

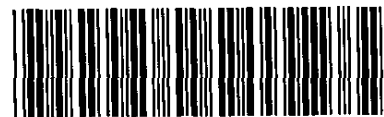
Registration number: 1581935

Rapp Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2018

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Rapp Limited

Contents

Strategic Report	1 to 2
Directors' Report	3 to 4
Statement of Directors' Responsibilities in respect of the annual report and the financial statements	5
Profit and Loss Account	6
Balance Sheet	7 to 8
Statement of Changes in Equity	9
Notes to the Financial Statements	10 to 26

Rapp Limited

Strategic Report for the year ended 31 December 2018

The directors present their strategic report for the year ended 31 December 2018.

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 key indicators that we focus on are revenue, staff costs, operating margin and administrative expenses. As a service business, we monitor these costs on a percentage revenue basis. Staff costs tend to fluctuate in conjunction with changes in revenue, whereas administrative expenses, which are not directly related to servicing clients, tend to decrease as a percentage of revenue as revenue increases because a significant portion of these expenses are relatively fixed in nature.

We measure operating expenses in two distinct cost categories: overhead staff costs and all other administrative expenses. Staff costs are primarily comprised of salaries, social security and employer pension contributions. While office and general expenses are primarily composed of rent and occupancy costs, technology related costs and depreciation.

During 2018, revenue increased by 24% on 2017, gross profit increased by 30% and operating margins increased to 7%. This gave rise to an operating profit of £2,454,764 and profit after tax of £1,943,500.

Administrative expenses, net of staff costs were 39% of revenue compared to 30% in 2017. 2018 will see a continuing focus on driving operational efficiencies.

Effective 1 January 2018, the Company acquired a part of the business, liabilities and assets of Code Worldwide Limited.

Omnicom Group's UK banking arrangements are managed on a zero-balance basis. As a consequence the Company's cash balance is disclosed as an intercompany debtor with the Group's UK treasury company, Omnicom Finance Limited.

Rapp Limited

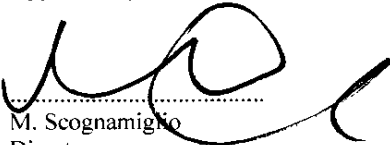
Strategic Report for the year ended 31 December 2018

Principal risks and uncertainties

The economy and clients' budgets have significant impact on our business. The businesses in which we participate are also highly competitive. Key competitive considerations for keeping existing business and winning new business include: our ability to develop creative solutions that meet client needs; the quality and effectiveness of the services we offer; and our ability to serve clients effectively. While many of our client relationships are long standing, companies put their advertising and marketing business up for competitive review from time to time. We have won and lost accounts in the past as a result of these reviews. To mitigate some of the risks associated with the client competitive reviews, cyclicalities and other fluctuations in marketing spend from industry to industry, we continue to maintain and pursue a diverse client base. To the extent that we are not able to remain competitive, our revenue may be adversely affected which could then affect our results of operation and financial conditions.

In addition, we may lose or fail to attract and retain key personnel. Our employees are our most important assets and the ability to retain key personnel is an important aspect of our competitiveness. Our continuing ability to attract and retain those employees is important to the business and if we are unable to do so our ability to provide 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 the results of operations and financial condition.

Approved by the Board on 19 June 2019 and signed on its behalf by:



M. Scognamiglio
Director

Rapp Limited

Directors' Report for the year ended 31 December 2018

The directors present their report and the financial statements for the year ended 31 December 2018.

Principal activity

The Company is a data driven marketing services business and part of the global RAPP network. It specialises in developing and executing integrated marketing and communications strategies encompassing CRM programmes, direct response marketing, creative and digital services. The full service nature of the business means it can offer integrated online and offline strategies including media planning and buying and related ancillary services, as well as marketing consultancy. The directors do not envisage any change in the nature of the Company's business in the foreseeable future.

