

FBC (FutureBrand) Limited

**Directors' Report, Strategic Report and
Financial Statements**

Year ended 31 December 2022

Registered Number: 02658364

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FBC (FutureBrand) Limited

Strategic Report for the year ended 31 December 2022

The directors present their strategic report of FBC (FutureBrand) Limited (the "Company") registered number 02658364 for the year ended 31 December 2022.

Principal activities and review of the business

The Company's principal activity during the year was the provision of graphic packaging and interior design services, product development, market research and brand strategy.

The Company's profit for the year was £1,244,000 (2021: profit £1,794,000). The directors consider that the result for the year is in line with expectations. The Company had net assets of £15,779,000 as at 31 December 2022 (2021: net assets of £14,535,000).

The directors are satisfied with the level of business and year end financial position of the Company.

During 2022 the Company continued to focus on its revenue growth strategies in acquiring new clients and to offer additional expertise to existing clients. This resulted in a reasonable performance for 2022. Revenue was up 1.0% following the accelerated growth in 2021, whilst operating profit reduced to £1,534,000 (2021: £2,072,000); leaving a solid operating margin of 15.1%.

The external commercial environment is expected to remain challenging in 2023 given the ongoing war in Ukraine and prolonged cost of living pressures, but the directors are seeking growth opportunities wherever possible and have built a strong core client base. In addition, the Company continues to develop its staff resources as further expertise and services are offered to clients.

Key performance indicators

The following are key performance indicators of the business:

	2022	2021
Revenue growth (%)		
Year on year revenue growth expressed as a percentage	1.0%	25.5%
Operating margin (%)		
Ratio of operating profit to revenue expressed as a percentage	15.1%	20.6%
Staff costs / revenue (%)		
Staff costs as a percentage of revenue	67.3%	56.7%
Headcount (number)	59	50

Financial Reporting Standard 102 (FRS 102)

The Company has complied with Financial Reporting Standard 102 (FRS 102) during the year.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of IPG Holdings (UK) Limited and are not managed separately. These risks are discussed in the IPG Holdings (UK) Limited annual consolidated financial statements for the year ended 31 December 2022, which does not form part of this report. Copies of the IPG Holdings (UK) Limited consolidated financial statements can be obtained from:

135 Bishopsgate
London
United Kingdom, EC2M 3TP

FBC (FutureBrand) Limited

Strategic Report for the year ended 31 December 2022 (continued)

Strategy and future developments

The Company's strategy is to continue to focus on increasing revenue through organic growth and new business opportunities, by providing high quality branding services to our clients, whilst also maintaining careful cost control in order to grow profitability.

Employee training and development are considered integral to the business operations, and the business focuses on developing staff across a broad spectrum of skills.

On behalf of the Board

DocuSigned by:

Simon Bent

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S J Bent

Director

28 July 2023

FBC (FutureBrand) Limited

Directors' Report for the year ended 31 December 2022

The directors present their report and financial statements of FBC (FutureBrand) Limited (the "Company") registered number 02658364 for the year ended 31 December 2022.

Future developments

Future developments, strategy and key performance indicators are discussed in the strategic report.

Dividends

The directors did not recommend the payment of a dividend during the year.

Objectives and policies

The Company's operations expose it to a variety of financial risks. These include the credit risk, the liquidity risk associated with recovering customer debt on a timely basis, and the interest rate cash flow risk. The Company has in place a risk management programme that seeks to minimise the potential adverse effects on the financial performance of the Company by monitoring customer debt levels and the related financial risks to the business.

The Company follows the standard policy and procedures (SP&P) manual provided by The Interpublic Group of Companies, Inc., which sets out specific guidelines to manage credit and liquidity risks. Interest rate cash flow risk is managed by The Interpublic Group of Companies, Inc..

Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in debt market prices, credit risk, liquidity risk and interest rate risk. The Company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Company by monitoring levels of debt finance and the related finance costs.

Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the Company's finance department. The department follows the policy and procedures manual provided by The Interpublic Group of Companies, Inc. that sets out specific guidelines to manage credit and liquidity risks. Interest rate cash flow risk is managed by The Interpublic Group of Companies, Inc..

