

These accounts are being filed as part of the
subsidiary package for:

Jack Morton Worldwide Limited
Company number: 03189671

IPG Holdings (UK) Limited

**Directors' Report, Strategic Report
and Consolidated Financial Statements
Year ended 31 December 2022**

Registered Number: 2353279



IPG Holdings (UK) Limited

Strategic Report for the year ended 31 December 2022

The directors present their strategic report and the audited consolidated financial statements of IPG Holdings (UK) Limited (the "Company") and its subsidiaries (together, the "Group") for the year ended 31 December 2022.

Principal activities and review of business

The principal activity of the Group and Company during the year was operating a number of advertising, digital communications, public relations and other media related businesses within The Interpublic Group of Companies, Inc. ("IPG Group") in the United Kingdom and overseas.

The main subsidiaries, using the criteria of turnover for trading companies and net investment value for holding companies, were as follows:

Axiom Limited
IPG DXTRA Group Holdings Limited
IPG DXTRA (UK) Limited
Creation Communications Limited
Engels (No.1) Limited
Initiative Media Advertising S.A.
Initiative Media Warszawa Sp. Z.o.o.
Jack Morton Worldwide Limited
Kinesso Limited
Lowe International Limited
IPG Health Medical Communications Limited
McCann-Erickson Advertising Limited
McCann-Erickson Central Limited
McCann-Erickson EMEA Limited
McCann-Erickson Network Limited
McCann-Erickson UK Group Limited
McCann Manchester Limited
Mediabrand Belgium S.A.
Mediabrand International Limited
Mediabrand Limited
MullenLowe London Limited
MullenLowe Group Limited
Orion Trading EMEA Limited
Rapport Outdoor Limited
R/GA Media Group Limited

The Group's consolidated profit for the financial year was £33.4m (2021: profit of £53.5m). The consolidated profit for the financial year has been transferred to reserves. The directors consider that the result for the year is in line with expectations. The Group had net assets of £49.9m as at 31 December 2022 (2021: net assets of £14.3m).

During the year, the Group received dividends to the value of £nil (2021: £nil) and paid dividends of £nil (2021: £124,700,000).

Branches outside the UK

The subsidiary, Mediabrand Limited, has a trading branch in the Republic of Ireland.
The subsidiary, Kinesso Limited, has a trading branch in the Republic of Ireland.
The subsidiary, Orion Trading EMEA Limited, has a trading branch in the Republic of Ireland.

IPG Holdings (UK) Limited

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

Future developments, strategy and key performance indicators

The Group will continue to focus its activities on supporting the IPG Europe, Middle East and Africa (EMEA) network for the foreseeable future.

Effective 1 January 2022, the Company completed a managerial and operational review, which resulted in organisational realignments to our financial reporting segment structure. As a result, the Company determined we conduct our business across three reportable segments.

The three reportable segments are: Media, Data & Engagement Solutions ("MD&E"), Integrated Advertising & Creativity Led Solutions ("IA&C"), and Specialized Communications & Experiential Solutions ("SC&E"). MD&E is comprised of IPG Mediabrands, Acxiom, and Kinesso, as well as our digital and commerce specialist agencies, which include MRM, R/GA, and Huge. IA&C is comprised of leading global networks and agencies that provide a broad range of services, including McCann Worldgroup, IPG Health, MullenLowe Group, Foote, Cone & Belding ("FCB"), and our UK integrated agencies. SC&E is comprised of agencies that provide a range of marketing services expertise, including Weber Shandwick, our sports, entertainment, and experiential agencies, and DXTRA Health.

We also report results for the "Corporate and other" group. Corporate and other is primarily comprised of administrative expenses which includes corporate office expenses as well as technology support services, and certain other centrally managed expenses that are not fully allocated to operating divisions.

In conjunction with the new reporting structure, prior period segment key performance indicators have been recast to reflect our new reportable segments.

Their results for the Company's reportable segments the financial year ended 31 December 2022 and 31 December 2021 are shown below:

| 2022 | MD&E | IA&C | SC&E | Corp And Other | Total |
|-------------------------------------|-----------|---------|---------|----------------|-----------|
| Turnover (£000's) | 1,550,151 | 709,691 | 215,545 | 13,217 | 2,488,604 |
| Gross profit (£000's) | 259,714 | 267,347 | 107,186 | 13,217 | 647,464 |
| Operating profit/(loss) (£000's) | 35,043 | 26,665 | 14,811 | (20,133) | 56,386 |
| Operating margin | 2.3% | 3.8% | 6.9% | (152.3%) | 2.3% |
| Employee costs (£000's) | 151,937 | 186,111 | 65,315 | 9,770 | 413,133 |
| Employee costs as % of gross profit | 58.5% | 69.6% | 60.9% | 73.9% | 63.8% |

IPG Holdings (UK) Limited

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

Future developments, strategy and key performance indicators (continued)

| 2021 | MD&E | IA&C | SC&E | Corp And Other | Total |
|-------------------------------------|-----------|---------|---------|----------------|-----------|
| Turnover (£000's) | 1,404,371 | 596,512 | 151,800 | 12,325 | 2,168,128 |
| Gross profit (£000's) | 239,652 | 269,637 | 98,503 | 12,325 | 620,117 |
| Operating profit/(loss) (£000's) | 42,183 | 32,330 | 15,811 | (14,013) | 76,311 |
| Operating margin | 3.0% | 5.4% | 10.2% | (113.7%) | 3.5% |
| Employee costs (£000's) | 137,432 | 181,511 | 58,507 | 8,490 | 385,940 |
| Employee costs as % of gross profit | 57.3% | 67.3% | 59.4% | 68.9% | 62.2% |

The Group achieved strong growth in revenues across all segments although profitability was impacted by increased cost pressures.

IPG Holdings (UK) Limited

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

Section 172(1) Statement – Directors' responsibilities to stakeholders

Stakeholders

The Directors of the Company have acted in accordance with their duties codified in law. In particular, the Directors have acted in the way in which they consider, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole, and in doing so have had regard to the stakeholders and (amongst other matters) to the matters set out in Section 172(1) of the Companies Act 2006.

The Company's ultimate parent company is The Interpublic Group of Companies, Inc. ("IPG") and the Company and all companies within the global group comply with the policies and procedures issued by IPG. This ensures that the companies in the group including the Company promote a consistent culture globally that aligns with all key areas of the group policies and procedures, including ensuring that minimum standards and values are adhered to during the financial year in relation to supplier management and outsourcing, customer and business conduct, human capital resources and the environment.

The following is the Section 172 Statement of the Company and describes how the Directors have had regard to the matters set out in Section 172(1)(a) to (f) of the Companies Act 2006 in exercising their duty to promote the success of the Company for the benefit of its members as a whole.

The Directors of the individual companies within the Group have reported their Section 172(1) Directors' responsibilities to stakeholders in their individual statutory financial statements where required to, and which are publicly available.

Having regard to the likely consequences of any decision in the long term s172(1)(a)

The Group, which operates a number of advertising, digital communications, public relations and other media related businesses within The Interpublic Group of Companies, Inc. ("IPG Group") in the United Kingdom and overseas relies on the trusting and positive engagement it has with its stakeholders to ensure it operates sustainably in the long term.

Throughout the year, the Directors undertake a number of stakeholder engagement activities, which provides them with a better understanding of the views and interests of stakeholders.

Additionally, The Directors have made decisions and set strategy to ensure that the Company continue to direct its available capital and resources to areas within the business that will produce sustainable profits for shareholders.

Having regard to the interests of the Company's employees s172(1)(b)

The Company takes pride in its reputation for creativity, high moral and ethical standards and adherence to sound and equitable business ethics. The Directors ensure that the Company strives at all times to promote a diverse and inclusive work environment that fosters creativity, encourages collaboration and promotes growth. As such, we aim to treat all of our colleagues with fairness, dignity and respect.

The IPG Board is updated and has general oversight of the annual training for all employees on the content of the Employee Code of Conduct issued by IPG. The Employee Code of Conduct sets expectations for a work environment that embodies respect and dignity for all employees and provides for, amongst other things, anti-harassment and anti-discrimination policies and procedures for the receipt of anonymous complaints or concerns from employees. The Employee Code of Conduct can be found on IPG's website at <https://www.interpublic.com/about/corporate-governance/>.

IPG Holdings (UK) Limited

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

Section 172(1) Statement – Directors' responsibilities to stakeholders (continued)

Diversity

IPG is continually forging a culture of diversity and inclusion, including establishing the industry's first office of global diversity and inclusion, which reports directly to IPG's CEO. The IPG Board of Directors reviews progress on diversity metrics, including performance against goals each year. IPG's Chief Diversity Officer regularly presents status updates to the IPG Board, as well as to other members of IPG management. In accordance with its Board Diversity Policy, the IPG Board also seeks diverse candidates of varied experiences, industries, and backgrounds to join the Board. Four of the IPG Board's current members identify as women and one member of the IPG Board is African American.

For 13 years, IPG has repeatedly received a perfect score of 100 percent on the Human Rights Campaign Corporate Equality Index (CEI), the U.S.'s premier benchmarking survey and report measuring corporate policies and practices related to LGBTQ workplace equality which is a measure of inclusive benefits, policies, and activities that support LGBTQ+ employees. Additionally, IPG has been listed on the Bloomberg Gender Equality Index (GEI), a premier ranking of global companies for three consecutive years.

Consistent with the standards and values of the global IPG group, the IPG Board recognises the value diversity brings to a company, by building on and embracing the different talents and strengths each of employee. The Directors have fostered a collaborative environment that encourages growth and integrity.

Having regard to the need to foster the Company's business relationships with suppliers, customers and others s172(1)(c)

Suppliers

The Directors seek to balance the benefits of maintaining strong relationships with a diverse range of key suppliers and landlords, in conjunction with ensuring the need to obtain value for money for our investors and providing a high quality of service to customers. The Company seeks out suppliers, consultants, freelancers and other business partners that share IPG's values and ethical standards and those of IPG. To that end, the Company and IPG actively seeks out and provides opportunities for companies owned by women, racial and ethnic minorities, veterans, LGBTQ+ people and people with disabilities.

The Company understands that suppliers are independent entities, but the business practices and actions of a supplier may significantly impact and/or reflect upon us, our reputation and our brands, which is one of our most important assets. Because of this, IPG and the Company expect all suppliers and their employees, agents and subcontractors (their representatives) to adhere to The IPG Supplier Code of Conduct while they are conducting business with and/or on behalf of IPG or its affiliates. The IPG Supplier Code of Conduct can be found on IPG's website at <https://www.interpublic.com/about/corporate-governance/>.

