Registration number: 2617496

Proximity London Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2018



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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

Turnover increased this year by £8.3m to £34.8m. Gross margin also increased by £659k although operating profit fell slightly by £197k to £5.1m. This has also reduced our operating margin to a still respectable 15%.

During the year we won 2 new headline clients as well as successfully renewing our single largest client for a further 6 years. We have continued to be very successful in the awards arena and have also been voted Campaign Magazine's No 1 Best Place to Work. We therefore consider that the year's performance was very good.

The key performance indicators we use to manage the business are revenue, EBIT and EBIT margin. We also monitor staff costs as a percentage of revenue for each client to ensure that they are in alignment.

Investment in people

We aim to attract exceptional talent and have continued our programme of senior hires and promotions. We have been focusing on internal training to ensure all of our staff have the best possible tools for delivering excellent client work. This also enhances their career development within the company.

Building strong client partnerships

The Company's growth and continued success is founded on long term partnerships with our clients. We measure client satisfaction on a quarterly basis and this statistic has improved consistently from year to year.

Position of the Company at the year end

The Company had net current assets of £8.5m at 31 December 2018 and it also has access to further funding under the Omnicom Group cash concentration arrangement. Accordingly we consider that the Company is in a good position to deliver its plans for 2019.

Strategic Report for the year ended 31 December 2018

Principal risks and uncertainties

We consider that the principal risks for the Company are as follows:

- The vote to leave the EU and the current ongoing negotiations with the EU has brought about uncertainty which has affected economic outlook in all sectors of the UK economy. It is still unclear what the final deal will look like between the EU and the UK government and to what extent it will affect both economies in general, and the marketing sector in particular. We are monitoring developments in this respect.
- The highly competitive market place and the possibility of one of our clients deciding to appoint a different agency to replace us.
- Dependence on certain key suppliers.

We have a comprehensive risk management process in place that aims to ensure that these risks are mitigated against as fully as possible.

Approved by the Board on 12 June 2019 and signed on its behalf by:

Rory Park

Director

Directors' Report for the year ended 31 December 2018

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

Principal activity

The principal activity of the Company is that of an integrated creative agency.

Directors of the company

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

Rory Park

Gabrielle Ludzker

Political and charitable donations

During the year the company made no political donations £nil (2017: £nil). Donations to charity amounted to £11,872 (2017: £11,533).

Employee involvement

We communicate the strategy and direction of the business through monthly meetings with the whole agency as well as regular formal and informal emails. Our intranet contains contact information as well as our Company Handbook and other policy information.

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members 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 the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Post balance sheet events

On the 22 January 2019 the directors paid a dividend of £2,000,000 in respect of the year ended 31 December 2017.

Approved by the Board on 12 June 2019 and signed on its behalf by:

Rory Park Director

Bankside 3, 90 Southwark Street 90 - 100 Southwark Street

London SE1 0SW

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; and
- 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.

Profit and Loss Account for the year ended 31 December 2018

	Note	2018 £	2017 £
Gross billings		46,224,566	46,052,473
Rebillable costs		(11,437,146)	(19,547,641)
Turnover		34,787,420	26,504,832
Direct costs		(7,748,503)	(125,054)
Gross profit		27,038,917	26,379,778
Administrative expenses		(22,004,085)	(21,137,074)
Other operating income		34,872	24,154
Operating profit	2	5,069,704	5,266,858
Other interest receivable and similar income	5	18,567	11,382
Interest payable and similar expenses	6	(5,779)	(3,133)
Profit before taxation		5,082,492	5,275,107
Tax on profit	7	(968,625)	(1,034,278)
Profit after taxation		4,113,867	4,240,829

The results shown above are derived wholly from continuing operations. There were no recognised gains or losses in either the current or prior year except as shown above. Consequently, a statement of comprehensive income has not been prepared.