Credit risk

The Company has implemented policies to monitor customer debt levels and to ensure that excessive credit is not extended to any particular customer. This provides the business with visibility of balances and ensures that no further credit is extended in cases where this is not merited. The maximum exposure to credit risk at 31 December 2022 was mainly as follows: trade debtors £4,789,000, amounts owed by group undertakings £3,150,000, other debtors £nil, prepayment and accrued income £2,470,000 and debtors due after more than one year £nil (2021: £2,870,000, £4,485,000, £nil, £2,188,000, £nil respectively).

Credit given to other Group companies is also monitored and credit is extended where it is merited. Group debts are collected on the same basis as non-Group debts.

The Company also attempts to minimize credit exposure to cash investments. Cash investments are placed with high-quality financial institutions with limited exposure to any one institution.

Liquidity risk

The Company's customer profile is such that late payments and defaults may reduce the funds available for operations and planned expansions. The Company manages this risk by engaging external collection agencies where required.

Political donations

The Company made no political donations in 2022 (2021: £nil).

FBC (FutureBrand) Limited

Directors' Report for the year ended 31 December 2022 (continued)

Branches outside the UK

The Company has no branches outside the UK.

Employee involvement

The Company systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests. Employee involvement in the Company is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the Company plays a major role in maintaining its future success.

Disabled employees

The Company is committed to employment policies which follow best practice based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The Company gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the Company. If members of staff become disabled the Company continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

Directors

The directors who held office during the year and up to the date of signing the financial statements are given below:

	Date of Resignation
S.I Rent	
M Thomas	31 August 2022
N E Sykes	

Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Events post statement of financial position

No material events post statement of financial position have occurred.

FBC (FutureBrand) Limited

Directors' Report for the year ended 31 December 2022 (continued)

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

Audit exemption

Advantage has been taken of the audit exemption available for subsidiary companies conferred by section 479A of the Companies Act 2006 on the grounds:

- a) that for the year ended 31 December 2022 the Company was entitled to the exemption from a statutory audit under section 479A of the Companies Act 2006 relating to subsidiary companies; and
- b) that no notice has been deposited under section 476 of the Companies Act 2006 in relation to the financial statements for the financial year.

On behalf of the Board

DocuSigned by:

Simon Bent

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S J Bent
Director
28 July 2023

FBC (FutureBrand) Limited**Statement of comprehensive income
For the year ended 31 December 2022**

	Note	2022 £000's	2021 £000's
Turnover	5	10,698	10,556
Cost of sales		(546)	(502)
		<hr/>	<hr/>
Revenue		10,152	10,054
Administrative expenses		(8,618)	(7,982)
		<hr/>	<hr/>
Operating profit	6	1,534	2,072
Interest payable and similar expenses	7	(79)	(26)
		<hr/>	<hr/>
Profit before taxation		1,455	2,046
Tax on profit	10	(211)	(252)
		<hr/>	<hr/>
Profit for the financial year		1,244	1,794
		<hr/>	<hr/>

All operations are continuing.

FBC (FutureBrand) Limited**Statement of financial position
As at 31 December 2022**

	Note	2022 £000's	2021 £000's
Fixed assets			
Tangible assets	11	80	66
Investments	12	14,702	14,702
		14,782	14,768
Current assets			
Work in progress		349	187
Debtors	13	10,621	9,789
Cash at bank and in hand		71	-
		11,041	9,976
Creditors: amounts falling due within one year	14	(9,884)	(10,100)
Net current assets/(liabilities)		1,157	(124)
Total assets less current liabilities		15,939	14,644
Creditors: amounts falling due after more than one year	15	(160)	(109)
Net assets		15,779	14,535
Capital and reserves			
Called up share capital	16	152	152
Share premium account		9	9
Capital redemption reserve		5	5
Retained earnings		15,613	14,369
Total equity		15,779	14,535

Advantage has been taken of the audit exemption available for subsidiary companies conferred by section 479A of the Companies Act 2006 on the grounds:

- that for the year ended 31 December 2022 the Company was entitled to the exemption from a statutory audit under section 479A of the Companies Act 2006 relating to subsidiary companies; and
- that no notice has been deposited under section 476 of the Companies Act 2006 in relation to the financial statements for the financial year.