Customers

The Company works with its clients and customers to ensure that the marketing communications programs designed for them are most efficiently and effectively moving their businesses forward. In order to ensure that the Company's clients are successful and that the Company maintains its competitive positioning in the marketplace, the Company always makes certain that its business is aligned with clients' changing needs and the ever-changing consumer landscape. Ours is a talent business and, to serve our clients in the best way possible, the Company must recruit and retain top talent.

IPG Holdings (UK) Limited

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

Section 172(1) Statement – Directors' responsibilities to stakeholders (continued)

Having regard to the impact of the Company's operations on the community and the environment s172(1)(d)

IPG believes that the Company and its employees can contribute to global sustainability by making smarter choices in how we conduct business. IPG is committed to operating as sustainably as possible, and in a way that is in sync with the long term health of our environment. IPG and its global companies are dedicated to three core principles of purpose: IPG uses its expertise as marketers to make a difference in communities locally and around the world; IPG takes care of and invests in our people; and IPG ensures a fair governance structure at its operations. This policy not only serves to reduce IPG's impact on the environment, but can also lead to cost savings, help IPG align with its clients' expectations, and demonstrate IPG's responsibility to other important stakeholders by tracking our progress.

IPG is listed on a number of sustainability indices (the S&P 500 ESG, the S&P Global 1200, and the Dow Jones Sustainability Index (DJSI) North America) for the work it has carried out in promoting sustainability within the group. IPG is included on the FTSE4Good Index, which identifies companies that demonstrate strong ESG practices measured against international standards. Additionally, IPG is an active supporter of the United Nations Sustainable Development Goals (SDGs). IPG has adopted SDG 6, access to water and sanitation for all, and has partnered with charity: water on several initiatives that bring water to those in need.

In addition, IPG is committed to reaching net-zero carbon across our operations by 2040 and to sourcing 100% renewable electricity by 2030.

As part of the global IPG group, the Company complies with a published Sustainability and Environmental Impact Policy which can be found on IPG's website at <https://www.interpublic.com/about/corporate-governance/>. This policy serves to establish best practices in which individual employees as well as the Company as a whole can reduce our impact on the environment.

Having regard to the desirability of the Company maintaining a reputation for high standards of business conduct s172(1)(e)

The Company's business is based on relationships and trust with all of its stakeholders, including customers, clients and suppliers. Maintaining an excellent reputation is important to the success of the Company and its stakeholders. To ensure the best and most honest relationships with all of our stakeholders, the Company operates with integrity and transparency in all of its interactions. The IPG Employee Code of Conduct and the IPG Supplier Code of Conduct form the foundation of how the Company does business on a day-to-day basis. As stated above, the Directors oversee the annual employee training on the Employee Code of Conduct.

The Directors ensure that the Company adheres to the policies and programs developed and implemented by IPG. This ensures we are accountable to all of our stakeholders - investors, clients, employees and customers. In addition to the Employee Code of Conduct and Supplier Code of Conduct, IPG also has an Anti-Harassment and Equal Employment Policy and an Anti-Corruption Policy, both of which can be found on IPG's website at:

<https://www.interpublic.com/about/corporate-governance/>.

Having regard to the need to act fairly as between members of the Company s172(1)(f)

The Company is ultimately 100% owned and controlled by IPG. The Company has only one class of shares, so all shareholders benefit from the same rights, as set out in the Company's articles of association and the Companies Act 2006. The Directors recognise their legal and regulatory duties, including under the EU Market Abuse Regulation, and do not take actions that would provide any shareholder or group of shareholders with any unfair advantage or position compared to the shareholders as a whole.

IPG Holdings (UK) Limited

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

Principal risks and uncertainties

The Group is subject to a variety of possible risks and uncertainties that could adversely impact its revenues, results of operations or financial condition.

The principal risks and uncertainties faced by its subsidiary companies are listed below:

- If the Company's business is significantly adversely affected by unfavourable economic conditions or other market disruptions that adversely affect client spending, the negative impact on its revenue could pose a challenge to its operating income and cash generation from operations. The war in Ukraine has the potential to create market disruption, which could affect client spending, as it has put pressure on inflation rates, fluctuating currency rates and added to the economic uncertainty which could impact outlook.
- The COVID-19 pandemic had significantly increased financial and economic volatility and uncertainty in 2020 and into early 2021. Its impact materially lessened as 2021 progressed. Future outbreaks may have a negative impact on a number of the Company's clients if they occur. This may continue to impact the Company's business, financial condition, results of operations and forward-looking expectations.
- The advertising and marketing communications business is highly competitive and constantly changing. Competitive challenges also arise from rapidly-evolving and new technologies in the marketing and advertising space. Any failure to keep up with rapidly changing technologies and standards could harm the Company's competitive position.
- An important aspect of the Company's competitiveness is its ability to identify and develop the appropriate talent and to attract and retain key employees and management personnel. If it were to fail to attract key personnel or lose them to competitors or clients, or fail to manage its workforce effectively, its business and results of operations could be adversely affected.
- At any given time, one or more of the Company's clients may experience financial difficulty, file for bankruptcy protection or go out of business. The direct impact on the Company could include reduced revenues and write-offs of accounts receivable and expenditures billable to clients.
- The Company's business, which increasingly involves the collection, use and transmission of customer data, may make the Company an attractive target for malicious third-party attempts to access this data.
- Data privacy or cybersecurity breaches may pose a risk that sensitive data could be exposed to third parties or to the general public. Any such breaches or breakdowns could expose the Company to legal liability, be expensive to remedy, result in a loss of its clients' or vendors' proprietary information and damage its reputation.

As the Group is ultimately owned by The Interpublic Group of Companies, Inc., the performance of The Interpublic Group of Companies, Inc. has an impact on the Company's financial position. Please refer to The Interpublic Group of Companies, Inc., consolidated financial statements which can be obtained from The Interpublic Group of Companies, Inc., 909 Third Avenue, New York, NY 10022, USA.

IPG Holdings (UK) Limited

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

Management and mitigation of principal risks and uncertainties

The following measures have been taken by the Group's subsidiary companies to manage and mitigate the principal risks and uncertainties:

- As the wider economy has its usual fluctuations over the course of time, the Company will continue to work with its clients in order to maximise future growth and profitability prospects, assisting them in developing new areas of growth. This in turn helps minimise the risk to the growth of the Company, as management stays focused on unlocking the enormous opportunities that exist due to the change and disruption that occurred during the year and beyond. Our ultimate goal is to help ensure that clients' businesses and brands can thrive in the digital economy.
- The Company has been able to adapt to meet the various impacts of the COVID-19 pandemic. It has benefited from having a flexible workforce and has been able to be flexible with the allocation of its resources, in order to meet the changing needs of its clients over the period of the pandemic. The Company continued to be disciplined with respect to expenses and strategic in its approach to costs, while simultaneously investing in its business during the year to accelerate areas of strongest opportunity and growth. The Company continues to safeguard the physical and mental well-being of its employees. This allows the Company to deliver effective work and strong results for its clients.
- The Company seeks to combine the power of creativity within the business, with the benefits of technology, fuelling its offerings with a deep understanding of the clients' needs at the same time as and in combination with ethical data practices, which are carried out throughout the business. This has helped the Company grow its digital capabilities. The Company, with the assistance of the resources of the wider IPG Group, has invested time and resources into employee training and technological solutions to ensure data privacy laws are not breached and cybersecurity breaches are protected against.
- The Company continues to recognise the need to focus on investing in talent within the business. For many years now, this has involved ensuring that the Company has the right people and investing in skills, training and technology in order to meet the rapidly changing technology development and needs within the marketing and advertising business.
- The Company continuously monitors and assesses credit offered to clients to ensure the amounts are recoverable and do not become excessive. Management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

On behalf of the Board:

DocuSigned by:

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Warren Spencer Kay
Director

15 August 2023

IPG Holdings (UK) Limited

Directors' Report for the year ended 31 December 2022

The directors present their report and the audited consolidated financial statements of IPG Holdings (UK) Limited (the "Company") and its subsidiaries (together, the "Group") for the financial year ended 31 December 2022.

The Group's UK subsidiary companies are exempt from the requirements of the Companies Act 2006 relating to the audit of individual financial statements by virtue of section 479A. A list of these UK companies can be found in note 29.

Future developments

Future developments, strategy and key performance indicators are discussed in the strategic report in addition to disclosures regarding branches outside the UK.

Dividends

The Company paid dividends of £nil during the financial year (2021: £124,700,000). The directors do not recommend the payment of a final dividend

Financial risk management objectives and policies

The Group'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 Group has in place a risk management programme that seeks to minimise the potential adverse effects on the financial performance of the Group by monitoring customer debt levels and the related financial risks to the business.

Agencies within the Group follow the standard policy and procedures (SP&P) manual provided by the IPG Group which sets out specific guidelines to manage credit and liquidity risks. Interest rate cash flow risk is managed by the IPG Group.

Credit risk

The Group has implemented policies to monitor customer debt levels and to ensure that excessive credit is not extended to any particular customer. This provides the Group with visibility of balances and ensures that no further credit is extended in cases where this is not merited. The maximum exposure to principal credit risk at 31 December 2022 was mainly as follows: trade debtors £531,841,000, amounts owed by Group undertakings £117,308,000, other debtors £16,039,000 and prepayments and accrued income £79,870,000 (2021: £433,046,000, £99,956,000, £11,117,000 and £104,224,000 respectively).

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

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

Political donations

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

IPG Holdings (UK) Limited

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

Disabled employees

The Group 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 Group 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 Group. If members of staff become disabled the Group continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

Employee involvement

The Group 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 Group is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the Group plays a major role in maintaining its future success.

Engagement with suppliers, customers, and others in a business relationship with the Group

The section 172 statement in the Strategic Report on page 6 sets out how the Group engages with its key stakeholders.

Directors

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

| | Date of Appointment |
|--------------------|----------------------------|
| Warren Spencer Kay | 5 May 2011 |
| Derek John Coleman | 29 May 2012 |
| Steven M Boden | 26 March 2020 |

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 was in force on the date of the financial statements were approved. 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

There are no material events post statement of financial position.

IPG Holdings (UK) Limited

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

IPG Holdings (UK) Limited Streamlined Energy and Carbon Reporting

IPG Holdings (UK) Limited has reported scope 1, 2 and 3 greenhouse gas (GHG) emissions in accordance with the requirements of Streamlined Energy and Carbon Reporting (SECR).

This includes IPG Holdings (UK) Limited's stated emissions for the reporting year being the 12 months starting 1 January 2022 and ending 31 December 2022.

