial statements varies considerably.

The Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Whilst the Group is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statements.

Independent Auditor's Report to the Members of DAS UK Investments Limited

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic Report and Directors' Report

The directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report ;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in the their statement set out on page 8, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the group and parent 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 unless they either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Independent Auditor's Report to the Members of DAS UK Investments Limited

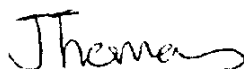
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



James Thomas (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

20 December 2022

DAS UK Investments Limited

Consolidated Profit and Loss Account for the year ended 31 December 2021

	Note	2021 £	2020 £
Gross billings		542,408,038	478,459,197
Rebillable costs		<u>(57,164,554)</u>	<u>(53,835,293)</u>
Revenue	2	485,243,484	424,623,904
Direct costs		<u>(126,336,423)</u>	<u>(121,181,013)</u>
Gross profit		358,907,061	303,442,891
Administrative expenses		(308,529,154)	(273,651,170)
Other operating income		<u>2,203,869</u>	<u>8,567,455</u>
Operating profit	3	<u>52,581,776</u>	<u>38,359,176</u>
Share of profit from participating interests		378,457	324,153
Other interest receivable and similar income	7	15,186	67,162
(Loss) on disposal of fixed asset investments		(710,578)	-
Interest payable and similar expenses	8	<u>(1,077,931)</u>	<u>(1,210,823)</u>
		<u>(1,394,866)</u>	<u>(819,508)</u>
Profit before tax		51,186,910	37,539,668
Taxation	9	<u>(12,311,817)</u>	<u>(9,550,017)</u>
Profit for the financial year		<u>38,875,093</u>	<u>27,989,651</u>
Profit attributable to:			
Owners of the company		38,426,418	27,521,141
Non-controlling interests		<u>448,675</u>	<u>468,510</u>
		<u>38,875,093</u>	<u>27,989,651</u>

The results shown above are derived wholly from continuing operations.

The notes on pages 22 to 57 form an integral part of these financial statements.

DAS UK Investments Limited

**Consolidated Statement of Comprehensive Income for the year ended 31 December
2021**

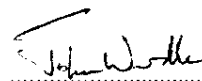
	2021	2020
	£	£
Profit for the year	38,875,093	27,989,651
Actuarial (loss) recognised in pensions	<u>(371,319)</u>	<u>(348,213)</u>
Total comprehensive income for the year	<u>38,503,774</u>	<u>27,641,438</u>
Total comprehensive income attributable to:		
Owners of the company	38,055,099	27,172,928
Non-controlling interests	<u>448,675</u>	<u>468,510</u>
	<u>38,503,774</u>	<u>27,641,438</u>

The Actuarial (loss) recognised in pensions included in the Statement of Comprehensive Income includes a credit in respect of tax of £86,640 (2020: £86,640).

DAS UK Investments Limited
(Registration number: 3097778)
Consolidated Balance Sheet as at 31 December 2021

	Note	2021 £	2020 £
Fixed assets			
Intangible assets	11	78,582,658	47,122,526
Tangible assets	12	9,260,224	10,428,353
Investments	13	<u>3,770,601</u>	<u>4,180,334</u>
		<u>91,613,483</u>	<u>61,731,213</u>
Current assets			
Stocks	15	13,503,055	11,695,902
Debtors (including £2,131,357 (2020: £1,178,421) due after more than one year)	16	276,117,961	257,655,032
Cash at bank and in hand		<u>1,643,878</u>	<u>266,923</u>
		291,264,894	269,617,857
Creditors: Amounts falling due within one year	17	<u>(206,625,937)</u>	<u>(186,364,094)</u>
Net current assets		<u>84,638,957</u>	<u>83,253,763</u>
Total assets less current liabilities		176,252,440	144,984,976
Creditors: Amounts falling due after more than one year	17	(2,465,734)	(2,229,608)
Provisions for liabilities	18	<u>(11,772)</u>	<u>(20,252)</u>
Net assets		<u><u>173,774,934</u></u>	<u><u>142,735,116</u></u>
Capital and reserves			
Called up share capital	19	46	42
Share premium reserve		92,907,711	31,157,336
Retained earnings		<u>79,515,803</u>	<u>110,021,362</u>
Equity attributable to owners of the company		172,423,560	141,178,740
Non-controlling interests		<u>1,351,374</u>	<u>1,556,376</u>
Total equity		<u><u>173,774,934</u></u>	<u><u>142,735,116</u></u>

Approved and authorised by the Board on 20 December 2022 and signed on its behalf by:

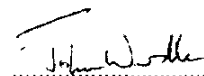

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J H Wardle
Director

DAS UK Investments Limited
(Registration number: 3097778)
Balance Sheet as at 31 December 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	13	<u>359,452,948</u>	<u>307,162,693</u>
Capital and reserves			
Called up share capital	19	46	42
Share premium reserve		92,907,711	31,157,336
Retained earnings		<u>266,545,191</u>	<u>276,005,315</u>
Total equity		<u>359,452,948</u>	<u>307,162,693</u>

Approved and authorised by the Board on 20 December 2022 and signed on its behalf by:



J H Wardle
 Director

DAS UK Investments Limited

Consolidated Statement of Changes in Equity for the year ended 31 December 2021

	Share capital £	Share premium reserve £	Retained earnings £	Non-controlling interests £	Total £
At 1 January 2021	42	31,157,336	110,021,362	1,556,376	142,735,116
Profit for the year	-	-	38,426,418	448,675	38,875,093
Actuarial gain/(loss) recognised in pensions	-	-	(371,319)	-	(371,319)
Total comprehensive income	-	-	38,055,099	448,675	38,503,774
Dividends	-	-	(68,553,645)	(653,677)	(69,207,322)
Share-based payments expense	-	-	68,851	-	68,851
Recharge from Omnicom Group Inc. in respect of shared based payments	-	-	(75,864)	-	(75,864)
Premium on issue of shares, less expenses	-	61,750,375	-	-	61,750,375
New share capital subscribed	4	-	-	-	4
At 31 December 2021	46	92,907,711	79,515,803	1,351,374	173,774,934

On 8 March 2021 the company received a capital contribution of £17,996,624 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £17,996,623 for the purpose of the company purchasing the entire issued share capital of Proximity London Limited from its fellow Omnicom subsidiary, AMV BBDO Investments Limited, for £17,996,624. On 14 December 2021 the company received a capital contribution of £47,696 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £47,695 for the purpose of the company making a capital contribution in Specialist Publications (UK) Limited. On 31 December 2021 the company acquired the entire shareholdings in Portland PR Holdings Limited and G Plus Limited from its immediate parent, DAS Europe Limited, at net book value of £38,285,749 and £5,420,310 respectively in exchange for the allotment by the company of 200 Ordinary Shares of 1 pence each plus a share premium of £43,706,057.

The notes on pages 22 to 57 form an integral part of these financial statements.