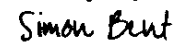
The directors acknowledge their responsibilities for:

- ensuring that the Company keeps adequate accounting records which comply with section 386 of the Companies Act 2006; and
- preparing financial statements which give a true and fair view of the state of the affairs of the Company at 31 December 2022 and of its profit or loss for the year then ended in accordance with the requirement of section 394 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements so far as applicable to the Company.

The notes on pages 10 to 27 are an integral part of these financial statements.

The financial statements on pages 7 to 27 were authorised for issue by the board of directors on 28 July 2023 and were signed on its behalf.

DocuSigned by:



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S J Bent

Director

FBC (FutureBrand) Limited

Registered No. 02658364

FBC (FutureBrand) Limited**Statement of changes in equity
for the year ended 31 December 2022**

	Called up share capital £000's	Share premium account £000's	Capital redemption reserve £000's	Retained earnings £000's	Total Equity £000's
At 1 January 2021	152	9	5	12,575	12,741
Profit for the financial year	-	-	-	1,794	1,794
At 31 December 2021	152	9	5	14,369	14,535

	Called up share capital £000's	Share premium account £000's	Capital redemption reserve £000's	Retained earnings £000's	Total Equity £000's
At 1 January 2022	152	9	5	14,369	14,535
Profit for the financial year	-	-	-	1,244	1,244
At 31 December 2022	152	9	5	15,613	15,779

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022

1 General information

The Company's principal activity during the year was the provision of graphic packaging and interior design services, product development, market research and brand strategy.

The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is 135 Bishopsgate, London, UK EC2M 3AN

2 Statement of compliance

The individual financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Summary of significant accounting policies

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. The Company has adopted FRS 102 in these financial statements.

a) Basis of preparation

These financial statements are prepared under the historical cost convention. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

b) Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

c) Exemptions for qualifying entities under FRS 102

As a qualifying entity, the Company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its intermediate parent company, IPG Holdings (UK) Limited, includes the Company's cash flows in its own consolidated financial statements.

The Company has also taken advantage of the exemption, under FRS 102 paragraph 1.12(c), to the disclosure requirements of FRS 102 section 11 Basic Financial Instruments paragraphs 11.39 to 11.48A, and FRS 102 section 12 Other Financial Instrument Issues, paragraphs 12.26 to 12.29A, on the basis that it is a qualifying entity and the consolidated financial statements of IPG Holdings (UK) Limited include the equivalent disclosures.

d) Consolidated financial statements

The Company is a wholly owned subsidiary of IPG DXTRA Group Holdings Limited and of its ultimate parent, The Interpublic Group of Companies, Inc. and its results are included in the consolidated financial statements of The Interpublic Group of Companies, Inc. which are publicly available. The directors have therefore concluded that the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the Company's separate financial statements.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

3 Summary of significant accounting policies (continued)

e) Revenue recognition

The Company's revenues are primarily derived from branding opportunities in the United Kingdom, Middle East and the rest of Europe. Revenues are directly dependent upon transforming a brand and requirements of existing clients and the Company's ability to win new clients. Most client contracts are individually negotiated and, accordingly, the terms of client engagements and the bases on which the Company earn commissions and fees vary significantly. As is customary in the industry, contracts generally provide for termination by either party on relatively short notice.

Client contracts are complex arrangements which at times may include provisions for vendor rebates and credits. The Company's largest clients are multinational entities and, as such, the Company provide services to these clients out of multiple offices and across many of our agencies within the Group or with related companies. In arranging for such services, it is possible that the Company enters into global, regional and local agreements. Agreements of this nature are reviewed by The Interpublic Group of Companies, Inc. Corporate legal counsel to determine the governing terms to be followed by the offices and agencies involved.

Revenue for our services is recognised when all of the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) services have been performed. Depending on the terms of a client contract, fees for services performed can be recognised in three principal ways: proportional performance (input or output), straight-line (or monthly basis) or completed contract.

- **Fees**

Fees are recognised on a straight-line or monthly basis when service is provided essentially on a pro-rata basis and the terms of the contract support monthly basis accounting.