Responsibilities of IPG Holdings (UK) Limited and Green Element

IPG Holdings (UK) Limited was responsible for the internal management controls governing the data collection process. Green Element was responsible for the data aggregation, any estimations and extrapolations applied (as required) and GHG calculations performed, and the emissions statements.

Methodology

Greenhouse gas emissions were calculated according to the Greenhouse Gas Protocol Corporate Accounting and Reporting Standard.

Scope and Subject Matter

The boundary of the report includes all agencies that meet the mandatory reporting requirements, as follows: IPG DXTRA (UK) Limited, Kinesso Limited, McCann-Erickson Central Limited, IPG Health Medical Communications Limited (formerly known as McCann Health Medical Communications Limited), McCann Manchester Limited, Mediabrands Limited, MullenLowe London Limited and Orion Trading EMEA Limited.

Energy and GHG sources included in the process:

- Scope 1: Fuel used in company vehicles, natural gas, diesel for electricity generation, other fuel
- Scope 2: Purchased electricity (both location-based and market-based methods)
- Scope 3: Fuel used for business travel in employee owned or hired vehicles

All seven Kyoto protocol GHGs were included: CO₂, N₂O, CH₄, HFCs, PFCs, SF₆ and NF₃

Scope 1 emissions for combustion of fuel for transport purposes refers to any fuel consumed in company-owned vehicles. As Group business travel is reported in the form of employee expensed trips in their own vehicles, these emissions fall into scope 3.

The figures were calculated using UK government 2022 conversion factors, expressed as tonnes of carbon dioxide equivalent (tCO₂e). The conversion factors used to compile this report are explained at:
<https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2022>

IPG Holdings (UK) Limited

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

IPG Holdings (UK) Limited Streamlined Energy and Carbon Reporting (continued)

Energy Efficiency Actions

IPG Holdings (UK) Limited's ultimate parent company, The Interpublic Group of Companies, Inc. ("IPG Group"), is committed to operating as sustainably as possible. This includes measuring our carbon footprint and working toward limiting that footprint; respecting and encouraging diversity, equity and inclusion; and being a good corporate citizen of the communities where our employees live and work. The IPG Group is listed on the Dow Jones Sustainability Index (DJSI) North America, which tracks the performance of leading companies in terms of environmental, social and governance criteria in North America. In addition, the IPG Group is included on the FTSE4Good Index, which identifies companies that demonstrate strong environmental, social, and governance (ESG) practices measured against international standards.

The IPG group has committed to reducing absolute scope 1 and 2 GHG emissions by 50%, and scope 3 GHG emissions by 30%, by 2030 compared to 2019 (baseline year) by the Science Based Targets initiative (SBTi), the best-practice framework for validating corporate emissions reduction targets. Through this commitment IPG is also a signatory to the Business Ambition for 1.5°C and a member of the UN-backed Race to Zero campaign. The IPG group has committed to reach net-zero carbon across its portfolio by 2040, and to source 100% renewable electricity by 2030. IPG reports on its progress against its targets annually in one comprehensive ESG Report that includes GRI Standards, SASB Standards, TCFD recommendations, UN Global Compact and UN Sustainable Development Goals.

To reach these goals, the IPG Group has continues to focus on its operations, real estate portfolio and business travel. The company has consolidated some of its office spaces for efficiency and introduced new travel and entertainment policies that encourage more sustainable travel. In 2023 the IPG Group launched a supplier engagement program to refine the assessment of the emissions associated with its supply chain. The company will expand this program every year to ultimately drive down collective emissions.

Energy efficiency and climate change are at the centre of IPG Holdings (UK) Limited's strategy. Prior to/during the reporting period the following projects have taken place:

- Some agencies have ISO 14001 certification, demonstrating the efficacy of the Environmental Management Systems (EMS) they have implemented.
- The company and its advisors conduct regular energy and carbon emissions audits for those agencies with an EMS, monitoring their energy consumption monthly and advising on energy reductions strategies for the following reporting period. Despite partial lockdown during the reporting period, these audits were conducted at those sites that were open for business.
- In 2019, IPG Holdings (UK) Limited conducted a nationwide Energy Savings Opportunity Scheme (ESOS) energy audit which provided bespoke energy savings recommendations and costs for each qualifying premises. These recommendations provide our energy and carbon-saving strategies over the next three years, grouped by building type (age, size, type of ventilation etc.).
- In the eventuality of moving offices IPG Holdings (UK) Limited always prioritises the environmental impact of potential buildings when making such decisions such as an EPC of C or above, a "very good" or higher BREEAM rating, and plans for decarbonisation of electricity and heat, amongst other more detailed items on our buildings checklist.

IPG Holdings (UK) Limited

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

IPG Holdings (UK) Limited Streamlined Energy and Carbon Reporting (continued)

Planned Carbon Reduction Initiatives 2023

IPG Holdings (UK) Limited is a large UK-wide parent company with subsidiaries and numerous buildings, and we therefore have bespoke carbon reduction plans for individual sites which are comprehensive and detailed. We have included here a selection of our subsidiaries' strategies for 2023:

- Implement energy saving strategies in our buildings and our operations, such as:
 - hot-desking to save occupied floor space where employees work to a hybrid model;
 - decarbonisation of space heating where feasible;
 - behaviour change campaigns focused on energy savings and more sustainable travel.
- Include additional scope 3 categories in our carbon footprint including:
 - employee commuting
 - employee remote work
 - upstream emissions from production – using Ad Green tool
 - digital footprint – web and cloud hosting and use of websites by visitors
- Use commuting and home working measurements to identify emissions reductions strategies in collaboration with our employees, supporting them in lower energy behaviour change and renewable energy procurement.
- Roll out our sustainable procurement plan across the business, including clauses requiring our suppliers to measure and reduce their own emissions.
- Strive to get our science-based targets officially validated through the Science Based Targets initiative, with investigation into further scope 3 categories.
- With travel representing a significant carbon hotspot, create a gold-standard travel policy and monitoring system.
- Continue to achieve ISO 14001 excellence and official certification.

IPG Holdings (UK) Limited

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

IPG Holdings (UK) Limited Streamlined Energy and Carbon Reporting (continued)

IPG Holdings (UK) Limited GHG statements (in tonnes of CO₂e), as follows:

| Energy Consumption: (kWh) | 2022 | 2021 |
|--|--|------------------|
| Electricity | 4,420,304 | 4,131,273* |
| Gas ^[1] | 5,061,579 | 4,331,685* |
| Transport Fuel | 252,270 | 244,146 |
| Other stationary fuels used in facilities | - | 14,725 |
| Total Consumption (kWh) | 9,734,153 | 8,721,829 |
| Emissions (tCO₂e) | | |
| Scope 1 | | |
| Emissions from combustion of gas in buildings | 932.36 | 793.39* |
| Emissions from combustion of fuel for transport purposes | - | 4.75 |
| Emissions from combustion of other stationary fuels | - | 3.53 |
| Scope 2 | | |
| Emissions from purchased electricity (location-based ^[1]) | 854.80 | 877.19* |
| Emissions from purchased electricity (market-based ^[2]) | 440.67 | 839.76* |
| Scope 3 | | |
| Emissions from business travel in rental cars or employee vehicles where company is responsible for purchasing the fuel (Category 6) | 67.90 | 69.80 |
| Emissions from upstream transport and distribution losses and excavation and transport of fuels (location-based method) (Category 3) | 460.86 | 464.02* |
| Emissions from upstream transport and distribution losses and excavation and transport of fuels (market-based method) (Category 3) | 287.97 | 344.17* |
| Total GHG Emissions (location-based method) | 2,315.92 | 2,212.68 |
| Total GHG Emissions (market-based method) | 1,728.90 | 2,055.40 |
| Intensity | | |
| Full Time Equivalent (FTE) Employees | 2,646 | 2,655 |
| Intensity ratio: total location-based tonnes per FTE employee (tCO ₂ e/FTE) | 0.9 | 0.8 |
| Intensity ratio: total market-based tonnes per FTE employee (tCO ₂ e/FTE) | 0.7 | 0.8 |
| Intensity | | |
| Turnover (£ million) | 1,274.6 | 1,180.7 |
| Intensity ratio: total location-based tonnes per million revenue (tCO ₂ e/£m) | 1.8 | 1.9 |
| Intensity ratio: total market-based tonnes per million revenue (tCO ₂ e/£m) | 1.4 | 1.7 |
| Methodology | Greenhouse Gas Protocol Corporate Greenhouse Gas Accounting and Reporting Standard | |

*Figures updated in 2022.

^[1] Location-based electricity reporting uses the average grid fuel mix in the country of purchase to calculate GHG emissions. This is mandatory for SECR.

^[2] Market-based electricity reporting uses the supplier-specific fuel mix of the reporting company's tariff to calculate GHG emissions. Where the supplier specific tariffs are not available the UK residual fuel mix has been used.

IPG Holdings (UK) Limited

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

IPG Holdings (UK) Limited Streamlined Energy and Carbon Reporting (continued)

Accompanying notes

- 2021 figures for MullenLowe London Limited's electricity and gas kWh have been updated owing to an improved alignment of the meter reads with the building demises and occupancy. This causes an overall increase of 0.2% to the total GHG emissions (location-based). These are asterisked above.
- McCann Erickson Advertising Limited is no longer in scope for SECR and so has not been included in this year's report.
- IPG DXTRA (UK) Limited had two new sites in 2022 (135 Bishopsgate, London and 99 Clifton Street, London) which has caused a significant increase in the kWh consumption for this agency.

IPG Holdings (UK) Limited

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

Statement of directors' responsibilities in respect of the financial statements

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.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have expressed their willingness to continue in office as auditors and a resolution proposing their reappointment will be submitted at the annual general meeting.