DAS UK Investments Limited

Consolidated Statement of Changes in Equity for the year ended 31 December 2021

	Share capital £	Share premium £	Retained earnings £	Non-controlling minority interest £	Total £
At 1 January 2020	42	31,157,336	83,928,564	1,386,503	116,472,445
Profit for the year	-	-	27,521,141	468,510	27,989,651
Actuarial gain/(loss) recognised in pensions	-	-	(348,213)	-	(348,213)
Total comprehensive income	-	-	27,172,928	468,510	27,641,438
Dividends	-	-	(1,475,427)	(298,637)	(1,774,064)
Share-based payments expense	-	-	30,629	-	30,629
Recharge from Omnicom Group Inc. in respect of shared based payments	-	-	364,668	-	364,668
At 31 December 2020	42	31,157,336	110,021,362	1,556,376	142,735,116

DAS UK Investments Limited

Statement of Changes in Equity for the year ended 31 December 2021

	Share capital £	Share premium reserve £	Retained earnings £	Total £
At 1 January 2021	42	31,157,336	276,005,315	307,162,693
Profit for the year	-	-	59,093,521	59,093,521
Total comprehensive income				
Dividends	-	-	59,093,521	59,093,521
Premium on issue of shares, less expenses	-	-	(68,553,645)	(68,553,645)
New share capital subscribed	4	61,750,375	-	61,750,375
At 31 December 2021	46	92,907,711	266,545,191	359,452,948

On 8 March 2021 the company received a capital contribution of £17,996,624 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £17,996,623 for the purpose of the company purchasing the entire issued share capital of Proximity London Limited from its fellow Omnicom subsidiary, AMV BBDO Investments Limited, for £17,996,624. On 14 December 2021 the company received a capital contribution of £47,696 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £47,695 for the purpose of the company making a capital contribution in Specialist Publications (UK) Limited. On 31 December 2021 the company acquired the entire shareholdings in Portland PR Holdings Limited and G Plus Limited from its immediate parent, DAS Europe Limited, at net book value of £38,285,749 and £5,420,310 respectively in exchange for the allotment by the company of 200 Ordinary Shares of 1 pence each plus a share premium of £43,706,057.

DAS UK Investments Limited

Statement of Changes in Equity for the year ended 31 December 2021

	Share capital £	Share premium reserve £	Retained earnings £	Total £
At 1 January 2020	42	31,157,336	278,473,039	309,630,417
Loss for the year	-	-	(992,297)	(992,297)
Total comprehensive income	-	-	(992,297)	(992,297)
Dividends	-	-	(1,475,427)	(1,475,427)
At 31 December 2020	42	31,157,336	276,005,315	307,162,693

The notes on pages 22 to 57 form an integral part of these financial statements.
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DAS UK Investments Limited

Consolidated Statement of Cash Flows for the year ended 31 December 2021

	Note	2021 £	2020 £
Cash flows from operating activities			
Profit for the year		38,875,093	27,989,651
Adjustments to cash flows from			
Depreciation and amortisation	3	12,096,286	13,563,399
(Profit)/loss on disposal of tangible assets		(20,025)	61,645
Finance income		(393,643)	(391,315)
Finance costs	8	1,077,931	1,210,823
Share based payment transactions		576,986	444,245
Income tax expense	9	12,311,817	9,550,017
		<u>64,524,445</u>	<u>52,428,465</u>
Working capital adjustments			
((Increase)/decrease) in stocks		(1,807,153)	902,975
Increase in trade and other debtors		(12,270,197)	(745,373)
(Increase) in trade and other creditors		<u>35,174,553</u>	<u>25,491,089</u>
Cash generated from operations		85,621,648	78,077,156
Income taxes paid		(10,745,175)	(13,038,576)
Employer contributions to defined benefit pension schemes		<u>(456,000)</u>	<u>(456,000)</u>
Net cash flow from operating activities		<u>74,420,473</u>	<u>64,582,580</u>
Cash flows from investing activities			
Interest received		393,643	391,315
Acquisition of tangible assets		(2,549,783)	(2,076,334)
Proceeds from sale of tangible assets		1,375,124	35,282
Acquisition of intangible assets	11	(41,709,185)	(10,853,638)
Proceeds from sale of intangible assets		<u>515,580</u>	<u>1,058</u>
Net cash flows from investing activities		<u>(41,974,621)</u>	<u>(12,502,317)</u>
Cash flows from financing activities			
Interest paid	8	(1,077,931)	(1,210,823)
Dividends paid	10	(69,207,322)	(1,774,064)
Shares issued		61,750,379	-
(Increase)/decrease in Amounts owed by group undertakings - loans and advances		(5,239,796)	(57,882,828)
(Decrease)/increase in Amounts owed to group undertakings - loans and advances		<u>(17,294,227)</u>	<u>8,780,370</u>
Net cash flows from financing activities		<u>(31,068,897)</u>	<u>(52,087,345)</u>
Net increase/(decrease) in cash and cash equivalents		1,376,955	(7,082)
Cash and cash equivalents at 1 January		<u>266,923</u>	<u>274,005</u>
Cash and cash equivalents at 31 December		<u><u>1,643,878</u></u>	<u><u>266,923</u></u>

The notes on pages 22 to 57 form an integral part of these financial statements.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

1 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The following accounting policies have been applied consistently in dealing with items which are considered to be material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The company is a private company limited by share capital incorporated, domiciled and registered in England in the United Kingdom. The financial statements are presented in sterling the company's functional currency.

Summary of disclosure exemptions

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures for the parent company financial statements only:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Omnicom Group Inc. include the equivalent disclosures, the company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments; and,
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

Related party transactions: As a 100% owned subsidiary of Omnicom Group Inc. the company has taken advantage of the exemption available under FRS 102 Section 33. 1A: Related Party Disclosures, which enable it to exclude disclosure of transactions with Omnicom Group Inc., and its wholly owned subsidiaries.

Under Section 408 of the Companies Act 2006 the company is exempt from the requirement to present its own profit and loss account.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2021.

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Consideration which is contingent on future events is recognised based on the estimated amount if the contingent consideration is probable and can be measured reliably. Any subsequent changes to the amount are treated as an adjustment to the cost of the acquisition.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Entities in which the group holds an interest on a long-term basis and are jointly controlled by the group and one or more other ventures under a contractual arrangement are treated as joint ventures. In the group financial statements, joint ventures are accounted for using the gross equity method.

Entities, other than subsidiary undertakings or joint ventures, in which the group has a participating interest and over whose operating and financial policies the group exercises a significant influence are treated as associates. In the group financial statements, associates are accounted for using the equity method.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Going concern

The group has net current assets of £84,638,957 at 31 December 2021 (2020: £83,253,763). The directors consider that the group has access to sufficient funding to meet its needs for the reasons set out below. Accordingly, the directors have prepared the financial statements on a going concern basis. The company has net current assets of £nil at 31 December 2021 (2020: net current assets £nil).

The company and certain of its subsidiaries participate in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited, Omnicom Financial Services Limited and the group's UK treasury operations, under which bank balances are cleared to zero on a daily basis either by the company and its subsidiaries depositing cash with Omnicom Finance Limited or Omnicom Financial Services Limited or by Omnicom Finance Limited or Omnicom Financial Services Limited depositing cash with the company and its subsidiaries. The company's access to borrowings under the cash concentration arrangement is not limited as long as these borrowings are required in the normal course of business and are made in accordance with the Omnicom Group Inc Grant of Authority and includes a period of at least 12 months from the date of approval of these financial statements.