Dividends

On 20 February 2018 the directors paid an interim dividend of £0.04 per share totalling £79,000 (2017: £1,837,000)

On 6 September 2018 the directors paid an interim dividend of £0.41 per share totalling £820,000 (2017: £906,000).

Directors of the company

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

D. Gillespie (resigned 6 June 2018)

M. Scognamiglio

P.D. Trueman (resigned 30 September 2018)

S. Takla (appointed 6 June 2018)

C. Freeland (appointed 6 June 2018)

J.M.W. Betts (appointed 30 September 2018)

Political and charitable donations

During the year the company made no political donations (2017: £nil). Donations to charity amounted to £4,208 (2017: £3,755).

Employment of disabled persons

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.

Employee involvement

The Company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees on the various factors affecting the performance of the Company. This is achieved through formal and informal meetings. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests.

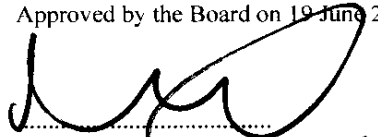
Post balance sheet events

On 22 February 2019 a dividend of £1,234,000 was approved and paid to DAS UK Investments Limited. This has not been included in the accounts as it was approved after year end.

Rapp Limited

Directors' Report for the year ended 31 December 2018

Approved by the Board on 19 June 2019 and signed on its behalf by:



.....
M. Scognamiglio
Director

Bankside 3
90 - 100 Southwark Street
London
SE1 0SW

Rapp Limited

Statement of Directors' Responsibilities in respect of the annual report and the financial statements

The directors acknowledge their responsibilities for preparing the Strategic Report, the Directors' Report and the 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 the directors have elected to prepare the 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 company and of the profit or loss of the company for that period. In preparing these 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 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 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 company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the 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 company and to prevent and detect fraud and other irregularities.

Rapp Limited

Profit and Loss Account for the year ended 31 December 2018

	Note	2018 £	2017 £
Gross billings		41,228,480	35,972,600
Rebillable costs		<u>(4,708,853)</u>	<u>(6,433,137)</u>
Revenue	2	36,519,627	29,539,463
Direct costs		<u>(1,966,917)</u>	<u>(3,060,983)</u>
Gross profit		34,552,710	26,478,480
Administrative expenses		<u>(32,097,946)</u>	<u>(25,246,113)</u>
Operating profit	3	2,454,764	1,232,367
Other interest receivable and similar income	6	-	6,660
Interest payable and similar expenses	7	<u>(29,502)</u>	<u>(2,765)</u>
Profit before taxation		2,425,262	1,236,262
Tax on profit	8	<u>(481,762)</u>	<u>(304,215)</u>
Profit for the financial year		<u><u>1,943,500</u></u>	<u><u>932,047</u></u>

The results shown above are derived wholly from continuing operations. The company has no recognised gains or losses for the year other than the results above. Consequently, a statement of comprehensive income has not been prepared.

The notes on pages 10 to 26 form an integral part of these financial statements.

Rapp Limited

(Registration number: 1581935) Balance Sheet as at 31 December 2018

	Note	2018 £	2017 £
Fixed assets			
Intangible assets	10	710,300	26,545
Tangible assets	11	<u>290,572</u>	<u>269,637</u>
		<u>1,000,872</u>	<u>296,182</u>
Current assets			
Stocks	12	841,260	266,993
Debtors	13	14,802,233	12,603,821
Cash at bank and in hand		<u>3,372</u>	<u>1,936</u>
		15,646,865	12,872,750
Creditors: Amounts falling due within one year	14	<u>(9,758,689)</u>	<u>(7,189,357)</u>
Net current assets		<u>5,888,176</u>	<u>5,683,393</u>
Total assets less current liabilities		6,889,048	5,979,575
Creditors: Amounts falling due after more than one year	14	<u>(163,886)</u>	<u>(88,658)</u>
Net assets		<u>6,725,162</u>	<u>5,890,917</u>
Capital and reserves			
Called up share capital	15	497,907	497,907
Share premium account		1,208,054	1,208,054
Retained earnings		<u>5,019,201</u>	<u>4,184,956</u>
Total equity		<u>6,725,162</u>	<u>5,890,917</u>

For the year ending 31 December 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

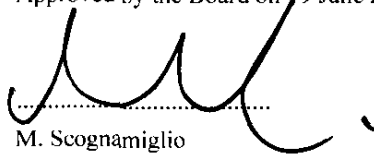
- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476;
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The notes on pages 10 to 26 form an integral part of these financial statements.