Certain fees (such as for major marketing events) are deferred until contract completion if the final act is so significant in relation to the service transaction taken as a whole or if any of the terms of the contract do not otherwise qualify for proportional performance or monthly basis recognition. Fees may also be deferred and recognised upon delivery of a project if the terms of the client contract identify individual discrete projects.

The majority of our revenue is recorded as the net amount of our gross billings less pass-through expenses charged to a client which are included as costs of sales. In most cases, the amount that is billed to clients significantly exceeds the amount of revenue that is earned and reflected in our financial statements because of various pass-through expenses, such as production and media costs. We assess whether our agency or the third-party supplier is the primary obligor, and we evaluate the terms of our client agreements as part of this assessment. In addition, we give appropriate consideration to other key indicators such as latitude in establishing price, discretion in supplier selection and credit risk to the supplier. In general, we also report revenue net of taxes assessed by governmental authorities that are directly imposed on our revenue-producing transactions.

As we provide services as part of our core operations, we generally incur incidental expenses, which, in practice, are commonly referred to as "out-of-pocket" expenses. These expenses often include expenses related to airfare, mileage, hotel stays, out-of-town meals and telecommunication charges. We record the reimbursements received for such incidental expenses as turnover with a corresponding offset to cost of sales.

f) Interest income

Interest income is recognised using the effective interest rate method.

g) Dividend income

Dividend income is recognised when the right to receive payment is established.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

3 Summary of significant accounting policies (continued)

h) Employee benefits

The Company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and pension plans.

- **Short term benefits**

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

- **Pension costs**

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from the Company in an independently administered fund. The pension cost charge disclosed in note 19 represents contributions payable by the Company to the fund.

Contributions payable in respect of employees' personal pension plans are expensed in the statement of comprehensive income as they are incurred.

- **Annual bonus plan**

The Company operates an annual bonus plan for some employees. An expense is recognised in the statement of comprehensive income when the Company has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

i) Foreign currencies

The Company's functional and presentation currency is pound sterling. Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences arising from the revaluation of foreign currency assets and liabilities are taken to the statement of comprehensive income during the year to which they relate.

j) Borrowing costs

All borrowing costs are recognised in the statement of comprehensive income in the year in which they are incurred.

k) Leases

Rentals applicable to operating leases, where substantially all of the benefits and risks of membership remain with the lessor, are charged to the statement of comprehensive income on a straight line basis over the term of the lease.

l) Lease incentives

Incentives received to enter into an operating lease are credited to the statement of comprehensive income, to reduce the lease expense, on a straight-line basis over the period of the lease.

m) Exceptional items

Exceptional items comprise those that are by their nature, large unusual non-recurring and are shown separately in the statement of comprehensive income.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

3 Summary of significant accounting policies (continued)

n) Taxation

Taxation expense for the year comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively

Current and deferred taxation assets and liabilities are not discounted.

Corporation tax payable is provided on taxable profits and is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date, where transactions or events that result in an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred at the statement of financial position date. Timing differences are differences between a company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates and laws that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is measured on a non-discounted basis in line with FRS 102.

o) Tangible assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is calculated to write off the cost of the assets evenly over their expected useful lives as follows:

Equipment, fixtures & fittings	3-10 years
Computer equipment	3-4 years

The assets' useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Subsequent costs, including major inspections, are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

Repairs, maintenance and minor inspection costs are expensed as incurred.

p) Investments

Investments in subsidiaries are held at cost less accumulated impairment losses.

The Company makes an estimate of the recoverable value of its investments in subsidiaries. When assessing the potential impairment of investments, management considers factors including whether there has been a triggering event that requires an impairment test to be carried out.

q) Impairment of non-financial assets

At each statement of financial position date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in profit or loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the statement of comprehensive income.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

3 Summary of significant accounting policies (continued)

r) Work in progress

Work in progress comprises external charges for goods and services incurred on behalf of clients which have still to be invoiced to clients. Work in progress is stated at the lower of cost or net realisable value. The Company assesses annually at the reporting date if any impairment is required and recognises any impairment loss to the statement of comprehensive income.

s) Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including debtors and cash at bank and in hand balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of comprehensive income.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the statement of comprehensive income.