Omnicom Finance Limited, is able to make this commitment because Omnicom Finance Limited is a co-borrower with Omnicom Finance Inc. and Omnicom Capital Inc. under certain group bank facilities which are more fully described in the Omnicom Group Inc. financial statements filed on Form 10-K and available at www.OmnicomGroup.com.

The directors have made a going concern assessment which covers a period of at least 12 months from the date of approval of these financial statements, taking account of severe but plausible downside scenarios, that indicates the company will have sufficient funds to meet its liabilities as they fall due throughout that period, via the group facilities described above. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Key sources of estimation uncertainty

Impairment reviews of the company's investments set out in note 13 are carried out by determining the net recoverable value using the Omnicom discounted cash flow model, with which future cash flows have been projected over a 5 year period and include a terminal value to incorporate expected growth thereafter. The projected cash flows have been discounted by the group's pre-tax WACC rate of 10.0%.

The cash flow projections are based on conditions as at 31 December 2021 and are estimated based on the plan for 2022 and for the years 2023 - 2026 assume in most instances a growth rate for each year and individual subsidiary of 2.5% which reflects management's conservative estimate of the medium term operating performance for each investment. The terminal value is calculated using a perpetuity model which assumes a long term growth rate of 1.8% which reflects the long term GDP growth forecasts for the region and industry.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Gross Billings

Gross billings are recognised when the service is performed, in accordance with the terms and conditions of the contractual arrangement and when collection is reasonably assured.

Gross billings comprise the gross amounts billed to clients in respect of commission based income together with the total of other fees earned and amounts recharged to clients for rebillable costs.

Rebillable costs

Rebillable costs comprise media payments and third party production costs for those services that the group is arranging for its clients in its capacity as an intermediary. The group contracts directly with suppliers and is responsible for their payment, recharging its clients for all costs incurred. Although the group bears credit risk in respect of these activities, the arrangements with its clients are such that, in effect it acts as an intermediary on behalf of its client. Where the group acts as an intermediary, costs incurred with external suppliers are excluded from revenue.

Revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the group's activities. Revenue is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the group.

The group recognises revenue when:

- The amount of revenue can be reliably measured;
- *It is probable that future economic benefits will flow to the entity; and*
- Specific criteria have been met for each of the group's activities.

Interest payable and similar charges and Other interest receivable and similar income

Interest payable and similar charges include interest payable, finance expenses on shares classified as liabilities, finance leases recognised in profit or loss using the effective interest method and unwinding of the discount on provisions.

Other interest receivable and similar income include interest receivable on funds invested.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Tax

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, associates and joint ventures to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Fixed assets and depreciation

Tangible fixed assets are stated at cost/deemed cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged so as to write off the cost of assets over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Land and buildings	Life of lease
Leasehold improvements	Life of lease
Furniture, fittings and equipment	4 - 10 Years
Motor vehicles	4 - 5 Years
Office equipment	4 - 10 Years

Intangible assets

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Separately acquired concessions, patents, licences, trademarks and similar rights are stated in the balance sheet at cost less accumulated amortisation and impairment.

Concessions, patents, licences, trademarks and similar rights acquired in a business combination are recognised at fair value at the acquisition date.

Other intangible assets are stated in the balance sheet at cost less accumulated amortisation and impairment. They are amortised on a straight line basis over their estimated useful lives.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Goodwill	10 Years
Software	3-5 Years
Concessions, patents, licences, trademarks and similar rights and assets	4-10 Years

Investments in group undertakings

Fixed asset investments in the parent company financial statements are stated at historical cost less provision for impairment. Where the directors consider that a previous impairment provision is no longer appropriate, the impairment is reversed.

Interest in associated undertakings

Associated undertakings are entities in which the company has a participating interest and over whose operating and financial policy the company exercises a significant influence. On consolidation interest in associated undertakings is stated at cost plus the accumulated share of income less accumulated dividends received.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade and other debtors

Trade and other debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business, together with other debtors.

Trade and other debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade and other debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Work in progress is stated at the lower of cost and estimated selling price. Work in progress consists of direct expenses incurred on unbilled work. Estimated selling price is based on estimated sales value less further costs to complete and sell.

At each reporting date, work in progress is assessed for impairment. If work in progress is impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in the profit and loss account.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Trade and other creditors

Trade and other creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade and other creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Assets held under finance leases, which are leases where substantially all of the risk and rewards of ownership of the asset have passed to the group, are capitalised in the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element of the future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract and represent a constant proportion of the balance of capital repayments outstanding.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the group would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the group's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire entity into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss recognised for goodwill is not reversed. Impairment losses recognised for other assets is reversed only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Dividend income is recognised in the profit and loss account on the date the company's right to receive payment is established.

Defined contribution pension obligation

The group operates a number of defined contribution pensions schemes. The assets of the schemes are held separately from those of the group in independently administered funds. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Defined benefit pension obligation

For employees who joined Porter Novelli Limited before 1 January 1994, the company offered pension benefits through a final salary defined benefits scheme up until 30 April 1998 (the Countrywide Communications Group Limited Staff Benefits Plan).

Pension scheme assets are measured using market values. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability.

The pension scheme is recognised in full. The movement in the scheme deficit is between operating charges, finance items and, in the statement of comprehensive income, actuarial gains and losses.

Share based payments

The group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the entity. The fair value of the employee services received is measured by reference to the estimated fair value at the grant date of equity instruments granted and is recognised as an expense over the vesting period. The estimated fair value of the option granted is calculated using the Black Scholes option pricing model. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

Amounts reimbursed by the company and its subsidiaries to Omnicom Group Inc. in respect of these options are recognised as a distribution directly to equity.

Government grants

Government grants are included within accruals and deferred income in the balance sheet and credited to the profit and loss account over the expected useful lives of the assets to which they relate or in periods in which the related costs are incurred. Amounts recognised in the profit and loss are presented under the heading "Other operating income".

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

2 Revenue

The whole of the group's gross billings, revenue and operating profit for the year related to its principal activity, which was the provision of advertising, marketing, research and communication services, and which was carried out predominantly in the United Kingdom.

The analysis of the group's revenue by geographic location by destination for the year from continuing operations for rendering of services is as follows:

	2021	2020
	£	£
UK	246,282,979	191,159,159
Europe	135,974,469	130,527,653
Americas	77,125,701	76,343,625
Rest of world	25,860,335	26,593,467
	<u>485,243,484</u>	<u>424,623,904</u>

3 Operating profit

Operating profit is arrived at after charging/(crediting):

	2021	2020
	£	£
Depreciation and other amounts written off tangible fixed assets: owned	2,362,813	2,590,407
Amortisation of goodwill	7,746,546	9,065,631
Amortisation of concessions	214,534	649,718
Amortisation of software	1,772,393	1,257,643
Foreign exchange gains/losses	1,341,508	558,612
Profit/loss on disposal of property, plant and equipment	(20,025)	61,645
Operating lease expense - property	22,007,388	20,226,842
Hire of plant and machinery - rentals payable under operating leases	367,891	479,495
Rental income	<u>(304,576)</u>	<u>(187,351)</u>

Included in operating profit are government grants of £nil (2020: £7,046,939) including £nil (2020: £6,211,789) received from the Coronavirus Job Retention Scheme.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

4 Auditor's remuneration

	2021 £	2020 £
Audit of these financial statements	<u>744,500</u>	<u>560,000</u>

In addition, amounts payable to other auditors for audit of financial statements of certain subsidiaries of the company was £74,272 (2020: £57,757).