(Registration number: 2617496) Balance Sheet as at 31 December 2018

	Note	2018 £	2017 £
Fixed assets			
Tangible assets	8	186,804	215,707
Current assets			
Stocks	9	3,843,698	3,485,948
Debtors	10	13,542,556	9,857,055
		17,386,254	13,343,003
Creditors: Amounts falling due within one year	11	(8,908,389)	(9,000,790)
Net current assets		8,477,865	4,342,213
Total assets less current liabilities		8,664,669	4,557,920
Creditors: Amounts falling due after more than one year	11	(88,563)	(95,681)
Net assets		8,576,106	4,462,239
Capital and reserves			
Called up share capital	12	2	2
Retained earnings		8,576,104	4,462,237
Total equity		8,576,106	4,462,239

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.

Approved by the Board on 12 June 2019 and signed on its behalf by:

Rory Park

Director

The notes on pages 8 to 19 form an integral part of these financial statements. Page 6

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

	Share capital £	Retained earnings £	Total £
At 1 January 2018	2	4,462,237	4,462,239
Profit for the year		4,113,867	4,113,867
At 31 December 2018	2	8,576,104	8,576,106
	Share capital	Retained earnings £	Total £
At 1 January 2017	2	7,221,408	7,221,410
Profit for the year	-	4,240,829	4,240,829
Dividends	_	(7,000,000)	(7,000,000)

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.

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

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.

Turnover

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 sales/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 initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date.

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.

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.

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

Fixed assets and depreciation

Tangible fixed assets are stated at 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

Office Equipment

Furniture and Equipment

Depreciation method and rate

20 - 33 1/3 % per annum

20% per annum

Work in Progress

Work in progress includes costs incurred on behalf of clients in providing advertising and marketing services, including media and production costs, and fees that have not yet billed, at net realisable value.

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.

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases.

Finance leases are capitalised at commencement of the lease as assets at the fair value of the leased asset or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease. Where the implicit rate cannot be determined the Group's incremental borrowing rate is used. Incremental direct costs, incurred in negotiating and arranging the lease, are included in the cost of the asset.

Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date.

The capital element of lease obligations is recorded as a liability on inception of the arrangement. Lease payments are apportioned between capital repayment and finance charge, using the effective interest rate method, to produce a constant rate of charge on the balance of the capital repayments outstanding.

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.

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

2 Operating profit

Arrived at after charging

	2018	2017
	£	£
Depreciation and other amounts written off tangible fixed assets: owned	108,551	159,183
Amortisation of software	-	27,969
Foreign exchange (gains) / losses	26,581	72,481
Hire of other assets - rentals payable	2,574,942	2,453,109

2010

2017

3 Directors' remuneration

	2018	2017
	£	£
Directors' emoluments	317,439	329,976
Company contributions to money purchase pension schemes	20,012	27,691
	337,451	357,667

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

	2018	2017
	No.	No.
Accruing benefits under money purchase pension scheme	2	3

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 2 directors (2017: 3).

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

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

4 Staff costs

5

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

The aggregate payroll costs (including directors' remuneration) were as follow	s:	
	2018 £	2017 £
Wages and salaries	10,836,390	10,434,490
Share related awards	9,987	9,984
Social security costs	1,293,948	1,263,307
Pension and other post-employment benefit costs	361,614	292,844
Severance/loss of office	49,376	205,949
	12,551,315	12,206,574
The average number of persons employed by the Company (including discategory was as follows:	rectors) during the ye	ar, analysed by
	2018	2017
	No.	No.
Production	205	191
Administration and support		12
	215	203
Other interest receivable and similar income		
	2018	2017
	2018 £	2017 £
Bank interest receivable	· ·	=

6	Interest payable and similar expenses		
		2018 £	2017 £
	Other interest payable	-	96
	Finance charges payable in respect of finance leases and hire purchase contracts	5,779	3,037
		5,779	3,133

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

7 Taxation

Tax charged in the income statement

	2018 £	2017 £
Current taxation		
Current tax on income for the period	955,597	1,027,479
Adjustments in respect of previous periods	<u> </u>	(144)
	955,597	1,027,335
Deferred taxation		
Origination and reversal of timing differences	25,782	7,862
Effect of increased/decreased tax rate on opening liability	(8,345)	(919)
Adjustment in respect of previous periods	(4,409)	
Total deferred taxation	13,028	6,943
Tax expense in the income statement	968,625	1,034,278