Other financial assets, including equity investments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including creditors and other payables, loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

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 payment is due within one year or less. If not, they are presented as creditors: amounts falling due over one year. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

t) Cash and cash equivalents

Cash and cash equivalents includes cash at bank and in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank loans and overdrafts, when applicable, are shown within borrowings in current liabilities.

u) Deferred income

Deferred income represents revenue invoiced in advance of services that have not yet been rendered to clients.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

3 Summary of significant accounting policies (continued)

v) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; if it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision is not made for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

w) Called up share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

x) Distributions to equity holders

Dividends and other distributions to the Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

y) Related party disclosures

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

Under FRS 102 advantage has been taken of the exemption for Related Party Disclosures not to disclose transactions with companies that are part of the IPG Group. The address at which the consolidated financial statements of The Interpublic Group of Companies, Inc. are publicly available is shown in note 22.

z) Incentive compensation plans

Compensation costs related to share-based transactions, including employee stock options, are recognised in the financial statements based on fair value. Stock-based compensation expense is generally recognised over the requisite service period based on the estimated grant-date fair value. Cash settled share based payments are measured at fair value at the statement of financial position date and are included in creditors.

The movement in cumulative expense since the previous statement of financial position date is recognised in the statement of comprehensive income, with a corresponding entry in creditors.

Cash awards are generally granted on an annual basis and have a service period vesting condition and generally vest in three years. Cash awards do not fall within the scope of share based payments as they are not paid in equity and the value of the award is not correlated with The Interpublic Group of Companies, Inc. share price. The present value of the amount expected to vest for cash awards and performance cash awards over the vesting period is amortised using the straight-line method in the statement of comprehensive income.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

3 Summary of significant accounting policies (continued)

aa) Netting off policy

Balances with other companies in The Interpublic Group of Companies, Inc. are stated gross, unless all of the following conditions are met:

- (i) The Company and the counterparty owe each other determinable monetary amounts, denominated either in the same currency, or in different but free convertible currencies;
- (ii) The Company has the ability to insist on a net settlement; and
- (iii) The Company's ability to insist on a net settlement is assured beyond doubt. For this to be the case it is necessary that the debit balance mature no later than the credit balance. It is also necessary that the Company's ability to insist on a net settlement would survive the insolvency of the counterparty.

4 Critical accounting estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

- (i) Useful economic lives of tangible assets (note 3o)

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 11 for the carrying amount of the property plant and equipment, and note 3o for the useful economic lives for each class of assets.

- (ii) Carrying value of investments (note 12)

The Company makes an estimate of the recoverable value of its investments in subsidiaries. When assessing the potential impairment of investments, management considers factors including whether there has been a triggering event that requires an impairment test to be carried out. When the reasons for the impairment loss have ceased to apply, the directors consider whether to reverse the impairment to its recoverable amount should it exceed its carrying amount. A discounted cash flow model based on forecasted financial performance is used to calculate the recoverable amount. See note 12 for the carrying value of investments.

- (iii) Impairment of trade and other debtors (note 13)

The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 13 for the net carrying amount of the debtors and associated impairment provision.

5 Turnover

	2022	2021
	£000's	£000's
Turnover by origin		
United Kingdom	10,698	10,556
	10,698	10,556

The analysis above is by geographical origin. Analysis by geographical destination would not be materially different.

Turnover is wholly attributable to the principal activity of the Company.

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**6 Operating profit**

The following amounts have been charged/(credited) in arriving at the operating profit:

	2022 £000's	2021 £000's
Employee costs (note 8)	6,832	5,697
Depreciation		
- Tangible fixed assets	43	45
Bad debt - provision increase/(decrease)	10	(45)
Loss on disposal of tangible assets	1	1
Exchange gain	(85)	(10)
Operating lease rentals		
- Office space	1,020	582

The operating lease rental costs relating to office space were recharged from another group company and the Company accordingly has no lease commitments.