Rapp Limited

**(Registration number: 1581935)
Balance Sheet as at 31 December 2018**

Approved by the Board on 19 June 2019 and signed on its behalf by:

A handwritten signature in black ink, consisting of several loops and a final flourish, positioned above a dotted line.

M. Scognamiglio

Director

The notes on pages 10 to 26 form an integral part of these financial statements.

Rapp Limited

Statement of Changes in Equity for the year ended 31 December 2018

	Share capital £	Share premium £	Retained earnings £	Total £
At 1 January 2018	497,907	1,208,054	4,184,956	5,890,917
Profit for the year	-	-	1,943,500	1,943,500
Total comprehensive income	-	-	1,943,500	1,943,500
Dividends	-	-	(899,000)	(899,000)
Share-based payments expense	-	-	25,883	25,883
Recharge from Omnicon Group Inc in respect of share based payments	-	-	(236,138)	(236,138)
At 31 December 2018	497,907	1,208,054	5,019,201	6,725,162
	Share capital £	Share premium £	Retained earnings £	Total £
At 1 January 2017	497,907	1,208,054	6,111,059	7,817,020
Profit for the year	-	-	932,047	932,047
Total comprehensive income	-	-	932,047	932,047
Dividends	-	-	(2,743,000)	(2,743,000)
Share-based payments expense	-	-	19,413	19,413
Recharge from Omnicon Group Inc in respect of share based payments	-	-	(134,563)	(134,563)
At 31 December 2017	497,907	1,208,054	4,184,956	5,890,917

The notes on pages 10 to 26 form an integral part of these financial statements.
Page 9

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

1 Accounting policies

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 and domiciled in 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:

- 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..

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

Going concern

The Company has net current assets of £5,924,001 at 31 December 2018 (2017: £5,683,393). The directors consider that the Company 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 participates in a cash concentration arrangement with its fellow subsidiary, Omnicom Finance Limited, the group's UK treasury operation, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited or by Omnicom Finance Limited depositing cash with the Company. 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.

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 consider the combination of the group facilities and expected funding requirements of the Omnicom Group Inc. and its subsidiaries provides sufficient access to funding to ensure that the Company is able to meet its liabilities as they fall due for the foreseeable future. Accordingly, the directors have prepared the financial statements as a going concern.

Key sources of estimation uncertainty

There are no key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year..

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.

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 comprises 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 Company is arranging for its clients in its capacity as an intermediary. The Company contracts directly with suppliers and is responsible for their payment, recharging its clients for all costs incurred. Although the Company 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 Company acts as an intermediary, costs incurred with external suppliers are excluded from revenue.

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

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 Company's activities. Revenue is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the Company.

The Company 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 Company's activities.

Foreign currency transactions and balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

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.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

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.

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.

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, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Leasehold improvements

Furniture, fittings and equipment

Depreciation method and rate

10% to 15% on cost or over the period of the lease or over the period to the first rent break if shorter

15% to 33.3% per annum

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.

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

Trade and other debtors

Trade and other debtors are amounts due from customers for services performed in the ordinary course of business.

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 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 net realisable value. Cost consists of direct expenses incurred on unbilled work. Net realisable value is based on estimated sales value less further costs to completion. Work in progress consists of amounts spent by the Company and its subsidiaries on behalf of its clients which have not been recharged to clients by the end of the year.

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 the risks and rewards of ownership of the asset have passed to the company, are capitalised on the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element 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.

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.

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.

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

Defined contribution pension obligation

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

2 Revenue

The whole of the Company's gross billings, revenue and operating profit for the year related to its principal activity, which was that of a data driven marketing services business, and which was carried out in the United Kingdom.