On behalf of the Board

DocuSigned by:

633961A5F780418
Warren Spencer Kay
Director

15 August 2023

IPG Holdings (UK) Limited

Independent auditors' report to the members of IPG Holdings (UK) Limited

Report on the audit of the financial statements

Opinion

In our opinion, IPG Holdings (UK) Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2022 and of the group's profit and the group's cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Directors' Report, Strategic Report and Consolidated Financial Statements (the "Annual Report"), which comprise: the Consolidated statement of financial position and the Company statement of financial position as at 31 December 2022; the Consolidated profit and loss account, the Consolidated statement of comprehensive income, the Consolidated statement of changes in equity, the Company statement of changes in equity and the Consolidated statement of cash flows for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

IPG Holdings (UK) Limited

Independent auditors' report to the members of IPG Holdings (UK) Limited

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

IPG Holdings (UK) Limited

Independent auditors' report to the members of IPG Holdings (UK) Limited

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to General Data Protection Regulation (GDPR), health and safety regulations, Anti-Bribery and Corruption legislation, Anti-Money Laundering legislation, and employment regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 and UK tax. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and management's bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Addressing the risk of management override of internal controls, including testing of journal entries (in particular, journal entries posted with an unusual account combination);
- Evaluating and, where appropriate, challenging assumptions made by management in determining significant accounting estimates; and
- Enquiring of management and review of internal audit reports in so far as they related to the financial statements.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Philip Stokes (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
15 August 2023

IPG Holdings (UK) Limited

Consolidated profit and loss account for the year ended 31 December 2022

| | | 2022 | 2021 |
|---|------|----------------|----------------|
| | Note | £000's | £000's |
| Turnover | 5 | 2,488,604 | 2,168,128 |
| Cost of sales | | (1,841,140) | (1,548,011) |
| Gross profit | | 647,464 | 620,117 |
| Distribution costs | | (341) | (302) |
| Administrative expenses | 6 | (590,037) | (544,672) |
| Other operating income | 7 | 1,188 | 1,168 |
| Impairment of investments in group undertakings | 16 | (1,888) | - |
| Operating profit | 6 | 56,386 | 76,311 |
| Interest receivable and similar income | 8 | 7,324 | 3,912 |
| Interest payable and similar expenses | 9 | (14,006) | (7,457) |
| Impairment of goodwill | 12 | - | (1,840) |
| Expense from interests in associated undertakings | 15 | - | (5) |
| Profit before taxation | | 49,704 | 70,921 |
| Tax on profit | 13 | (16,331) | (17,375) |
| Profit for the financial year | | 33,373 | 53,546 |
| Profit for the financial year attributable to: | | | |
| Owners of the parent | | 31,842 | 53,524 |
| Non-controlling interests | 22 | 1,531 | 22 |
| Profit for the financial year | | 33,373 | 53,546 |

All operations are continuing.

The accompanying notes from pages 28 to 62 form an integral part of these consolidated financial statements.

IPG Holdings (UK) Limited

Consolidated statement of comprehensive income for the year ended 31 December 2022

| | Note | 2022 £000's | 2021 £000's |
|--|------|----------------|----------------|
| Profit for the financial year | | 33,373 | 53,546 |
| Other comprehensive income/(loss) | | | |
| - currency translation differences | | 1,936 | (3,846) |
| Total comprehensive income for the year | | 35,309 | 49,700 |
| Total comprehensive income attributable to: | | | |
| - owners of the parent | | 33,778 | 49,678 |
| - non-controlling interests | 22 | 1,531 | 22 |
| | | 35,309 | 49,700 |

IPG Holdings (UK) Limited

Consolidated statement of financial position As at 31 December 2022

| | Note | 2022 £000's | 2021 £000's |
|---|------|------------------|------------------|
| Fixed assets | | | |
| Intangible assets | 14 | 161,701 | 194,513 |
| Tangible assets | 15 | 65,710 | 65,352 |
| Investments | 16 | 5,120 | 7,008 |
| Investments in associates | 16 | 4,559 | 4,559 |
| | | 237,090 | 271,432 |
| Current assets | | | |
| Work in progress | | 151,067 | 128,704 |
| Debtors | 17 | 757,924 | 660,676 |
| Cash at bank and in hand | | 276,715 | 296,395 |
| | | 1,185,706 | 1,085,775 |
| Creditors: amounts falling due within one year | 18 | (1,243,643) | (1,275,686) |
| Net current liabilities | | (57,937) | (189,911) |
| Total assets less current liabilities | | 179,153 | 81,521 |
| Creditors: amounts falling due after more than one year | 19 | (109,003) | (39,751) |
| Provisions for liabilities | 20 | (20,291) | (27,450) |
| Net assets | | 49,859 | 14,320 |
| Capital and reserves | | | |
| Called up share capital | 21 | 1,602 | 1,602 |
| Share premium account | | 8,536 | 8,536 |
| Capital redemption reserve | | 100 | 100 |
| Currency translation reserve | | (2,552) | (4,488) |
| Retained earnings | | 40,385 | 8,543 |
| Equity attributable to owners of the parent | | 48,071 | 14,293 |
| Non-controlling interests | 22 | 1,788 | 27 |
| Total equity | | 49,859 | 14,320 |

The consolidated and Company financial statements on pages 21 to 62 were approved by the board of directors on 15 August 2023 and signed on its behalf by:

DocuSigned by:

Warren Kay

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Warren Spencer Kay

Director

IPG Holdings (UK) Limited

IPG Holdings (UK) Limited**Company statement of financial position as at 31 December 2022**

| | Note | 2022 £000's | 2021 £000's |
|---|------|------------------|------------------|
| Fixed assets | | | |
| Investments in subsidiaries | 16 | 457,292 | 457,178 |
| Investments in associates | 16 | 4,559 | 4,559 |
| | | 461,851 | 461,737 |
| Current assets | | | |
| Debtors: amounts falling due within one year | 17 | 50,873 | 37,013 |
| Cash at bank and in hand | | - | 4 |
| | | 50,873 | 37,017 |
| Creditors: amounts falling due within one year | 18 | (246,325) | (350,602) |
| Net current liabilities | | (195,452) | (313,585) |
| Total assets less current liabilities | | 266,399 | 148,152 |
| Creditors: amounts falling due after more than one year | 19 | (70,263) | (3,395) |
| Net assets | | 196,136 | 144,757 |
| Capital and reserves | | | |
| Called-up share capital | 21 | 1,602 | 1,602 |
| Share premium account | | 8,536 | 8,536 |
| Capital redemption reserve | | 100 | 100 |
| Retained earnings | | 185,898 | 134,519 |
| Total equity | | 196,136 | 144,757 |

The Company's profit for the year ended 31 December 2022 was £51,379,000 (2021: profit £192,793,000).

The consolidated and Company financial statements on pages 21 to 62 were approved by the board of directors on 15 August 2023 and signed on its behalf by:

DocuSigned by:

 633961A5F780418...
 Warren Spencer Kay
 Director
 IPG Holdings (UK) Limited

IPG Holdings (UK) Limited

Consolidated statement of changes in equity for the year ended 31 December 2022

| | Called up share capital | Share premium account | Capital redemption reserve | Currency translation reserve | Retained earnings | Total equity attributable to owners of the parent | Non- controlling interest | Total equity |
|--|----------------------------------|-----------------------------|----------------------------------|------------------------------------|----------------------|--|---------------------------------|-----------------|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| At 1 January 2021 | 1,602 | 8,536 | 100 | (642) | 79,719 | 89,315 | 5 | 89,320 |
| Profit for the financial year | - | - | - | - | 53,524 | 53,524 | 22 | 53,546 |
| Other comprehensive expense | - | - | - | (3,846) | - | (3,846) | - | (3,846) |
| Total comprehensive income for the year | - | - | - | (3,846) | 53,524 | 49,678 | 22 | 49,700 |
| Dividends paid | - | - | - | - | (124,700) | (124,700) | - | (124,700) |
| Total transactions with owners, recognised in equity | - | - | - | - | (124,700) | (124,700) | - | (124,700) |
| At 31 December 2021 and 1 January 2022 | 1,602 | 8,536 | 100 | (4,488) | 8,543 | 14,293 | 27 | 14,320 |
| Profit for the financial year | - | - | - | - | 31,842 | 31,842 | 1,531 | 33,373 |
| Other comprehensive income | - | - | - | 1,936 | - | 1,936 | - | 1,936 |
| Total comprehensive income for the year | - | - | - | 1,936 | 31,842 | 33,778 | 1,531 | 35,309 |
| Non-controlling interest arising on subsidiary issue of shares | - | - | - | - | - | - | 230 | 230 |
| Total transactions with owners, recognised in equity | - | - | - | - | - | - | 230 | 230 |
| At 31 December 2022 | 1,602 | 8,536 | 100 | (2,552) | 40,385 | 48,071 | 1,788 | 49,859 |

On 22 June 2021, the Group paid a dividend of £82,700,000 to its parent company IPG Europe Limited.

On 21 September 2021, the Group paid a dividend of £42,000,000 to its parent company IPG Europe Limited.

No dividends were paid in the year ended 31 December 2022.

Foreign exchange translation of non-GBP denominated assets is reported in the currency translation reserve.

The capital redemption reserve was established as a result of a share buy-back transaction in December 2011.

IPG Holdings (UK) Limited

Company statement of changes in equity for the year ended 31 December 2022

| | Called up share capital | Share premium account | Capital redemption reserve | Retained earnings | Total equity |
|--|----------------------------|-----------------------------|----------------------------------|----------------------|------------------|
| | £'000 | £'000 | £'000 | £'000 | £'000 |
| At 1 January 2021 | 1,602 | 8,536 | 100 | 66,426 | 76,664 |
| Profit for the financial year and total comprehensive income | - | - | - | 192,793 | 192,793 |
| Dividends paid | - | - | - | (124,700) | (124,700) |
| Total transactions with owners, recognised directly in equity | - | - | - | (124,700) | (124,700) |
| At 31 December 2021 and 1 January 2022 | 1,602 | 8,536 | 100 | 134,519 | 144,757 |
| Profit for the financial year and total comprehensive income | - | - | - | 51,379 | 51,379 |
| At 31 December 2022 | 1,602 | 8,536 | 100 | 185,898 | 196,136 |

On 22 June 2021, the Company paid a dividend of £82,700,000 to its parent company IPG Europe Limited.

On 21 September 2021, the Company paid a dividend of £42,000,000 to its parent company IPG Europe Limited.

No dividends were paid in the year ended 31 December 2022.

The capital redemption reserve was established as a result of a share buy-back transaction in December 2011.