7 Interest payable and similar expenses

	2022 £000's	2021 £000's
Interest payable on bank overdrafts	79	26
	79	26

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**8 Employee costs**

	2022 £000's	2021 £000's
Wages and salaries (including directors)	5,305	4,537
Social security costs	751	582
Pension costs (note 19)		
- Defined contribution	244	198
Severance expense	25	3
Share based payment costs (note 18)	236	143
Miscellaneous, non-share based incentives and other costs	271	234
	<hr/> 6,832 <hr/>	<hr/> 5,697 <hr/>
Employee costs	6,832	5,697

The Company's employees are principally located in the United Kingdom.

The average monthly number of people employed (including directors) by the Company during the year is set out below:

	2022 Number	2021 Number
United Kingdom	59	50
	<hr/> 59 <hr/>	<hr/> 50 <hr/>
Average monthly number employed	59	50

Key management compensation

The compensation paid or payable to key management (including directors) for employee services is shown below:

	2022 £000's	2021 £000's
Wages and salaries	1,120	1,229
Social security costs	215	195
Pension costs		
- Defined contribution	39	36
Share based payments costs	244	143
Miscellaneous, non-share based incentives and other costs	172	187
	<hr/> 1,790 <hr/>	<hr/> 1,790 <hr/>
Key management compensation	1,790	1,790

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**9 Directors' emoluments**

The directors are remunerated by the Company in respect of their services to the Company.

	2022	2021
	£000's	£000's
Aggregate emoluments, including benefits in kind	973	1,053
Defined contribution scheme - company contributions	39	36
Share option expense	192	109
	1,204	1,198

Highest paid director

	2022	2021
	£000's	£000's
Aggregate emoluments, including benefits in kind	746	819
Defined contribution scheme - company contributions	27	25
Share option expense	158	87
	931	931

Retirement benefits are accruing to 2 directors under a defined contribution scheme (2021: 2)

Directors' emoluments have been reflected in the Company where the director has spent a significant portion of their time. Emoluments for some directors were borne by other group companies in 2022 and 2021.

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**10 Tax on profit**

	2022 £000's	2021 £000's
Current taxation		
UK corporation taxation	178	298
Foreign taxation - withholding tax	-	11
	178	309
Adjustments in respect of prior years		
- UK corporation taxation	(1)	(10)
- Foreign taxation	-	-
	(1)	(10)
Total current taxation	177	299
Deferred taxation		
Origination & reversal of timing differences	20	8
Adjustments in respect of prior years	8	6
Effect of change in the tax rate	6	(61)
Total deferred taxation	34	(47)
Tax on profit	211	252

Factors affecting the tax charge for the year

The tax assessed for the year is lower (2021: Lower) than the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%). The difference is explained below:

	2022 £000's	2021 £000's
Profit before taxation	1,455	2,046
Profit before taxation at the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	277	389
Effects of:		
Expenses not deductible for taxation purposes	26	(9)
Group relief for nil consideration	(105)	(74)
Foreign taxation	-	11
Adjustments in respect of prior years	7	(4)
Effect of change in tax rate	6	(61)
Total tax for the year	211	252

Finance Act 2021 enacted an increase in the UK corporation tax rate from 19% to 25% from 1 April 2023.

At 31 December 2022 there were unused trading losses and non-trading deficits of £nil (2021: £nil) that are available indefinitely for offset against the Company's future taxable profits, and capital losses of £nil (2021: £nil) that are available for offset indefinitely against the Company's future capital gains.

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**11 Tangible assets**

	Computer equipment	Equipment, fixtures & fittings	Total
	£000's	£000's	£000's
At 31 December 2021			
Cost	141	2	143
Accumulated depreciation	(76)	(1)	(77)
Net book value	65	1	66
Cost			
1 January 2022	141	2	143
Additions	58	-	58
Disposals	(61)	(2)	(63)
31 December 2022	138	-	138
Accumulated depreciation			
1 January 2022	(76)	(1)	(77)
Charge for the year	(43)	-	(43)
Disposals	61	1	62
31 December 2022	(58)	-	(58)
Net book value			
31 December 2022	80	-	80
Net book value			
31 December 2021	65	1	66

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**12 Investments**

	£000's
Investment in subsidiaries:	
At 31 December 2021	
Cost	14,702
Net book value	<u>14,702</u>
Cost	
At 1 January 2022 and 31 December 2022	<u>14,702</u>
Provision for impairment:	
At 1 January 2022 and 31 December 2022	<u>-</u>
Net book value:	
At 31 December 2022	<u>14,702</u>
At 31 December 2021	<u>14,702</u>

Impairment in carrying value

In accordance with FRS 102, an impairment review has been performed where a triggering event has occurred demonstrating an indicator of impairment.