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

	2018	2017
	£	£
UK	24,440,775	23,900,637
Europe	5,155,137	2,447,196
Rest of world	6,923,715	3,191,630
	<u>36,519,627</u>	<u>29,539,463</u>

	2018	2017
	£	£
eCRM, Digital & Data Revenues	27,992,564	25,014,375
Marketing Technology	4,013,599	
Other Marketing Services	4,513,464	4,525,088
	<u>36,519,627</u>	<u>29,539,463</u>

3 Operating profit

Arrived at after charging/(crediting)

	2018	2017
	£	£
Depreciation and other amounts written off tangible fixed assets: owned	142,885	111,719
Amortisation of software	331,692	28,184
Foreign exchange (gains) / losses	24,899	51,230
(Profit)/loss on disposal of property, plant and equipment	-	762
Hire of plant and machinery - rentals payable	69,122	125,641
Hire of other assets - rentals payable	2,743,911	2,366,339
Operating lease expense - property	<u>199,727</u>	<u>199,789</u>

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

4 Directors' remuneration

	2018	2017
	£	£
Directors' emoluments	275,000	-
Amounts paid to third parties in respect of directors' services	-	233,195
Amounts receivable under long term incentive schemes	24,706	-
	<u>299,706</u>	<u>233,195</u>
Company contributions to money purchase pension schemes	8,250	-
	<u>307,956</u>	<u>233,195</u>

During the year the number of directors who were receiving benefits and share incentives was as follows:

	2018	2017
	No.	No.
Received or were entitled to receive shares under long term incentive schemes	<u>1</u>	<u>1</u>

In respect of the highest paid director:

	2018	2017
	£	£
Remuneration	275,000	233,195
Benefits under long-term incentive schemes (excluding shares)	24,706	-
Company contributions to money purchase pension schemes	<u>8,250</u>	<u>-</u>

During the year the highest paid director did not exercise share options.

The Company's directors participate in the restricted stock scheme operated by the Ultimate Parent Undertaking. Shares were received or receivable under this restricted share scheme by one director (2017: 1)

Under this scheme, certain directors have been awarded restricted shares in the ultimate parent undertaking, Omnicom Group Inc. The restricted shares typically vest in 20% annual increments provided the director remains an employee of the Omnicom group. Restricted shares may not be sold, transferred, pledged or otherwise encumbered until the restrictions lapse. Under most circumstances, the director forfeits the shares still subject to restriction, the director ceases employment prior to the end of the period of restriction.

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

5 Staff costs

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

	2018	2017
	£	£
Wages and salaries	15,405,529	14,153,193
Share related awards	37,548	32,275
Social security costs	1,807,272	1,751,820
Pension and other post-employment benefit costs	653,141	510,195
	<u>17,903,490</u>	<u>16,447,483</u>

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

	2018	2017
	No.	No.
Administration and support	44	40
Other departments	235	193
	<u>279</u>	<u>233</u>

6 Other interest receivable and similar income

	2018	2017
	£	£
Receivable from group undertakings	<u>-</u>	<u>6,660</u>

7 Interest payable and similar expenses

	2018	2017
	£	£
Payable to group undertakings	23,553	-
Finance charges payable in respect of finance leases and hire purchase contracts	5,949	2,765
	<u>29,502</u>	<u>2,765</u>

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

8 Taxation

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

	2018 £	2017 £
Current taxation		
Current tax on income for the period	493,440	168,806
Deferred taxation		
Origination and reversal of timing differences	(13,052)	145,138
Effect of increased/decreased tax rate on opening liability	1,374	(9,729)
Total deferred taxation	<u>(11,678)</u>	<u>135,409</u>
Tax expense in the profit and loss account	<u>481,762</u>	<u>304,215</u>

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2017 - higher than the standard rate of corporation tax in the UK) of 19% (2017 - 19.25%).