There are no amounts paid to the group's auditors in respect of non-audit services in either the current or prior years.

5 Directors' remuneration

The directors' remuneration costs are borne by other group companies. The directors are not remunerated specifically for their services to DAS UK Investments Limited or its subsidiaries.

6 Staff costs

The aggregate payroll costs (including director's remuneration) were as follows:

	2021 £	2020 £
Wages and salaries	197,023,591	172,220,784
Share related awards	576,986	444,245
Social security costs	22,694,876	20,094,868
Pension and other post-employment benefit costs	8,415,945	7,526,467
Severance/loss of office	<u>4,586,296</u>	<u>5,884,469</u>
	<u>233,297,694</u>	<u>206,170,833</u>

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

	2021 No.	2020 No.
Production	859	789
Administration and support	730	733
Research and development	157	176
Sales, marketing and distribution	<u>3,608</u>	<u>3,226</u>
	<u>5,354</u>	<u>4,924</u>

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

7 Other interest receivable and similar income

	2021	2020
	£	£
Bank interest receivable	402	16,623
Receivable from group undertakings	14,784	50,401
Other interest receivable	-	138
	<u>15,186</u>	<u>67,162</u>

8 Interest payable and similar expenses

	2021	2020
	£	£
Payable to group undertakings	883,379	864,324
Other interest payable	52,371	188,471
Finance charges payable in respect of finance leases and hire purchase contracts	142,181	158,028
	<u>1,077,931</u>	<u>1,210,823</u>

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

9 Taxation

Tax charged/(credited) in the profit and loss account

	2021 £	2020 £
Current taxation		
Current tax on income for the period	11,742,425	8,767,053
Adjustments in respect of previous periods	372,994	358,228
	<u>12,115,419</u>	<u>9,125,281</u>
Overseas tax suffered	23,900	-
Current foreign tax on income for the period	1,077,159	643,085
	<u>1,101,059</u>	<u>643,085</u>
Total current income tax	<u>13,216,478</u>	<u>9,768,366</u>
Deferred taxation		
Origination and reversal of timing differences	(867,190)	(222,960)
Effect of increased/decreased tax rate on opening liability	(175,863)	(76,938)
Adjustment in respect of previous periods	138,392	81,549
Total deferred taxation	<u>(904,661)</u>	<u>(218,349)</u>
Tax expense in the profit and loss account	<u>12,311,817</u>	<u>9,550,017</u>

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2020: higher than the standard rate of corporation tax in the UK) of 19% (2020: 19%).

The differences are reconciled below:

	2021 £	2020 £
Profit before tax	<u>51,186,910</u>	<u>37,539,668</u>
Corporation tax at standard rate	9,725,513	7,132,537
Effect of expense not deductible in determining taxable profit (tax loss)	1,806,133	1,866,823
Effect of foreign tax rates	398,825	193,378
UK deferred tax credit relating to changes in tax rates or laws	(175,863)	(76,938)
Deferred tax expense from unrecognised temporary difference from a prior period	138,392	81,549
Increase in UK and foreign current tax from adjustment for prior periods	372,994	358,228
Other tax effects for reconciliation between accounting profit and tax expense (income)	45,823	(5,560)
Total tax charge	<u>12,311,817</u>	<u>9,550,017</u>

A UK corporation tax rate of 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the group's future current tax charge accordingly. The deferred tax asset at 31 December 2021 has been calculated at 25% (2020: 19%).

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Deferred tax

Group

Deferred tax assets and liabilities

	Asset £	Liability £
2021		
Difference between accumulated depreciation and amortisation and capital allowances	1,233,181	(11,772)
Other timing differences	898,176	-
	<u>2,131,357</u>	<u>(11,772)</u>
2020		
Difference between accumulated depreciation and amortisation and capital allowances	1,035,871	(20,252)
Other timing differences	142,550	-
	<u>1,178,421</u>	<u>(20,252)</u>

10 Dividends

	2021 £	2020 £
Dividend of £16,060 (2020 - £422) per ordinary share	<u>69,207,322</u>	<u>1,774,064</u>

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

11 Intangible assets

Group

	Goodwill £	Software £	Concessions, patents, licences, trademarks and similar rights and assets £	Total £
Cost or valuation				
At 1 January 2021	121,424,363	9,703,626	3,150,380	134,278,369
Additions	39,417,319	2,291,866	-	41,709,185
Disposals	-	(1,036,349)	-	(1,036,349)
At 31 December 2021	<u>160,841,682</u>	<u>10,959,143</u>	<u>3,150,380</u>	<u>174,951,205</u>
Amortisation				
At 1 January 2021	80,945,880	3,447,931	2,762,032	87,155,843
Amortisation charge	7,746,546	1,772,393	214,534	9,733,473
Disposals	-	(520,769)	-	(520,769)
At 31 December 2021	<u>88,692,426</u>	<u>4,699,555</u>	<u>2,976,566</u>	<u>96,368,547</u>
Carrying amount				
At 31 December 2021	<u>72,149,256</u>	<u>6,259,588</u>	<u>173,814</u>	<u>78,582,658</u>
At 31 December 2020	<u>40,478,483</u>	<u>6,255,695</u>	<u>388,348</u>	<u>47,122,526</u>

The addition to goodwill represents acquisitions made during the year, as shown in note 14.

The businesses acquired in the current period contributed revenue of £nil and net profit for the year of £nil to the group.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

12 Tangible fixed assets

Group	Land and buildings £	Leasehold improvements £	Furniture, fittings and equipment £	Motor vehicles £	Office equipment £	Total £
Cost or valuation						
At 1 January 2021	7,112,935	3,524,878	7,652,058	244,906	5,630,560	24,165,337
Additions	-	11,761	819,464	-	1,465,024	2,296,249
Foreign exchange movements	-	(37,071)	(20,026)	-	(38,892)	(95,989)
Disposals	-	(2,291,935)	(439,711)	(95,630)	(400,322)	(3,227,598)
Transfers	-	-	322,330	-	1,109,804	1,432,134
At 31 December 2021	7,112,935	1,207,633	8,334,115	149,276	7,766,174	24,570,133
Depreciation						
At 1 January 2021	3,656,331	1,359,320	5,589,852	237,410	2,894,071	13,736,984
Charge for the year	151,180	156,119	870,329	2,082	1,183,103	2,362,813
Foreign exchange movements	-	(1,702)	(1,832)	-	(13,166)	(16,700)
Disposals	-	(1,022,457)	(439,572)	(90,216)	(399,543)	(1,951,788)
Transfers	-	-	308,459	-	870,141	1,178,600
At 31 December 2021	3,807,511	491,280	6,327,236	149,276	4,534,606	15,309,909
Carrying amount						
At 31 December 2021	3,305,424	716,353	2,006,879	-	3,231,568	9,260,224
At 31 December 2020	3,456,604	2,165,558	2,062,206	7,496	2,736,489	10,428,353

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

The net carrying amount of Land and buildings is all held on a freehold basis at the end of both the current and prior year.