No impairment indicator was identified by management and the directors believe that the carrying value of the investments is supported by their underlying net assets.

The Company has the following investments as at 31 December 2022 which are directly owned in the United Kingdom.

Name	Co. No	Registered office	Share class(es)	Share ownership %
Hugo & Cat Limited	4117164	135 Bishopsgate, London, EC2M 3AN	Ord £0.000001	100.00%

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**13 Debtors****Debtors: amounts falling due within one year**

	2022	2021
	£000's	£000's
Trade debtors	4,789	2,870
Amounts owed by group undertakings	3,150	4,485
Prepayments and accrued income	2,470	2,188
Deferred taxation (see below)	212	246
	10,621	9,789

All amounts owed by group undertakings are unsecured, interest free and repayable on demand.

Deferred taxation

	2022	2021
	£000's	£000's
Accelerated capital allowances	69	108
Other short term timing differences	143	138
Total deferred tax asset	212	246

The movement in deferred taxation can be summarised as follows:

	£000's
At 1 January 2022	246
Credited to statement of comprehensive income	(34)
At 31 December 2022	212

The amount of the net reversal of deferred tax expected to occur in 2023 is £4,000 (2022: £1,000).

FBC (FutureBrand) Limited**Notes to the financial statements for the year ended 31 December 2022** (continued)**14 Creditors: amounts falling due within one year**

	2022	2021
	£000's	£000's
Bank loans and overdrafts	5,217	4,955
Trade creditors	182	324
Amounts owed to group undertakings	847	1,694
Corporation Tax	461	308
Other creditors including taxation and social security	474	600
Incentive compensation plans	78	154
Accruals and deferred income	2,625	2,065
	9,884	10,100

Amounts owed to group undertakings are unsecured, repayable on demand and do not accrue interest.

The Group participates in The Interpublic Group of Companies, Inc. pooling arrangement with HSBC Bank Plc. The overdraft interest rate is linked to bank base rate and bank borrowing is secured by an ultimate parent undertaking guarantee. The remaining creditors are unsecured.

15 Creditors: amounts falling due after more than one year

	2022	2021
	£000's	£000's
Incentive compensation plans	160	109
	160	109

16 Called up share capital

	2022	2021	2022	2021
	Number	Number	£000's	£000's
	(000's)	(000's)		
Allotted and fully paid:				
Ordinary shares of £1.00 each	152	152	152	152

There is a single class of ordinary shares. There are no restrictions on dividends and the repayment of capital.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

17 Contingent liabilities

The Company is not party to any commitments or guarantees including composite cross guarantees between banks and fellow subsidiaries except for The Interpublic Group of Companies, Inc. pooling arrangements with HSBC Bank Plc. The interest rate is linked to a variable base rate and borrowings are secured by parent company guarantees.

18 Share based payments

Long term incentive plans

The Interpublic Group of Companies, Inc. issues stock and cash based incentive awards to employees under a plan established by The Interpublic Group of Companies, Inc., along with other companies in the Interpublic group, participates in The Interpublic Group of Companies, Inc. long term incentive plans. Refer to The Interpublic Group of Companies, Inc. 2022 Form 10-K for further disclosures relating to their long term incentive plans.

Effect of share-based payment transactions on company's results and the financial position

	2022 £000's	2021 £000's
Total expense recognised for equity-settled share based transactions	236	143
Total expense recognised for share based transactions	236	143
Closing liability/other reserves for equity-settled share based transactions	23	(76)

Equity Settled Restricted Stock Units

Awards to be settled in shares are granted to certain key employees and are subject to certain restrictions and vesting requirements, as determined by The Interpublic Group of Companies, Inc.'s Compensation Committee. The vesting period is generally three years. The fair value of the restricted stock awards is based on The Interpublic Group of Companies, Inc.'s share price on the date the award is granted. No monetary consideration is paid by a recipient for a stock-settled award and the fair value of the shares determined on the grant date is amortized over the vesting period.