The differences are reconciled below:

	2018 £	2017 £
Profit before tax	<u>2,425,262</u>	<u>1,236,262</u>
Corporation tax at standard rate	460,800	237,980
Effect of expense not deductible in determining taxable profit (tax loss)	19,588	14,065
Deferred tax expense (credit) relating to changes in tax rates or laws	1,374	(9,729)
Increase (decrease) in UK deferred tax from prior periods	<u>-</u>	<u>61,899</u>
Total tax charge	<u>481,762</u>	<u>304,215</u>

Reductions in the UK corporation tax rate to 19% (effective 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future tax charge accordingly. The deferred tax asset at 31 December 2018 has been calculated based on these rates.

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

Deferred tax

Deferred tax assets and liabilities

2018	Asset £
Other timing differences	18,109
Difference between accumulated depreciation and amortisation and capital allowances	<u>176,987</u>
	<u>195,096</u>
2017	Asset £
Other timing differences	83,606
Difference between accumulated depreciation and amortisation and capital allowances	<u>99,818</u>
	<u>183,424</u>

9 Dividends

	2018 £	2017 £
Interim dividend of £0.45 (2017 - £1.38) per ordinary share	<u>899,000</u>	<u>2,743,000</u>

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

10 Intangible assets

	Software £	Total £
Cost or valuation		
At 1 January 2018	348,807	348,807
Additions	616,175	616,175
Disposals	(106,564)	(106,564)
Transfers	759,749	759,749
At 31 December 2018	<u>1,618,167</u>	<u>1,618,167</u>
Amortisation		
At 1 January 2018	322,262	322,262
Amortisation charge	331,692	331,692
Disposals	(106,564)	(106,564)
Transfers	360,477	360,477
At 31 December 2018	<u>907,867</u>	<u>907,867</u>
Carrying amount		
At 31 December 2018	<u>710,300</u>	<u>710,300</u>
At 31 December 2017	<u>26,545</u>	<u>26,545</u>

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

11 Tangible fixed assets

	Leasehold improvements £	Furniture, fittings and equipment £	Total £
Cost or valuation			
At 1 January 2018	226,683	516,483	743,166
Additions	17,070	130,569	147,639
Disposals	-	(48,564)	(48,564)
Transfers	-	78,735	78,735
At 31 December 2018	<u>243,753</u>	<u>677,223</u>	<u>920,976</u>
Depreciation			
At 1 January 2018	110,497	363,032	473,529
Charge for the year	68,105	74,780	142,885
Disposal	-	(48,562)	(48,562)
Transfers	-	62,552	62,552
At 31 December 2018	<u>178,602</u>	<u>451,802</u>	<u>630,404</u>
Carrying amount			
At 31 December 2018	<u>65,151</u>	<u>225,421</u>	<u>290,572</u>
At 31 December 2017	<u>116,186</u>	<u>153,451</u>	<u>269,637</u>

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:

	2018 £	2017 £
Fixtures, fittings and equipment	<u>215,882</u>	<u>121,534</u>

12 Stocks

	2018 £	2017 £
Work in progress	<u>841,260</u>	<u>266,993</u>

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

13 Debtors

	Note	2018 £	2017 £
Trade and other debtors		7,700,973	5,028,431
Amounts owed by group undertakings - trading balances		1,195,109	1,521,681
Amounts owed by group undertakings - loans and advances		3,654,868	4,549,172
Other debtors		767,867	870,450
Deferred tax assets	8	195,096	183,424
Prepayments and accrued income		<u>1,288,320</u>	<u>450,663</u>
		<u>14,802,233</u>	<u>12,603,821</u>

The Company participates in a cash concentration arrangement with its fellow subsidiary, Omnicom Finance Limited, the Omnicom Europe Limited group's UK treasury operation, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited or by Omnicom Finance Limited depositing cash with the Company. Included in Amounts owed by group undertakings - loans and advances is £3,654,868 (2017: £4,549,172) representing cash deposited by the Company under these arrangements.