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

	2021	2020
	£	£
Office equipment	2,765,465	2,984,251
Furniture, fittings and equipment	800,578	684,731
	<u>3,566,043</u>	<u>3,668,982</u>

No tangible fixed assets are held in the company.

13 Fixed assets investments

Group

	Associated undertakings £	Total £
Cost		
At 1 January 2021	4,180,334	4,180,334
Share of income less dividends received	<u>(409,733)</u>	<u>(409,733)</u>
At 31 December 2021	<u>3,770,601</u>	<u>3,770,601</u>
Carrying amount		
At 31 December 2021	<u>3,770,601</u>	<u>3,770,601</u>
At 31 December 2020	<u>4,180,334</u>	<u>4,180,334</u>

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Company

	Shares in group undertakings £	Total £
Cost		
At 1 January 2021	368,139,945	368,139,945
Additions	52,337,951	52,337,951
Disposals	<u>(18,986,038)</u>	<u>(18,986,038)</u>
At 31 December 2021	<u>401,491,858</u>	<u>401,491,858</u>
Provision		
At 1 January 2021	60,977,252	60,977,252
Provided in year	47,696	47,696
Eliminated on disposals	<u>(18,986,038)</u>	<u>(18,986,038)</u>
At 31 December 2021	<u>42,038,910</u>	<u>42,038,910</u>
Carrying amount		
At 31 December 2021	<u>359,452,948</u>	<u>359,452,948</u>
At 31 December 2020	<u>307,162,693</u>	<u>307,162,693</u>

In May 2020 a merger was announced between Rapp Limited and Proximity London Limited, another Omnicom company. The merger occurred on 31 October 2020 when the business and certain assets and liabilities of Proximity London Limited were transferred to Rapp Limited via a business transfer agreement for £1 and the company agreed to the future purchase of Proximity London Limited from its fellow Omnicom subsidiary, AMV BBDO Investments Limited, for £17,996,624 representing £8,584,196 of goodwill in the Proximity London Limited business transferred under the above business transfer agreement and £9,412,428 of residual cash in the business.

On 8 March 2021 the company received a capital contribution of £17,996,624 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £17,996,623. On the same day the company (1) purchased the entire issued share capital of Proximity London Limited from its fellow Omnicom subsidiary, AMV BBDO Investments Limited, for £17,996,624, and (2) received, as a return of capital, a dividend of £9,412,428 from Proximity London Limited.

On 13 March 2021 CDS EMEA Limited was dissolved and the company disposed of its investment of £18,986,038 in this company, the investment having been previously fully impaired.

On 14 December 2021 the company made a capital contribution of £47,696 to Specialist Publications (UK) Limited for the purpose of repairing its balance sheet.

On 31 December 2021 the company acquired the entire shareholdings in Portland PR Holdings Limited and G Plus Limited from its immediate parent, DAS Europe Limited, at net book value of £38,285,749 and £5,420,310 respectively in exchange for the allotment by the company of 200 Ordinary Shares of 1 pence each plus a share premium of £43,706,057.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

During the year the directors performed an impairment review of fixed asset investments by comparing the carrying value of the investment to the net present value of the discounted cash flows, using the Omnicom Discounted Cash Flow Model, using a pre-tax WACC rate of 10.0% (2020: 10.6%).

The projected cash flows are based on conditions as at 31 December 2021 and are estimated based on the plan for 2022 and for the years 2023-2026 assume in most instances a growth rate for each year and individual subsidiary of 2.5%, which reflects management's conservative estimate of the medium term operating performance for each investment. The terminal value is calculated using a perpetuity model which assumes a long term growth rate of 1.8% which reflects the long term GDP growth forecasts for the region and industry. This demonstrated that a total impairment provision of £47,696 was required in respect of fixed asset investments (2020: impairment provision of £5,667,724).

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are shown in note 27.

14 Acquisitions

Analysis of the acquisition of Portland PR Holdings Limited

On 31 December 2021 the group acquired the entire share capital of Portland PR Holdings Limited.

	Book value	Revaluation adjustment	Fair value adjustment	Accounting policy adjustment	Other adjustment	Fair value
	£	£	£	£	£	£
Fixed assets	285,991					285,991
Stocks	119,973	-	-	-	-	119,973
Debtors	11,054,906	-	-	-	-	11,054,906
Cash at bank	1,302,582					1,302,582
Creditors	(10,107,275)	-	-	-	-	(10,107,275)
	<u>2,656,177</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,656,177</u>
Goodwill arising on acquisition						35,629,572
						<u>38,285,749</u>
Discharged by:						
Cash						38,285,749
						<u>38,285,749</u>

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Analysis of the acquisition of G Plus Limited

On 31 December 2021 the group acquired the entire share capital of G Plus Limited.

	Book value	Revaluation adjustment	Fair value adjustment	Accounting policy adjustment	Other adjustment	Fair value
	£	£	£	£	£	£
Fixed assets	35,568	-	-	-	-	35,568
Debtors	3,289,579	-	-	-	-	3,289,579
Cash	330,074	-	-	-	-	330,074
Creditors	(2,022,658)	-	-	-	-	(2,022,658)
	<u>1,632,563</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,632,563</u>
Goodwill arising on acquisition						3,787,747
						<u>5,420,310</u>
Discharged by:						
Cash						5,420,310
						<u>5,420,310</u>

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

15 Stocks

	Group		Company	
	2021 £	2020 £	2021 £	2020 £
Work in progress	<u>13,503,055</u>	<u>11,695,902</u>	<u>-</u>	<u>-</u>

16 Debtors

		Group		Company	
	Note	2021 £	2020 £	2021 £	2020 £
Trade debtors		111,395,890	101,574,653	-	-
Amounts owed by group undertakings - trading balances		24,553,862	18,917,673	-	-
Amounts owed by group undertakings - loans and advances		114,960,214	109,720,418	-	-
Other debtors		4,958,572	5,187,121	-	-
Deferred tax assets	9	2,131,357	1,178,421	-	-
Prepayments and accrued income		<u>18,118,066</u>	<u>21,076,746</u>	<u>-</u>	<u>-</u>
		<u>276,117,961</u>	<u>257,655,032</u>	<u>-</u>	<u>-</u>

The company and certain of its subsidiaries participate in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited and Omnicom Financial Services Limited, the Omnicom Europe Limited group's UK treasury operations, under which bank balances are cleared to zero on a daily basis either by the company and certain of its subsidiaries depositing cash with Omnicom Finance Limited / Omnicom Financial Services Limited or by Omnicom Finance Limited / Omnicom Financial Services Limited depositing cash with the company and certain of its subsidiaries. Included in Amounts owed by group undertakings - loans and advances is £112,107,346 (2020: £107,474,226) representing cash deposited by the company and certain of its subsidiaries under these arrangements.