The Interpublic Group of Companies, Inc. grants both time based and performance based restricted stock units to be settled in shares.

Performance-based awards have been granted subject to certain restrictions and vesting requirements as determined by The Interpublic Group of Companies, Inc.'s Compensation Committee. Performance-based awards are a form of stock-based compensation in which the number shares ultimately received by the participant depends on the Company and/or individual performance against specific performance targets.

The awards generally vest over a three-year period subject to the participant's continuing employment as well as the achievement of certain performance objectives. The final number of units and therefore shares that could ultimately be received by a participant ranges from 0% to 300% of the target amount of units originally granted. Stock-based compensation expense is amortised for the estimated number of performance-based awards that are expected to vest over the vesting period using the fair value of the shares at the end of the period.

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

18 Share based payments (continued)

Share Settled Performance Related Restricted Stock Units

Movements in the number of awards outstanding and their related weighted average exercise prices are as follows:

	2022 No. of units	2022 Weighted average fair value (£)	2021 No. of units	2021 Weighted average fair value (£)
Outstanding as at 1 January	11,060	27.79	14,585	17.23
Granted during the year	3,633	27.45	-	-
Cancelled during the year	(227)	22.17	-	-
Vested during the year	(5,959)	26.77	(3,525)	18.44
Outstanding at 31 December	8,507	27.67	11,060	27.79

	2022 £000's	2021 £000's
Compensation expense in connection with the restricted stock awards	109	76

The Interpublic Group of Companies, Inc. is responsible for issuing the shares upon settlement of the awards and therefore holds the equity balance for the equity settled awards.

Share Settled Time Based Restricted Stock Units

Movements in the number of awards outstanding and their related weighted average exercise prices are as follows:

	2022 No. of units	2022 Weighted average fair value (£)	2021 No. of units	2021 Weighted average fair value (£)
Outstanding as at 1 January	11,060	27.79	14,585	17.23
Granted during the year	3,633	27.45	-	-
Cancelled during the year	(227)	22.17	-	-
Vested during the year	(5,959)	26.77	(3,525)	18.44
Outstanding at 31 December	8,507	27.67	11,060	27.79

	2022 £000's	2021 £000's
Compensation expense in connection with the restricted stock awards	127	67

The Interpublic Group of Companies, Inc. is responsible for issuing the shares upon settlement of the awards and therefore holds the equity balance for the equity settled awards.

19 Pensions

Defined contributions scheme

The Company participates in a number of defined contribution pension schemes. The assets of the schemes are held separately from those of the Company in an independently administered fund. The pension cost represents contributions payable by the Company to the fund and amounted to £244,000 (2021: £198,000). At 31 December 2022, £19,000 remained unpaid and accrued (2021: £16,000).

FBC (FutureBrand) Limited

Notes to the financial statements for the year ended 31 December 2022 (continued)

20 Events after the reporting period

No material events post statement of financial position have occurred.

21 Company information

The Company is registered in England and Wales and its registered office is at 135 Bishopsgate, London, UK, EC2M 3AN .

22 Ultimate parent undertaking and controlling party

The immediate parent undertaking is IPG DXTRA Group Holdings Limited, a company registered in England and Wales. Copies of its financial statements are available from 135 Bishopsgate, London, EC2M 3AN .

The ultimate parent undertaking and controlling party is The Interpublic Group of Companies, Inc., a company incorporated in the USA.

The Interpublic Group of Companies, Inc. is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2022, and the smallest group of undertakings to consolidate these financial statements at 31 December 2022 is IPG Holdings (UK) Limited.

The consolidated financial statements for The Interpublic Group of Companies, Inc. can be obtained from 909 Third Avenue, New York, NY 10022, USA.

The consolidated financial statements for IPG Holdings (UK) Limited can be obtained from 135 Bishopsgate, London, United Kingdom, EC2M 3TP.