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	5,082,492	5,275,107
Corporation tax at standard rate	965,673	1,015,458
Effect of expense not deductible in determining taxable profit (tax loss)	15,706	19,883
UK deferred tax expense (credit) relating to changes in tax rates or laws	(8,345)	(919)
Increase (decrease) in UK current tax from a prior period	-	(144)
Increase (decrease) in UK deferred tax from prior periods	(4,409)	_
Total tax charge	968,625	1,034,278

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.

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

Deferred tax Deferred tax assets and liabilities 2018 Asset £ Difference between accumulated depreciation and amortisation and capital allowances Asset £ 2017 Asset £ 162,216 Asset £

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

8 Tangible fixed assets

	Furniture, fittings and equipment £	Office equipment £	Total £
Cost or valuation			
At 1 January 2018	2,811	828,739	831,550
Additions	31,686	47,962	79,648
At 31 December 2018	34,497	876,701	911,198
Depreciation			
At 1 January 2018	1,427	614,416	615,843
Charge for the year	2,469	106,082	108,551
At 31 December 2018	3,896	720,498	724,394
Carrying amount			
At 31 December 2018	30,601	156,203	186,804
At 31 December 2017	1,384	214,323	215,707

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
	£	£
Office equipment	134,569	131,331

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

9 Stocks

Work in progress		2018 £ 3,843,698	2017 £ 3,485,948
10 Debtors			
	Note	2018 £	2017 £
Trade and other debtors		7,315,091	5,811,087
Amounts owed by group undertakings - trading balances		1,214,986	1,196,196
Amounts owed by group undertakings - loans and advances		4,545,160	2,401,061
Other debtors		110,204	100,450
Deferred tax assets	7	162,216	175,244
Prepayments and accrued income	_	194,899	173,017
	=	13,542,556	9,857,055

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 £4,545,160 (2017: £2,401,061) representing cash deposited by the Company under these arrangements.

11 Creditors

	2018 £	2017 £
Due within one year		
Bank loans and overdrafts	20,745	15,884
Obligations under finance lease and hire purchase contracts	49,077	36,554
Trade and other creditors	297,222	948,310
Amounts owed to group undertakings - trading balances	930,042	291,518
Amounts owed to group undertakings - loans and advances	34,769	39,953
Taxation and social security	1,020,928	1,501,615
Accruals and deferred income	6,555,606	6,166,956
	8,908,389	9,000,790
Due after one year		
Obligations under finance lease and hire purchase contracts	88,563	95,681

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

12 Share capital

Allotted, called up and fully paid shares

	2018		201	2017	
	No.	£	No.	£	
Ordinary shares of £0.01 each	200	2.00	200	2.00	

13 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 £361,614 (2017: £292,844).

Contributions totalling £88,074 (2017: £45,414) were payable to the scheme at the end of the year and are included in creditors.

14 Commitments

Capital commitments

The total amount contracted for but not provided in the financial statements was £Nil (2017 - £Nil).

Operating leases

The amount of non-cancellable operating lease payments recognised as an expense during the year was £NIL (2017: £NIL).

The Company's principal premises are leased from a fellow group company on terms with no future minimum lease payments. Costs during the year to the amount of £2,574,942 (2017: £2,453,109)

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

15 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.

Income and receivables from related parties

2018	Entities with joint control or significant influence £
Receipt of services	
Amounts receivable from related party	
2017	Entities with joint control or significant influence £
Receipt of services	17,626
Amounts receivable from related party	720
Expenditure with and payables to related parties	
2018	Entities with joint control or significant influence £
Rendering of services	614,902
Amounts payable to related party	101,737

	joint control or significant influence
2017	£
Rendering of services	105,785
Amounts payable to related party	47,956

Entities with

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

16 Parent and ultimate parent undertaking

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

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