IPG Holdings (UK) Limited

Consolidated statement of cash flows for the year ended 31 December 2022

| | Note | 2022 £'000 | 2021 £'000 |
|--|-------|------------------|------------------|
| Cash flow from operating activities | | | |
| Profit for the financial year after tax attributable to owners of the parent | | 31,842 | 53,524 |
| <i>Adjustments for:</i> | | | |
| Tax on profit | | 16,331 | 17,375 |
| Net interest expense | 8 & 9 | 6,682 | 3,545 |
| Non-controlling interests | 22 | 1,531 | 22 |
| Impairment of goodwill | 14 | - | 1,840 |
| Expense from associated undertakings | 16 | - | 5 |
| Operating profit | | 56,386 | 76,311 |
| Amortisation of intangible assets | 14 | 32,092 | 31,340 |
| Depreciation of tangible assets | 15 | 9,926 | 8,538 |
| Loss on disposal of tangible assets | 6 | 33 | 21 |
| Gain on disposal of intangible assets | 14 | - | (14) |
| Impairment of investments in group undertakings | 16 | 1,888 | - |
| Decrease in provisions | | (7,159) | (11,670) |
| Decrease in bad debt provision | | (501) | (358) |
| Working capital movements: | | | |
| Increase in work in progress | | (22,362) | (68,731) |
| (Increase)/decrease in debtors | | (96,520) | 38,631 |
| Increase in payables | | 114,278 | 127,484 |
| Net cash generated from operations | | 88,061 | 201,552 |
| Taxation paid | 13 | (18,551) | (8,579) |
| Net cash generated from operating activities | | 69,510 | 192,973 |
| Cash flows from investing activities | | | |
| Interest received | 8 | 7,324 | 3,912 |
| Cash acquired from acquisitions | 28 | 13,577 | - |
| Purchase of tangible assets | | (11,323) | (22,914) |
| Proceeds from disposal of tangible assets | | 1,010 | 2,493 |
| Cash paid on existing acquisition obligations | | (7,756) | (20,527) |
| Cash paid for new acquisitions in the year | | (3,536) | (4,559) |
| Net cash used in investing activities | | (704) | (41,595) |
| Cash flows from financing activities | | | |
| Interest paid | 9 | (14,006) | (7,457) |
| Dividends paid | | - | (124,700) |
| Net cash used in financing activities | | (14,006) | (132,157) |
| Exchange gain/(loss) on cash and cash equivalents | | 1,936 | (3,744) |
| Net increase in cash and cash equivalents | | 56,736 | 15,477 |
| Cash and cash equivalents at beginning of year consist of: | | | |
| Cash at bank and in hand | | 296,395 | 314,861 |
| Bank loans and overdrafts | | (479,094) | (513,037) |
| Cash and cash equivalents | | (182,699) | (198,176) |
| Cash and cash equivalents at end of year consist of: | | | |
| Cash at bank and in hand | | 276,715 | 296,395 |
| Bank loans and overdrafts | | (402,678) | (479,094) |
| Cash and cash equivalents | | (125,963) | (182,699) |

IPG Holdings (UK) Limited

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

1 General information

The principal activity of the Group and Company during the year was operating as the holding company of a number of advertising, digital communications, public relations and other media related businesses within The Interpublic Group of Companies, Inc. ("IPG Group") in the United Kingdom and overseas.

The Company is a private company limited by shares and is incorporated in the United Kingdom. The address of its registered office is 135 Bishopsgate, London, EC2M 3TP.

2 Statement of compliance

The Group and the Company's financial statements 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 consolidated and separate financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated. The Group has adopted FRS 102 in these financial statements.

a) Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. 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.

The Company has taken advantage of the exemption in section 408 of the Companies Act 2006 from disclosing its individual profit and loss account.

b) Going concern

The Group statement of financial position set out on page 23 shows that the Group has net assets of £49,859,000 (2021: £14,320,000) and net current liabilities of £57,937,000 (2021: £189,911,000). The Company statement of financial position set out on page 24 shows that the Company has net assets of £196,136,000 (2021: £144,757,000) and net current liabilities of £195,452,000 (2021: £313,585,000). The Interpublic Group of Companies, Inc., the ultimate holding company of the Group and Company, has acknowledged the commitments of the Group and the Company, and has confirmed its commitment to continue to provide financial support to the Group and Company so as to enable them to meet their liabilities as and when they fall due and to carry on their business without any significant curtailment of operations for the foreseeable future and for not less than 12 months from the date of approval of the statutory financial statements of the Group and Company for the year ended 31 December 2022.

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

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

c) Basis of consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiaries undertakings made up to 31 December 2022.

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

The financial results of any subsidiary undertakings sold or acquired during the year are included up to, or from, the dates of change of control or change of significant influence respectively.

Where control of a subsidiary is lost, the gain or loss is recognised in the consolidated profit and loss account. The cumulative amounts of any exchange differences on translation, recognised in equity, are not included in the gain or loss on disposal and are transferred to retained earnings. The gain or loss also includes amounts included in other comprehensive income that are required to be reclassified to profit or loss but excludes those amounts that are not required to be reclassified.

Where control of a subsidiary is achieved in stages, the initial acquisition that gave the Group control is accounted for as a business combination. Thereafter, when the Group increases its controlling interest in a subsidiary the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are made to the carrying value of assets, liabilities or provisions for contingent liabilities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the Group holds a long-term interest and where the Group has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation. Adjustments are made to eliminate the profit or loss arising on transactions with the associate to the extent of the Group's interest in the entity.

Where there is a non-controlling interest in the equity of the relevant subsidiary that is reporting profits, the non-controlling interest will be attributed a share in the relevant subsidiary's profits. Where the subsidiary in question reports a loss, the loss will not be applicable to the minority interest but will be charged to the Group unless the non-controlling interest has a binding obligation to, and is able to, make good the losses.

d) Exemptions for qualifying entities under FRS 102

The Company has taken advantage of the exemption under FRS 102 section 7 and paragraph 3.17(d) to the requirement to prepare a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows.

The Group and Company have 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 The Interpublic Group of Companies, Inc. include the equivalent disclosures.

IPG Holdings (UK) 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 Group's revenues are primarily derived from the planning and execution of multi-channel advertising, marketing and communications programs in the United Kingdom and the rest of Europe. Revenues are directly dependent upon the advertising, marketing and corporate communications requirements of existing clients and the Group's ability to win new clients. Revenue is typically lowest in the first quarter and highest in the fourth quarter. Most client contracts are individually negotiated and, accordingly, the terms of client engagements and the bases on which the Group earn commissions and fees vary significantly. As is customary in the industry, contracts generally provide for termination by either party on relatively short notice, usually 90 days.

Client contracts are complex arrangements that may include provisions for incentive compensation and vendor rebates and credits. The Group's largest clients are multinational entities and, as such, the Group provides 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 Group enters into global, regional and local agreements.

Agreements of this nature are reviewed by IPG corporate legal counsel to determine the governing terms to be followed by the offices and agencies involved.

Revenue for our services is recognized 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 are generally recognised as earned based on the proportional performance input method of revenue recognition in situations where our fee is linked to the actual hours incurred to service the client as detailed in a contractual staffing plan, where the fee is earned on a per hour basis or where actual hours incurred are provided to the client on a periodic basis (whether or not the fee is reconcilable), with the amount of revenue recognised in these situations limited to the amount realisable under the client contract. We believe an input-based measure (the 'hour') is appropriate in situations where the client arrangement essentially functions as a time and out-of-pocket expense contract and the client receives the benefit of the services provided throughout the contract term. 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.

Depending on the terms of the client contract, revenue is derived from diverse arrangements involving fees for services performed, commissions, performance incentive provisions and combinations of the three. Commissions are generally earned on the date of the broadcast or publication. Contractual arrangements with clients may also include performance incentive provisions designed to link a portion of our revenue to our performance relative to either qualitative or quantitative goals, or both. Performance incentives are recognised as revenue for quantitative targets when the targets have been achieved and for qualitative targets when confirmation of the incentive is received from the client.

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

e) Revenue recognition (continued)

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 consolidated 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. Because we operate broadly as an advertising agency, based on our primary lines of business and given the industry practice to generally record revenue on a net versus gross basis, we believe that there must be strong evidence in place to overcome the presumption of net revenue accounting. Accordingly, we generally record revenue net of pass-through charges as we believe the key indicators of the business suggest we generally act as an agent on behalf

of our clients in our primary lines of business. In those businesses where the key indicators suggest we act as a principal (primarily sales promotion and event, sports and entertainment marketing), we record the gross amount billed to the client as revenue and the related incremental direct costs incurred as office and general expenses. 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 revenue with a corresponding offset to office and general expense.

We receive credits from our vendors and media outlets for transactions entered into on behalf of our clients that, based on the terms of our contracts and local law, are either remitted to our clients or retained by us. If amounts are to be passed through to clients, they are recorded as liabilities as a provision until settlement or, if retained by us, are recorded as revenue when earned.

f) Government grants

Grants, which include furlough subsidies received as part of the UK Governments' Coronavirus Job Retention Scheme, are accounted for under the accruals model as permitted by FRS 102. Grants of a revenue nature are recognised in other operating income within profit or loss in the same period as the related expenditure

g) Interest income

Interest income is recognised using the effective interest rate method.

h) Dividend income

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

i) Employee benefits

Companies within the Group provide a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

i) 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.

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

i) Employee benefits (continued)

ii) Pension costs

Contributions payable in respect of employees' personal pension plans are expensed in the profit and loss account as they are incurred.

Certain companies within the Group operate a defined contribution pension scheme. The assets of the scheme are held separately from those companies in an independently administered fund. The pension cost charge disclosed in note 10 represents contributions payable by those companies to the fund.

Certain entities within the Group are members of the Interpublic Pension Plan, a defined benefit scheme. These companies are unable to identify their relevant shares of the pension scheme assets and liabilities, and also the relevant share of the defined benefit costs of the defined benefit scheme. Therefore, these companies have accounted for the defined benefit scheme contributions as if they were to a defined contribution scheme in accordance with FRS 102. The contributions are charged to the profit and loss account in the year to which they relate. The sponsoring employer is Interpublic Limited.

iii) Annual bonus plan

Certain companies within the Group operate an annual bonus plan for some employees. An expense is recognised in the *profit and loss account when the company within the Group 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.*

iv) Incentive compensation plans

Compensation costs related to share-based transactions, including employee stock options, are recognised in the consolidated 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 profit and loss account, 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 the 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.'s 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 profit and loss account.

j) Foreign currencies

The Group's functional and presentation currency is pound sterling. Assets and liabilities in foreign currencies, including those of its non-United Kingdom subsidiaries whose functional and presentation currency is not pound sterling, 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 profit and loss account during the year. The trading results of Group undertakings are translated into sterling at the average exchange rates for the year. The assets and liabilities of overseas undertakings, including goodwill and fair value adjustments arising on acquisition, are translated at the exchange rates ruling at the year-end. Exchange adjustments arising from the retranslation of opening net investments and from the translation of the profits or losses at average rates are recognised in 'Other comprehensive income' and allocated to non-controlling interest as appropriate.

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

k) Borrowing costs

All borrowing costs are recognised in the profit and loss account in the period in which they are incurred.

l) Leases

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

m) Lease incentives

Incentives received to enter into an operating lease are credited to the profit and loss account, to reduce the lease expense, on a straight-line basis over the period of the lease.

n) Exceptional items

Exceptional items comprise those that are by their nature large, unusual, non-recurring, and are shown separately in the profit and loss account when they occur.

o) Taxation

Taxation expense for the financial year comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, 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 the Group'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.