Included in Deferred tax assets is £2,074,601 (2020: £1,178,421) due after more than one year.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

17 Creditors

	Group		Company	
	2021 £	2020 £	2021 £	2020 £
Due within one year				
Obligations under finance lease and hire purchase contracts	1,671,123	1,480,604	-	-
Payments received on account	23,965,677	15,387,971	-	-
Trade creditors	16,009,470	11,817,309	-	-
Amounts owed to group undertakings - trading balances	20,444,087	12,745,716	-	-
Amounts owed to group undertakings - loans and advances	12,338,057	29,632,284	-	-
Taxation and social security	22,933,750	24,550,137	-	-
Other creditors	-	19,546	-	-
Accruals and deferred income	109,263,773	90,730,527	-	-
	<u>206,625,937</u>	<u>186,364,094</u>	<u>-</u>	<u>-</u>
Due after one year				
Obligations under finance lease and hire purchase contracts	2,437,429	2,032,610	-	-
Other creditors	28,305	196,998	-	-
	<u>2,465,734</u>	<u>2,229,608</u>	<u>-</u>	<u>-</u>

The company and certain of its subsidiaries participate in a cash concentration arrangement with its fellow subsidiaries, Omnicom Finance Limited and Omnicom Financial Services Limited, the Omnicom Europe Limited group's UK treasury operations, under which bank balances are cleared to zero on a daily basis either by the company and certain of its subsidiaries depositing cash with Omnicom Finance Limited / Omnicom Financial Services Limited or by Omnicom Finance Limited / Omnicom Financial Services Limited depositing cash with the company and certain of its subsidiaries. Included in Amounts owed to group undertakings - loans and advances is £9,212,007 (2020: £13,517,099) representing cash borrowed by the company and certain of its subsidiaries under these arrangements.

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

18 Provisions for liabilities

Group	Deferred tax £
At 1 January 2021	20,252
Increase (decrease) in existing provisions	<u>(8,480)</u>
At 31 December 2021	<u><u>11,772</u></u>

19 Share capital

Allotted, called up and fully paid shares

	2021		2020	
	No.	£	No.	£
Ordinary shares of £0.01 each	<u>4,600</u>	<u>46</u>	<u>4,200</u>	<u>42</u>

On 8 March 2021 the company received a capital contribution of £17,996,624 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £17,996,623 for the purpose of the company purchasing the entire issued share capital of Proximity London Limited from its fellow Omnicom subsidiary, AMV BBDO Investments Limited, for £17,996,624.

On 14 December 2021 the company received a capital contribution of £47,696 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £47,695 for the purpose of the company making a capital contribution in Specialist Publications (UK) Limited.

On 31 December 2021 the company acquired the entire shareholdings in Portland PR Holdings Limited and G Plus Limited from its immediate parent, DAS Europe Limited, at net book value of £38,285,749 and £5,420,310 respectively in exchange for the allotment by the company of 200 Ordinary Shares of 1 pence each plus a share premium of £43,706,057.

20 Pension and other schemes

Defined contribution pension scheme

The group operates several defined contribution pension schemes. The pension cost charge for the year represents contributions payable by the group to the schemes and amounted to £8,415,945 (2020: £7,526,467).

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Defined benefit pension schemes

Countrywide Communications Group Limited Staff Benefits Plan

The group operates a defined benefit pension scheme in the UK. This is a separate trustee administered fund holding the pension scheme assets to meet long term pension liabilities. A full actuarial valuation was carried out at 31 December 2019 and updated to 31 December 2021 by a qualified actuary, independent of the scheme's sponsoring employer. The major assumptions used by the actuary are shown below.

The most recent actuarial valuation showed a deficit of £2,075,000. The group has agreed with the trustees that it will aim to eliminate the deficit over a period of 3 years and 10 months from 1 January 2020 by the payment of annual contributions of £456,000 in respect of the deficit. In addition and in accordance with the actuarial valuation, an allowance has been included in the technical provisions liabilities and therefore the contributions to meet expenses of the scheme and levies to the Pension Protection Fund.

The pension contributions payable to the scheme amounted to £456,000 in the year (2020: £456,000).

The total credit relating to defined benefit schemes for the year recognised in profit and loss was £1,964 (2020: Cost of £21,145).

The best estimate of the contributions to be paid by the group to the scheme for the period commencing 1 January 2022 is £456,000.

Principal actuarial assumptions

The principal actuarial assumptions at the statement of financial position date are as follows:

	2021	2020
Life expectancy - Male retiring in 2020 at 65 years of age (years)	21.80	21.80
Life expectancy - Female retiring in 2020 at 65 years of age (years)	23.70	23.70
Life expectancy - Male retiring in 2040 at 65 years of age (years)	23.10	23.10
Life expectancy - Female retiring in 2040 at 65 years of age (years)	25.30	25.20
Discount Rate (%)	1.80	1.40
Inflation (RPI) (%)	3.60	3.20
Inflation (CPI) (%)	2.90	2.50
Allowance for pension in payment increases of RPI or 5% pa if less (%)	3.40	3.10
Allowance for pension in payment increases of CPI or 3% pa if less (%)	2.30	2.10

Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the statement of financial position are as follows:

	2021	2020
	£	£
Fair value of scheme assets	13,132,282	13,078,607
Present value of defined benefit obligation	(10,519,752)	(11,184,042)
Surplus/(deficit) in plan	2,612,530	1,894,565
Unrecognised surplus	(2,612,530)	(1,894,565)
Defined benefit pension scheme surplus/(deficit) recognised	-	-

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

Defined benefit obligation

Changes in the defined benefit obligation are as follows:

	2021 £
Present value at start of year	11,184,042
Interest expense	155,430
Actuarial gains and losses	(655,826)
Gains and losses due to benefits	(163,894)
Present value at end of year	<u>10,519,752</u>

Fair value of scheme assets

Changes in the fair value of scheme assets are as follows:

	2021 £
Fair value at start of period	13,078,607
Interest income	183,918
Benefits paid	(163,894)
Actuarial gains/(losses)	(422,349)
Contributions by the group	456,000
Fair value at end of year	<u>13,132,282</u>

Analysis of assets

The major categories of scheme assets are as follows:

	2021 £	2020 £
Equities	2,299,172	2,277,066
Corporate Bonds	4,828,190	4,619,338
Cash	24,007	20,003
LDI	3,202,583	3,328,509
Diversified Growth Funds	2,778,330	2,833,691
	<u>13,132,282</u>	<u>13,078,607</u>

None of the fair value of assets shown above include any direct investments in the group's own financial instruments or any property occupied by, or other assets used by, the group.

Return on scheme assets

	2021 £	2020 £
Return on scheme assets	<u>238,431</u>	<u>1,775,308</u>

DAS UK Investments Limited

Notes to the Financial Statements for the year ended 31 December 2021

21 Share-based payments

Omnicom Group Inc (the ultimate parent of the company) runs a share ownership programme that allows group employees to acquire shares in Omnicom Group Inc. Options were awarded in March 2017 and November 2021. It is anticipated that the full vesting period for both sets of options will be three years. The option grants all become exercisable three years from the grant date.