14 Creditors

	Note	2018 £	2017 £
Due within one year			
Obligations under finance lease and hire purchase contracts		53,452	33,763
Trade and other creditors		833,061	1,081,723
Amounts owed to group undertakings - trading balances		1,769,716	1,353,193
Amounts owed to group undertakings - loans and advances		2,868,568	243,004
Taxation and social security		1,570,425	1,294,520
Accruals and deferred income		<u>2,663,467</u>	<u>3,183,154</u>
		<u>9,758,689</u>	<u>7,189,357</u>
Due after one year			
Obligations under finance lease and hire purchase contracts		<u>163,886</u>	<u>88,658</u>

The Company participates in a cash concentration arrangement with its fellow subsidiary, Omnicom Finance Limited, the Omnicom Europe Limited group's UK treasury operation, under which bank balances are cleared to zero on a daily basis either by the Company depositing cash with Omnicom Finance Limited or by Omnicom Finance Limited depositing cash with the Company. Included in Amounts owed to group undertakings - loans and advances is £2,118,973 (2017: £243,004) representing cash borrowed by the Company under these arrangements.

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

15 Share capital

Allotted, called up and fully paid shares

	2018		2017	
	No.	£	No.	£
Ordinary Shares of £0.25 each	<u>1,991,628</u>	<u>497,907.00</u>	<u>1,991,628</u>	<u>497,907.00</u>

16 Pension and other schemes

Defined contribution pension scheme

The Company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the scheme and amounted to £653,141 (2017 - £510,195).

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

17 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 2009 and March 2017. It is anticipated that the full vesting period for options will be three years. The 2009 option grants became exercisable 30% on each of the first two anniversary dates of the grant date with the final 40% becoming exercisable three years from the grant date. The 2017 option grants become exercisable on the third anniversary of 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 2018, the Company recognised an expense of £25,883 (2017: £19,413) in respect of outstanding share awards.

The 2009 options outstanding at the year-end have an exercise price of \$23.40 and a weighted average contractual life of 10 years. The 2017 options outstanding at the year-end have an exercise price of \$84.94 and a weighted average contractual life of 6 years.

	2009	2017
Fair value at measurement date	\$3.51	\$9.87
Weighted average share price	\$23.40	\$84.94
Exercise price	\$23.40	\$84.94
Expected volatility (expressed as 5 year historical monthly used in the modelling under Black Scholes model)	19.61%	16.3%
Option life in years	5.0	4.5
Expected dividends	2.458%	2.6%
Risk-free interest rate (based on national government bonds)	1.67%	2.0%

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 Rapp Limited group employees are as follows:

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

	2018 Weighted average exercise price \$	2018 Number of options	2017 Weighted average exercise price \$	2017 Number of options
At beginning of year	84.94	10,000		
Granted			84.94	10,000
Exercised				
Lapsed				
Transferred	23.40	10,000		
Outstanding options at end of the year	54.17	20,000	84.94	10,000
Exercisable at end of the year	23.40	10,000	-	-

The liability arising in relation to the linked recharge from Omnicom Group Inc in relation to these share options for the year was £236,138 (2017: £134,563).

The weighted average share price at the date of exercise of share options exercised during the year was \$nil (2017: \$nil).

18 Commitments

Non-cancellable operating lease rentals are payable as follows:

Operating leases

The Company's principal premises are leased from a fellow group company on terms with no future minimum lease payments.

The total of future minimum lease payments is as follows:

	2018 £	2017 £
Not later than one year	155,345	348,302
Later than one year and not later than five years	149,331	405,710
	<u>304,676</u>	<u>754,012</u>

Rapp Limited

Notes to the Financial Statements for the year ended 31 December 2018

19 Related party transactions

Summary of transactions with subsidiaries

At 31 December 2018, 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.

20 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 largest group in which the results are consolidated.

The Financial Statements are available upon request from Omnicom Group Inc., 437 Madison Avenue, New York, NY10022, USA.

The Company is consolidated into DAS UK Investments Limited and these accounts may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ, Wales.