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

p) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment provisions. Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

| | |
|-------------------|----------------|
| Goodwill | Up to 20 years |
| Customer lists | Up to 15 years |
| Trade names/marks | Up to 10 years |

Amortisation is included in administrative expenses in the profit and loss account.

Goodwill arising on consolidation is the difference between the amounts paid on the acquisition of a company and the aggregate fair value of its net assets and is capitalised on the statement of financial position.

An impairment review is undertaken at the end of the first financial year of an acquisition and thereafter where events or changes in circumstances indicate that a review is necessary.

Goodwill on acquisitions made before 1 January 2014 is amortised over its expected useful economic life but not longer than twenty years, which, in the opinion of the directors, is the maximum period over which the benefits resulting from purchased goodwill can be expected to arise. Goodwill on acquisitions made after 1 January 2014 is amortised over its expected useful economic life but not longer than ten years.

q) Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation. Cost includes the original purchase price of the asset and any 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:

| | |
|---|---|
| Freehold land and buildings | 35 years |
| Long leasehold and leasehold improvements | Lesser of 10 years or the remaining life of the lease |
| Computer equipment | 3 - 4 years |
| Equipment, fixtures & fittings | 3 – 10 years |
| Asset retirement obligation | Lesser of 10 years or the remaining life of the lease |

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 Group and the cost can be measured reliably. Repairs, maintenance and minor inspection costs are expensed as incurred.

The fair value of estimated asset retirement obligations is recognised in the balance sheet when identified and a reasonable estimate of fair value can be made. The fair value is determined based on the net present value of the estimated costs which include those legal obligations where the Group will be required to return the properties to their original condition. The asset retirement costs, equal to the estimated fair value of the asset retirement obligation is capitalised as part of the cost of the related long lived asset. Asset retirement costs are amortised over the life of the lease.

Amortisation of asset retirement costs is included in depreciation of fixed assets. Increases in the provision of asset retirement obligation resulting from the passage of time are recorded as interest expense in the profit and loss account. Actual expenditures incurred are charged against the accumulated provision.

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

r) Investments

Investments in subsidiaries and associates are stated at cost less provision for impairment in value. A review of the investments held is performed to determine whether an impairment trigger has occurred during the year. Any impairment in the value of the investment is charged to the profit and loss account in the year it is identified.

s) 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.

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 profit and loss account.

t) Work in progress

Work in progress comprises external charges for services incurred on behalf of clients which have still to be recharged to clients. Work in progress is stated net of amounts billed to clients and is stated at the estimated selling price less cost to completion and sale. Companies within the Group assess annually at the reporting date if impairment is required and recognise any impairment loss to the profit and loss account.

u) Financial instruments

The Group 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 profit and loss account.

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 profit and loss account.

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

u) Financial instruments (continued)

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.

v) 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.

w) Deferred income

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

x) Provisions

Provisions are recognised when the Group 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.

y) 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.

IPG Holdings (UK) Limited

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

3 Summary of significant accounting policies (continued)

z) 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.

aa) Related party disclosures

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

ab) Netting off policy

Balances with other companies of the IPG Group are stated gross, unless all of the following conditions are met:

- (i) The Group and the counterparty owe each other determinable monetary amounts, denominated either in the same currency, or in different but free convertible currencies;
- (ii) The Group has the ability to insist on a net settlement; and
- (iii) The Group'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 Group'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 Group and 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 3(q))

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives of the assets. The useful economic lives 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 15 for the carrying amount of the tangible assets, and note 3(q) for the useful economic lives for each class of assets.

(ii) Useful economic lives of goodwill (note 3(p))

The annual amortisation charge for goodwill is sensitive to changes in the estimated useful economic lives of the assets. The useful economic lives are re-assessed annually. The useful economic life of the assets is amended when necessary to reflect current estimates, based on historic and expected future performance of the asset. See note 14 for the carrying amount of the goodwill.

(iii) Impairment of trade and other debtors (note 3(u))

The companies within the Group make 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 17 for the net carrying amount of the debtors and associated impairment provision.

IPG Holdings (UK) Limited

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

4 Critical accounting estimates and assumptions (continued)

(iv) Carrying value of investments (note 16)

The Group and the Company make 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 16 for the carrying value of investments.

5 Segmental reporting

| | 2022 £000's | 2021 £000's |
|----------------------------|------------------|------------------|
| Turnover by segment | | |
| MD&E | 1,550,151 | 1,404,371 |
| IA&C | 709,691 | 596,542 |
| SC&E | 215,545 | 154,890 |
| Corporate and Other | 13,217 | 12,325 |
| | 2,488,604 | 2,168,128 |

Effective 1 January 2022, the Company completed a managerial and operational review, which resulted in organisational realignments to our financial reporting segment structure. As a result, the Company determined we conduct our business across three reportable segments.

The three reportable segments are: Media, Data & Engagement Solutions ("MD&E"), Integrated Advertising & Creativity Led Solutions ("IA&C"), and Specialized Communications & Experiential Solutions ("SC&E"). MD&E is comprised of IPG Mediabrands, Acxiom, and Kinesso, as well as our digital and commerce specialist agencies, which include MRM, R/GA, and Huge. IA&C is comprised of leading global networks and agencies that provide a broad range of services, including McCann Worldgroup, IPG Health, MullenLowe Group, Foote, Cone & Belding ("FCB"), and our UK integrated agencies. SC&E is comprised of agencies that provide a range of marketing services expertise, including Weber Shandwick, our sports, entertainment, and experiential agencies, and DXTRA Health.

The Company also reports results for the "Corporate and other" group. Corporate and other is primarily comprised of administrative expenses which includes corporate office expenses as well as technology support services, and certain other centrally managed expenses that are not fully allocated to operating divisions.

The segmental analysis is consistent with that of the consolidated financial statements of The Interpublic Group of Companies, Inc., which is the largest entity into which this Group is consolidated.

The prior year turnover by segment has been recast to reflect the new reportable segments.

| | 2022 £000's | 2021 £000's |
|---------------------------|------------------|------------------|
| Turnover by origin | | |
| United Kingdom | 2,008,252 | 1,651,920 |
| Rest of Europe | 468,517 | 510,864 |
| Rest of World | 11,835 | 5,344 |
| | 2,488,604 | 2,168,128 |

IPG Holdings (UK) Limited

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

5 Segmental reporting (continued)

| | 2022 £000's | 2021 £000's |
|---|----------------|----------------|
| Profit before taxation by origin | | |
| United Kingdom | 39,799 | 61,027 |
| Rest of Europe | 8,796 | 8,779 |
| Rest of World | 1,109 | 1,115 |
| | 49,704 | 70,921 |
| | | |
| | 2022 £000's | 2021 £000's |
| Net assets by origin | | |
| United Kingdom | (16,197) | (40,743) |
| Rest of Europe | 64,529 | 54,022 |
| Rest of World | 1,527 | 1,041 |
| | 49,859 | 14,320 |

The analysis above is by geographical origin. Analysis by geographical destination would not be materially different. As permitted by section 408 of the Companies Act 2006, the Company has not presented its own profit and loss account.

6 Operating profit

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

| | Notes | 2022 £000's | 2021 £000's |
|--|---------|----------------|----------------|
| Employee costs | 10 & 11 | 413,133 | 385,940 |
| Depreciation | | | |
| - tangible assets | 15 | 9,926 | 8,538 |
| Amortisation | | | |
| - goodwill, trademarks and customer lists | 14 | 32,092 | 31,340 |
| Remuneration of auditors | | | |
| - audit of the Company and the Group's consolidated financial statements | | 910 | 838 |
| - other audit fees for Group reporting | | 59 | 34 |
| Bad debt - provision decrease | | (501) | (358) |
| Loss on disposal of tangible assets | | 33 | 21 |
| Exchange loss/(gain) | | 269 | (1,852) |
| Operating lease rentals | | | |
| - office space | | 15,276 | 14,347 |
| - other | | 363 | 532 |
| Rental income receivable | | (2,906) | (2,679) |

IPG Holdings (UK) Limited

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

7 Other operating income

Included within other operating income is £nil of furlough grants received by the Group during the year as part of the UK Governments' Coronavirus Job Retention Scheme (2021: £265,000).

8 Interest receivable and similar income

| | 2022 £000's | 2021 £000's |
|---|----------------|----------------|
| Bank interest received | 6,149 | 2,753 |
| Interest received from other Group undertakings | 88 | 1,159 |
| Other interest receivable | 1,087 | - |
| | 7,324 | 3,912 |

9 Interest payable and similar expenses

| | 2022 £000's | 2021 £000's |
|--|----------------|----------------|
| Interest payable to Group undertakings | 1,639 | 1,614 |
| Interest payable on bank overdrafts | 11,855 | 4,849 |
| Unwinding of discount | 512 | 994 |
| | 14,006 | 7,457 |

10 Employee costs

| | 2022 £000's | 2021 £000's |
|---|----------------|----------------|
| Wages and salaries (including directors) | 320,744 | 304,600 |
| Social security costs | 43,390 | 38,469 |
| Defined contribution pension costs (note 27) | 19,473 | 17,868 |
| Defined benefit pension costs (note 27) | 6,583 | 6,583 |
| Severance expense | 6,839 | 4,615 |
| Share based payments costs (note 26) | 5,960 | 3,606 |
| Miscellaneous, non-share based incentives and other costs | 10,144 | 10,199 |
| Employee costs | 413,133 | 385,940 |

The Company had no employees during the year (2021: none).

IPG Holdings (UK) Limited

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

10 Employee costs (continued)

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

| | 2022 Number | 2021 Number |
|---------------------------------|----------------|----------------|
| United Kingdom | 4,787 | 4,525 |
| Rest of Europe | 545 | 597 |
| Rest of World | 69 | 46 |
| Average monthly number employed | 5,401 | 5,168 |

Key management compensation

The Company paid no key management compensation during the year (2021: £nil).

Key management compensation paid by companies in the Group is disclosed in those companies' individual statutory financial statements.

11 Directors' emoluments

The remuneration of the directors for the year was borne by Interpublic Limited and The Interpublic Group of Companies, Inc., the Company's ultimate parent company. The charge to IPG Holdings (UK) Limited for the financial year was £nil (2021: £nil) as the directors received no remuneration with respect to their services to the Company in the financial year.

12 Exceptional expense

There were no exceptional expenses in 2022. In the year ended 31 December 2021, the Group incurred exceptional expenses of £1,840,000, being an impairment of goodwill relating to a business that is no longer trading.