The fair value of services received in return for shares and share options granted to employees, is measured by reference to the fair value of shares and share options granted. As permitted by FRS 102 Section 26, the company has applied the requirements of this standard to all share based payment awards granted after 7 November 2002. The estimate of the fair value of the services received is measured based on the Black-Scholes formula.

During the year ended 31 December 2021, the company recognised an expense of £68,851 (2020: £30,629) in respect of outstanding share awards.

The options outstanding at the year-end have an exercise price of \$84.94 and \$72.47 respectively and a weighted average contractual life of 6 years and 8 years respectively.

	2017	2021
Fair value at measurement date \$	9.87	8.47
Year end share price \$	73.27	73.27
Exercise price \$	84.94	72.47
Expected volatility (expressed as 5 year historical monthly used in the modelling under Black Scholes model)	16.3%	23.0%
Option life remaining in years	1.5 years	8.0 years
Expected dividend yield	2.6%	4.6%
Risk-free interest rate (based on national government bonds)	2.0%	1.4%

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Notes to the Financial Statements for the year ended 31 December 2021

The expected volatility is wholly based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

Share options are granted under a service condition and a non-market performance condition. Such conditions are not taken into account in the grant date fair value measurement of the services received.

The number and weighted average exercise prices of share options in Omnicom Group Inc. held by DAS UK Investments Limited group employees are as follows:

	2021	2021	2020	2020
	Weighted average exercise price \$	Number of options	Weighted average exercise price \$	Number of options
At beginning of year	84.94	35,500	84.94	35,500
Granted	72.47	200,000	-	-
Exercised	-	-	-	-
Lapsed	-	-	-	-
Forfeited	-	-	-	-
Outstanding options at end of the year	<u>74.35</u>	<u>235,500</u>	<u>84.94</u>	<u>35,500</u>
Exercisable at end of the year	<u>84.94</u>	<u>35,500</u>	<u>84.94</u>	<u>35,500</u>

The liability arising in relation to the linked recharge from Omnicom Group Inc in relation to these share options for the year was £75,864 (2020: asset £364,668).

The weighted average share price at the date of exercise of share options exercised during the year was \$nil (2020: \$nil).

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22 Commitments

Group

Operating leases

Certain of the group's principal premises are leased from a fellow group company on terms with no future minimum base payments.

The total of future minimum lease payments is as follows:

	2021 £	2020 £
Not later than one year	746,846	1,994,870
Later than one year and not later than five years	2,442,048	4,680,247
Later than five years	-	1,637,869
	<u>3,188,894</u>	<u>8,312,986</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £22,375,279 (2020: £20,706,637).

23 Related party transactions

Group

Summary of transactions with subsidiaries

At 31 December 2021, the Company's ultimate parent undertaking was Omnicom Group Inc. The shareholders of the Company have interest directly or indirectly in certain other companies which are considered to give rise to related party disclosures under FRS 102 Section 33.

As a 100% owned indirect subsidiary of Omnicom Group Inc, the Company has taken advantage of the exemption under FRS102 Section 33.1A: Related Party Disclosures, which enable it to exclude disclosure of transactions with Omnicom Group Inc and its wholly owned subsidiaries.

	2021 £	2020 £
Income from shares in associated undertakings (Adelphi Targis S.L.)	162,246	36,861
Income from shares in associated undertakings (The Cinnamon Agency Limited)	18,000	100,000
Income from shares in associated undertakings (Hall & Partners Pty Ltd)	607,944	102,117

The directors are considered to be Key Management Personnel of the group. As disclosed in note 5 the directors' remuneration costs are borne by other group companies. The directors are not remunerated specifically for their services to DAS UK Investments Limited or its subsidiaries. As the group is managed on a decentralised basis, there are considered to be no other individuals within the definition of Key Management Personnel with authority and responsibility for planning, directing and controlling the activities of the group.

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24 Financial instruments

Group

	2021	2020
	£	£
Assets measured at fair value through profit or loss	1,643,878	266,923
Assets measured at amortised cost	250,909,966	230,212,744
Liabilities measured at amortised cost	<u>(48,791,614)</u>	<u>(54,195,309)</u>
	<u>203,762,230</u>	<u>176,284,358</u>

Assets measured at fair value through profit or loss includes cash and cash equivalents.

Assets measured at amortised cost includes Trade debtors, Amounts owed by group undertakings - trading balances, and Amounts owed by group undertakings - loans and advances.

Liabilities measured at amortised cost includes Trade creditors, Amounts owed to group undertakings - trading balances, and Amounts owed to group undertakings - loans and advances.

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Notes to the Financial Statements for the year ended 31 December 2021

Net debt

An analysis of changes in net debt of the group from the beginning to the end of the current reporting period is as follows:

Group	Amounts owed to Group	Obligations under finance lease and hire purchase contracts	Subtotal	Cash and cash equivalents	Net debt
	£	£	£	£	£
Balance at 1 January 2021	(29,632,284)	(3,513,214)	(33,145,498)	109,987,341	76,841,843
Cash flows	9,594,140	1,440,298	11,034,438	59,353,516	70,387,954
Changes arising on acquisition of subsidiaries	(730)	(127,630)	(128,360)	(45,294,606)	(45,422,966)
Interest (income)/expense	(883,379)	(142,181)	(1,025,560)	14,784	(1,010,776)
New finance leases	-	(1,765,825)	(1,765,825)	-	(1,765,825)
Shares issued	-	-	-	61,750,379	61,750,379
Dividends paid	-	-	-	(69,207,322)	(69,207,322)
Reversal of amount owed in respect of purchase of goodwill	8,584,196	-	8,584,196	-	8,584,196
Balance at 31 December 2021	(12,338,057)	(4,108,552)	(16,446,609)	116,604,092	100,157,483

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Notes to the Financial Statements for the year ended 31 December 2021

25 Parent and ultimate parent undertaking

The company is a subsidiary undertaking of Omnicom Group Inc. incorporated in the United States of America and is the smallest and largest group in which the results are consolidated.

These financial statements are available upon request from Omnicom Group Inc.'s registered address, 280 Park Avenue, New York, NY 10017, United States.

26 Post balance sheet events

On 22 June 2022 the company received a capital contribution of £5,300,000 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £5,299,999. On the same day the company made a capital contribution to Flamingo Research Limited of £5,300,000 for the purpose of repairing its balance sheet.

On 23 September 2022 the company received a capital contribution of £600,000 from its parent, DAS Europe Limited, in exchange for the allotment of 100 Ordinary shares of £0.01 each at par plus a share premium of £599,999. On the same day the company made a capital contribution to Our Creative Limited of £600,000 for the purpose of repairing its balance sheet.

On 2 November 2022 the company paid a dividend of £53,450. This has not been included in the accounts as it was not approved before the year end.

In November 2022 the company undertook a reorganisation of the ownership of a number of its subsidiaries within the DAS UK Investments Limited group. In addition the immediate parent of the company became DAS EMEA Investments Limited.