IPG Holdings (UK) Limited

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

13 Tax on profit

| | 2022 £'000 | 2021 £'000 |
|--|---------------|----------------|
| Current taxation | | |
| UK corporation taxation | | |
| - Subsidiary undertakings | 13,014 | 14,952 |
| Foreign taxation | | |
| - Subsidiary undertakings | 1,704 | 3,317 |
| | 14,718 | 18,269 |
| Adjustments in respect of prior years | | |
| - UK corporation taxation | (742) | 549 |
| - Foreign taxation | 312 | 81 |
| | (430) | 630 |
| Total current taxation | 14,288 | 18,899 |
| Deferred taxation | | |
| Adjustments in respect of prior years | 1,146 | (54) |
| Origination & reversal of timing differences | 677 | (45) |
| Effect of change in the tax rate | 220 | (1,425) |
| Total deferred taxation | 2,043 | (1,524) |
| Tax on profit | 16,331 | 17,375 |

IPG Holdings (UK) Limited

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

13 Tax on profit (continued)

Factors affecting the tax charge for the year

The tax assessed for the year is higher (2021: higher) than the standard rate of corporation tax in the UK of 19% (2021: 19%). The difference is explained below:

| | 2022 £'000 | 2021 £'000 |
|--|----------------|----------------|
| Profit before taxation | 49,704 | 70,921 |
| Profit before taxation multiplied by the standard rate of corporation tax in the UK of 19% (2021: 19%) | 9,444 | 13,475 |
| Effects of: | | |
| Expenses not deductible for taxation purposes | 7,550 | 6,202 |
| Effect of change in the tax rate | 220 | (1,425) |
| Group relief for nil consideration | (293) | (21) |
| Unrecognised deferred tax | (1,338) | (2,097) |
| Foreign taxation | 422 | 758 |
| Income exempt from taxation | (391) | (93) |
| Adjustments in respect of prior years | 717 | 576 |
| Total tax charge for the year | 16,331 | 17,375 |

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 and non-trading losses on which no deferred tax asset has been recognised of £33,536,000 (2021: £37,100,000) that are available indefinitely for offset against the Group's future taxable profits, and capital losses on which no deferred tax asset has been recognised of £126,254,000 (2021: £126,200,000) available indefinitely for offset against the Group's future taxable capital gains. Deferred tax assets have not been recognised on these due to uncertainty as to their future utilisation by the Group.

The aggregate current and deferred tax relating to items that are recognised as items of other comprehensive income is £nil (2021: £nil).

No deferred tax is recognised on the unremitted earnings of overseas subsidiaries, associates and joint ventures, as the Group has no liability to additional taxation should such amounts be remitted.

IPG Holdings (UK) Limited

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

14 Intangible assets

| | Goodwill | Customer lists | Trademarks | Total |
|---------------------------------|----------------|----------------|--------------|----------------|
| | £000's | £000's | £000's | £000's |
| Cost | | | | |
| At 1 January 2022 | 516,553 | 25,745 | 5,846 | 548,144 |
| Additions | 2,329 | - | - | 2,329 |
| Revaluations | (3,048) | - | - | (3,048) |
| Exchange movements | 82 | - | (4) | 78 |
| At 31 December 2022 | 515,916 | 25,745 | 5,842 | 547,503 |
| Accumulated amortisation | | | | |
| At 1 January 2022 | 340,039 | 10,573 | 3,019 | 353,631 |
| Charge for the year | 26,435 | 5,148 | 509 | 32,092 |
| Exchange movements | 75 | - | 4 | 79 |
| At 31 December 2022 | 366,549 | 15,721 | 3,532 | 385,802 |
| Net book amount | | | | |
| At 31 December 2022 | 149,367 | 10,024 | 2,310 | 161,701 |
| At 31 December 2021 | 176,514 | 15,172 | 2,827 | 194,513 |

The individual intangible assets, excluding goodwill, that are material to the financial statements are:

| | Carrying amount | | Remaining amortisation period | |
|-------------------------------|-----------------|--------|-------------------------------|-------|
| | 2022 | 2021 | 2022 | 2021 |
| | £000's | £000's | Years | Years |
| Customer lists | | | | |
| Axiom Limited | 5,627 | 6,567 | 6 | 7 |
| The Brooklyn Brothers Limited | - | 3,168 | 0 | 14 |
| Stickyeyes Limited | 1,397 | 1,787 | 4 | 5 |
| Hugo & Cat Limited | 1,263 | 1,429 | 8 | 9 |

Revaluations include decreases in expected future payments to be made by the Group to the sellers of companies which have been acquired totalling £3,048,000.

The goodwill and customer lists relating to The Brooklyn Brothers Limited have been fully impaired during the year following the closure of the UK business.

The Company had no intangible assets at 31 December 2022 (2021: £nil).

IPG Holdings (UK) Limited

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

15 Tangible assets

| | Freehold land and buildings | Long leasehold & leasehold improvements | Computer equipment | Equipment, fixtures & fittings | Asset retirement obligation | Total |
|-------------------------------------|-----------------------------------|---|-----------------------|--------------------------------------|-----------------------------------|----------------|
| | £000's | £000's | £000's | £000's | £000's | £000's |
| Cost | | | | | | |
| At 1 January 2022 | 17,446 | 47,791 | 11,622 | 25,557 | 2,359 | 104,775 |
| Additions | 163 | 2,670 | 3,921 | 1,291 | 3,118 | 11,163 |
| Acquisitions | - | 247 | 141 | 25 | - | 413 |
| Disposals | - | (2,634) | (2,027) | (3,563) | (721) | (8,945) |
| Other adjustment* | - | - | 567 | (514) | - | 53 |
| Exchange adjustment | - | 8 | 53 | 108 | - | 169 |
| At 31 December 2022 | 17,609 | 48,082 | 14,277 | 22,904 | 4,756 | 107,628 |
| Accumulated depreciation | | | | | | |
| At 1 January 2022 | 6,939 | 5,807 | 7,071 | 17,854 | 1,752 | 39,423 |
| Charge for the year | 503 | 3,690 | 3,348 | 1,879 | 506 | 9,926 |
| Acquisitions | - | 178 | 93 | 16 | - | 287 |
| Disposals | - | (1,806) | (2,048) | (3,533) | (515) | (7,902) |
| Other adjustment* | - | - | 444 | (391) | - | 53 |
| Exchange adjustment | - | 7 | 45 | 79 | - | 131 |
| At 31 December 2022 | 7,442 | 7,876 | 8,953 | 15,904 | 1,743 | 41,918 |
| Net book amount | | | | | | |
| At 31 December 2022 | 10,167 | 40,206 | 5,324 | 7,000 | 3,013 | 65,710 |
| At 31 December 2021 | 10,507 | 41,984 | 4,551 | 7,703 | 607 | 65,352 |

The Company had no tangible assets as at 31 December 2022 (2021: £nil).

*Other adjustments comprise a reclassification of assets between categories in accordance with the Group's accounting policy.

IPG Holdings (UK) Limited

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

16 Investments

Group

Investments

£000's

Cost:

| | |
|-----------------------------------|-------|
| At 1 January and 31 December 2022 | 7,008 |
|-----------------------------------|-------|

Accumulated provision for impairment:

| | |
|---------------------|-------|
| At 1 January 2022 | - |
| Impairment charge | 1,888 |
| At 31 December 2022 | 1,888 |

Net book amount:

| | |
|---------------------|-------|
| At 31 December 2022 | 5,120 |
| At 31 December 2021 | 7,008 |

The Group has the following investments:

| Entity | Country of incorporation | Principal activity | Status | Percentage holding |
|---|--------------------------|---------------------|-----------------|--------------------|
| IPG PFP Scottish Limited Partnership Limited* | UK | Pension investments | Trading | 10.03% |
| Lowe & Partners/SMS Inc. | USA | Holding company | Holding company | 15.40% |
| Universal Media Advertising (Hellas) S.A. | Greece | Media agency | Trading | 17.48% |

The direct parent of IPG PFP Scottish Limited Partnership Limited is IPG PFP General Partner Limited, which is consolidated as part of the IPG Holdings (UK) Limited group. A judgement has been made to not consolidate IPG PFP Scottish Limited Partnership as the IPG PFP General Partner Limited does not retain control of the partnership due to its inability to influence the distribution of profits between partners which are pre-determined within the partnership agreement.

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. During the year, a reorganisation of the partnership capital within IPG PFP Scottish Limited Partnership reduced the % ownership by IPG PFP General Partner Limited and resulted in an impairment of the investment carrying value of £1,888,000. The directors are satisfied that the carrying value of all other investments are supported by the underlying assets.

Group and Company

| | |
|-------------------------------------|--------|
| Interest in associates | £000's |
| 1 January 2022 and 31 December 2022 | 4,559 |

The Group and the Company acquired 25% of the ordinary share capital of MullenLowe Profero Limited on 17 December 2021. MullenLowe Profero Limited is a holding company incorporated in the United Kingdom.

IPG Holdings (UK) Limited

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

16 Investments (continued)

Company

Investment in subsidiaries

| Cost | £'000 |
|--|----------------|
| At 1 January 2022 | 488,329 |
| Additions | 9,660 |
| Revaluations | (1,556) |
| At 31 December 2022 | 496,433 |
| Accumulated provision for impairment: | |
| At 1 January 2022 | 31,151 |
| Impairment charge | 7,990 |
| At 31 December 2022 | 39,141 |
| Net book amount: | |
| At 31 December 2022 | 457,292 |
| At 31 December 2021 | 457,178 |

Additions

The Company acquired the following subsidiaries as a result of intragroup restructuring:

On 21 June 2022, the Company acquired the entire share capital of McCann Health Medical Communications Canada Limited for consideration of £4,259,719.

On 16 December 2022, the Company acquired the entire share capital of IX Marketing Limited for consideration of £5,400,000.

Revaluations

The Company decreased the value of its investment in McCann Synergy Limited by £1,556,000 during the year as a result of a decrease in the deferred consideration payable due to reduced performance of the acquired business.

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. As a result of the review, the Company impaired its investment in R/GA Media Group Limited by £7,990,000. The directors are satisfied that the carrying value of all other investments are supported by the underlying assets.

IPG Holdings (UK) Limited

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

17 Debtors

Debtors: amounts falling due within one year

| | Group | Group | Company | Company |
|--|----------------|----------------|---------------|---------------|
| | 2022 | 2021 | 2022 | 2021 |
| | £000's | £000's | £000's | £000's |
| Trade debtors | 531,841 | 433,046 | - | - |
| Amounts owed by Group undertakings | 117,308 | 99,956 | 22,031 | 21,896 |
| Amounts owed by interest in associates | 205 | 301 | - | - |
| Other debtors | 16,039 | 11,117 | - | - |
| Other taxation | 5,116 | 5,549 | - | - |
| Corporation tax | 2,906 | 75 | 28,842 | 15,117 |
| Prepayments and accrued income | 79,870 | 104,224 | - | - |
| | 753,285 | 654,268 | 50,873 | 37,013 |

Amounts owed by Group undertakings are unsecured, repayable on demand and do not accrue interest.