On 22 November 2022, immediately following this reorganisation, the company transferred a number of subsidiaries with an aggregate net book value of £41,846,940 to its immediate parent, DAS EMEA Investments Limited, at net book value via dividend in specie.

On 25 November 2022 the company issued 10,000,000 non-voting preferred shares of £1 each to its immediate parent company, DAS EMEA Investments Limited, for a cash consideration of £10,000,000.

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Notes to the Financial Statements for the year ended 31 December 2021

27 Details of undertaking

Subsidiary exemption

The following UK subsidiaries of the group (with the exception of TPN Marketing UK Limited), having met the criteria set out in sections 479A–479C of the Companies Act 2006, are claiming exemptions from the audit of the individual accounts afforded by those sections for the year ended 31 December 2021.

Details of the investments in which the company holds 20% or more, directly or indirectly, of the nominal value of any class of share capital are as follows:

Undertaking	Company number	Country of incorporation	Holding	Proportion of voting rights and shares held	Principal activity	Registered address
Subsidiary undertakings						
2TheNth Limited (*)	2072694	England	Ordinary	100.00	Pharmaceutical Communications & Education	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Adelphi Communications Limited	2761321	England	Ordinary	100.00	Medical Education	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Adelphi Group Limited (*)	1975338	England	Ordinary	100.00	Pharmaceutical Market Research	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Adelphi International Research Limited	2419446	England	Ordinary	100.00	Research	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Adelphi Targis S.L.	B62628813	Spain	Ordinary	43.20	Healthcare Research	183, Aragon, 7th Floor, Barcelona, 08011, Spain
Adelphi Values Limited	2761308	England	Ordinary	100.00	Health Economics	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England

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Notes to the Financial Statements for the year ended 31 December 2021

CDM Europe Limited (*)	1077287	England	Ordinary	51.00	Media Services	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Cedar Communications Limited (*)	2709621	England	Ordinary	100.00	Contract Publishing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Chameleon Communications International Ltd (*)	3441290	England	Ordinary	100.00	Healthcare	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Code Worldwide Limited (*)	4146951	England	Ordinary	100.00	Digital Advertising	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Contract Personnel Limited	102618	Ireland	Ordinary	100.00	Field Marketing	Penthouse Suite, Block C, Cookstown Court, Belgard Road, Dublin 24, D24 YY6K, Ireland
cosine uk Limited (*)	1811431	England	Ordinary	100.00	Field Marketing & Direct Sales	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Counter Products Marketing (Ireland) Limited	116133	Ireland	Ordinary	100.00	Merchandising	Penthouse Suite, Block C, Cookstown Court, Belgard Road, Dublin 24, D24 YY6K, Ireland
CPM Field Marketing Limited (*)	1952132	England	Ordinary	100.00	Field Telephone Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
CPM Slovakia s.r.o.	54 159 334	Slovakia	Membership Interests	85.00	Call Centre	100, Vajnorska, Bratislava, 831 04, Slovakia
CPM United Kingdom Limited (*)	1757157	England	Ordinary	100.00	Field Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Flamingo Research Limited (*)	02735873	England	Ordinary	100.00	Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Fleishman-Hillard Group Limited (*)	1521506	England	Ordinary	100.00	Holding Company	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England

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Notes to the Financial Statements for the year ended 31 December 2021

Fleishman-Hillard International Communications Limited	NF164844	Ireland	Ordinary	59.00	Public Relations	15 Fitzwilliam Quay, Dublin 4, Ireland
Fleishman-Hillard S.A.	010-1142778-33	Belgium	Ordinary	100.00	Public Affairs	40, Rue Belliard, Brussels, 1040, Belgium
Fleishman-Hillard Saudi Arabia Limited	1010315408	Saudi Arabia	Ordinary	99.00	Service Company	Riyadh City, PO Box 5774, Riyadh, 11589, Saudi Arabia
Fleishman-Hillard Sp.z.o.o	0000157586	Poland	Ordinary	40.00	Public Relations	Ul. Ogrodowa 58. 00-876 Warsaw, Poland
Fleishman-Hillard, s.r.o.	C59785/25670247	Czech Republic	Ordinary	39.39	Public Relations	Lomnického 1705/9, Prague 4, 14000, Czech Republic
G Plus Europe Limited	4547776	England	Ordinary	100.00	Business Consulting	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
G Plus Limited (*)	4085569	England	Ordinary	100.00	Business Consulting	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Hall & Partners Europe Limited (*)	2733595	England	Ordinary	100.00	Brand & Communications Research	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Hall & Partners Pty Ltd	130 990 288	Australia	Ordinary	50.00	Market Research	474, St Kilda Road, Melbourne, VIC 3004, Australia
Haygarth Communications Limited	2496952	England	Ordinary	100.00	FMCG Retail Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Haygarth Group Limited (*)	6692583	England	Ordinary	100.00	Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Hosker Moore Kent Melia Limited	4197028	England	Ordinary	100.00	Consultancy	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England

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Interbrand U.K. Limited (*)	1703469	England	Ordinary	100.00	Branding Consultancy	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Daggerwing Group Limited (fka Interfuse Communications Limited) (*)	02809649	England	Ordinary	100.00	Public Relations	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Ketchum Limited (*)	1733060	England	Ordinary	100.00	Public Relations	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Methods+Mastery Limited (*)	3732121	England	Ordinary	100.00	Public Relations	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
MPMC Holdings Limited	7255692	England	Ordinary	100.00	Consultancy & Design	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Our Creative Limited (*)	2549329	England	Ordinary	100.00	Advertising	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
POD Staffing Limited	7420729	England	Ordinary	100.00	Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Porter Novelli Limited (*)	1101649	England	Ordinary	100.00	Public Relations	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Portland PR Holdings Limited (*)	7916655	England	Ordinary	100.00	Business Support Services	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Portland PR Limited	4195041	England	Ordinary	100.00	Support Services	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Promise Corporation Limited (*)	4905383	England	Ordinary	100.00	Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England
Proximity London Limited (*)	2617496	England	Ordinary	100.00	Direct Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 OSW, England

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Rapp Limited (*)	1581935	England	Ordinary	100.00 Advertising and Direct Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Siegel+Gale Limited (*)	4725268	England	Ordinary	100.00 Strategic Branding Consultancy	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Specialist Publications (UK) Limited (*)	964145	England	Ordinary	100.00 Contract Publishing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Targetbase Claydon Heeley Limited (*)	2421407	England	Ordinary	100.00 Advertising	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
TBWA\Worldhealth London Limited (*)	1491788	England	Ordinary	100.00 Healthcare Advertising	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
The Planning Shop International Limited (*)	3037899	England	Ordinary	100.00 Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
TPN Marketing UK Limited	9185763	England	Ordinary	50.00 Shopper Marketing	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
TracyLocke Limited	4254423	England	Ordinary	100.00 Marketing Communications	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
TRO Group Limited (*)	2361809	England	Ordinary	100.00 Advertising	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England
Wolff Olins Limited (*)	1945130	England	Ordinary	100.00 Brand Consulting	Bankside 3, 90 - 100 Southwark Street, London, SE1 0SW, England

(*) Direct subsidiaries of DAS UK Investments Limited