The Group's trade debtors are stated after provisions for impairment of £1,822,000 (2021: £2,323,000).

Debtors: amounts falling due after more than one year

| | Group | Group | Company | Company |
|-------------------------------|--------------|--------------|----------|----------|
| | 2022 | 2021 | 2022 | 2021 |
| | £000's | £000's | £000's | £000's |
| Deferred taxation (see below) | 4,466 | 6,254 | - | - |
| Other debtors | 173 | 154 | - | - |
| | 4,639 | 6,408 | - | - |

Deferred taxation

| Group | 2022 | 2021 |
|---|--------------|--------------|
| | £000's | £000's |
| Accelerated capital allowances | (296) | 2,603 |
| Trading losses and non-trading deficits | 923 | 771 |
| Other short term timing differences | 3,839 | 2,880 |
| Total deferred tax asset | 4,466 | 6,254 |

The movement in the deferred taxation balance can be summarised as follows:

| Group | £000's |
|---|--------------|
| At 1 January 2022 | 6,254 |
| Charge to profit and loss account | (2,043) |
| Acquisitions | 238 |
| Foreign exchange translation adjustment | 17 |
| At 31 December 2022 | 4,466 |

IPG Holdings (UK) Limited

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

18 Creditors: amounts falling due within one year

| | Group | Group | Company | Company |
|--|------------------|------------------|----------------|----------------|
| | 2022 | 2021 | 2022 | 2021 |
| | £000's | £000's | £000's | £000's |
| Bank loans and overdrafts | 402,678 | 479,094 | 223,520 | 304,843 |
| Trade creditors | 470,624 | 407,458 | 5 | - |
| Amounts owed to Group undertakings | 108,167 | 119,572 | 21,709 | 45,018 |
| Amounts owed to interest in associates | 74 | 39 | - | - |
| Corporation tax | 1,227 | 3,489 | - | - |
| Other creditors including taxation and social security | 71,516 | 53,534 | - | - |
| Incentive compensation plans | 4,662 | 3,237 | - | - |
| Loan notes | - | 6,998 | - | - |
| Acquisition / earn-out deferred consideration | 4,869 | 603 | - | 434 |
| Accruals and deferred income | 179,826 | 201,662 | 1,091 | 307 |
| | 1,243,643 | 1,275,686 | 246,325 | 350,602 |

Included within amounts owed to Group undertakings is a loan of £5,425,000 which is interest bearing at a rate of 5.06% and is repayable on demand. All intercompany loans are unsecured. All other amounts owed to Group undertakings are unsecured, repayable on demand and do not accrue interest.

The Group participates in pooling arrangements 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.

19 Creditors: amounts falling due after more than one year

| | Group | Group | Company | Company |
|---|----------------|---------------|---------------|--------------|
| | 2022 | 2021 | 2022 | 2021 |
| | £000's | £000's | £000's | £000's |
| Amounts owed to Group undertakings | 75,625 | 6,499 | 68,576 | - |
| Other creditors | 1,319 | 749 | - | - |
| Incentive compensation plans | 6,412 | 5,803 | - | - |
| Deferred lease credits | 23,922 | 17,152 | - | - |
| Acquisition and earn-out deferred consideration | 1,686 | 9,521 | 1,687 | 3,395 |
| Accruals and deferred income | 39 | 27 | - | - |
| | 109,003 | 39,751 | 70,263 | 3,395 |

Included within the Group's amounts owed to Group undertakings is a Chilean Peso denominated loan of CLP 7,324,838,000 (2021: CLP 7,324,838,000), bearing interest at a rate of 4.60%, which is due to be repaid June 2028. All other amounts owed to Group undertakings are unsecured and do not accrue interest.

Included within the Company's amounts owed to Group undertakings is a GBP denominated loan of £68,576,000 (2021: £nil), bearing interest at a rate of 7.27% per annum, which is due to be repaid in December 2032.

Deferred lease credits are in respect of property lease incentives received at the inception of the lease.

IPG Holdings (UK) Limited

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

20 Provisions for liabilities

Group

The group had the following provisions during the year:

| | Credits, discounts and rebates | Asset retirement obligations | Onerous leases | Total |
|-------------------------------|--------------------------------------|------------------------------------|-------------------|---------------|
| | £000's | £000's | £000's | £000's |
| At 1 January 2022 | 1,144 | 7,961 | 18,345 | 27,450 |
| Charge to profit and loss | 1,693 | 1,910 | 3,059 | 6,662 |
| Capitalised in cost of assets | - | 1,668 | - | 1,668 |
| Unwinding of discount | - | 170 | (1,016) | (846) |
| Released to profit and loss | (445) | (308) | (4,091) | (4,844) |
| Utilisation | (463) | (2,404) | (6,932) | (9,799) |
| At 31 December 2022 | 1,929 | 8,997 | 9,365 | 20,291 |

Credits, discounts and other rebates

In the normal course of business, the Group receives rebates, discounts, and other credits from vendors for the procurement of goods and services that the Group commission on behalf of clients. Following an extensive review in 2004, the Group established that in some instances, the accounting for these amounts was inconsistent with the underlying contractual requirements and a provision was established. In the current financial year, the Group has reviewed the arrangement to establish whether criteria for recognition in the profit and loss account have been met. In instances where those criteria have been met, which includes consideration of the statute of limitations, corresponding amounts have been recognised in the profit and loss account.

Asset retirement obligations

The Group has a provision for liabilities relating to dilapidation costs on a number of leased properties. The provision is expected to be utilised when the respective leases terminate between 2023 and 2036.

Onerous lease provisions

Where leasehold properties become vacant, the Group provides for all costs, net of anticipated income, to the end of the lease or the anticipated date of disposal or sublease. The provision is expected to be utilised over the life of the related leases between 2023 and 2036.

During the year, the Group exited its lease at Waterhouse Square, London, resulting in a release to the profit and loss of £4,091,000 from its onerous lease provision.

Company

The Company had no provisions at 31 December 2022 (2021: £nil).

IPG Holdings (UK) Limited

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

21 Called up share capital

Group and Company

| | 2022 Number (000's) | 2021 Number (000's) | 2022 £'000 | 2021 £'000 |
|---------------------------------|---------------------------|---------------------------|---------------|---------------|
| Allotted and fully paid: | | | | |
| Ordinary shares of £1 each | 1,602 | 1,602 | 1,602 | 1,602 |

Share capital and dividends

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

During the financial year, the Company paid dividends of £nil (2021: £124,700,000). The Company had no liability to pay any dividends at 31 December 2022 (2021: £nil) and no dividends were proposed prior to the date of approval of the financial statements.

22 Non-controlling interest

| | 2022 £'000 | 2021 £'000 |
|--|---------------|---------------|
| At 1 January | 27 | 5 |
| Minority's share of the profit for the year | 610 | 36 |
| Minority's share of net assets/(liabilities) | 1,151 | (14) |
| At 31 December | 1,788 | 27 |

IPG Holdings (UK) Limited

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

23 Capital and other commitments

The Group and the Company had no material capital commitments at 31 December 2022 (2021: £nil).

Operating lease commitment

At 31 December, the Group had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

| | 2022 | 2021 |
|---|----------------|----------------|
| | £'000 | £'000 |
| Payments due: | | |
| - Not later than one year | 19,702 | 20,961 |
| - Later than one year and not later than five years | 76,623 | 77,651 |
| - Later than five years | 101,774 | 119,151 |
| Total future minimum lease commitments | 198,099 | 217,763 |

Operating lease income

At 31 December, the Group had the following future minimum lease income under non-cancellable operating leases for each of the following periods:

| | 2022 | 2021 |
|---|--------------|------------|
| | £'000 | £'000 |
| Income due: | | |
| Buildings | | |
| - Not later than one year | 701 | 371 |
| - Later than one year and not later than five years | 1,548 | 50 |
| - Later than five years | 58 | - |
| Total future minimum lease income | 2,307 | 421 |

IPG Holdings (UK) Limited

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

24 Guarantees

The Company has issued a financial guarantee to its UK subsidiaries in relation to the financial year ended on 31 December 2022 under s479C of the Companies Act 2006.

25 Contingent liabilities

The Group 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 arrangement with Lloyds Banking Group plc. The bank interest rate is linked to a variable base rate and borrowings are secured by parent company guarantees.

26 Share based payments

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., and, along with other companies in the IPG 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 | 5,960 | 3,606 |
| Total expense recognised for share based transactions | 5,960 | 3,606 |
| Closing liability /other reserves for equity-settled share based transactions | 948 | 159 |

Cash Settled Time Based Restricted Stock Units

Under the Long Term Incentive Plan, time based restricted stock units are granted to key employees and generally vest over three years.

Upon completion of the vesting period and remaining in employment, the grantee is entitled, at the discretion of The Interpublic Group of Companies, Inc.'s compensation committee, to receive a payment in cash based on the then fair market value of the corresponding number of shares in common stock. The fair value of cash-settled awards is adjusted at the end of each quarter based on The Interpublic Group of Companies, Inc.'s share price. At 31 December 2022, the market value of The Interpublic Group of Companies, Inc. shares was \$33.31 (2021: \$37.45).

Stock-based compensation expense related to these units over the vesting period based upon the fair value.

The holder of the cash-settled awards, as described above, has no ownership interest in the underlying shares of common stock and no monetary consideration is paid by a recipient for a cash-settled award.

IPG Holdings (UK) Limited

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

26 Share based payments (continued)

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 range from 0.00% to 300.00% of the target amount of units originally granted. Stock-based compensation expense is amortized 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.

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 | 2022 | 2021 | 2021 |
|--------------------------------|-----------------------------|--|-----------------------------|--|
| | No. of Stock options | Weighted average fair value (£) | No. of Stock options | Weighted average fair value (£) |
| Outstanding as at 1 January | 165,237 | £27.79 | 240,228 | £17.23 |
| Granted during the year | 78,728 | £27.45 | 1,152 | £22.93 |
| Transferred to a Group company | 27,343 | £27.33 | 10,533 | £17.18 |
| Cancelled during the year | (14,177) | £26.58 | (18,934) | £26.30 |
| Vested during the year | (86,126) | £27.40 | (67,742) | £18.44 |
| Outstanding at 31 December | 171,005 | £27.67 | 165,237 | £27.79 |

Compensation expense in connection with the restricted stock awards was £2,476,000 in 2022 (2021: £1,259,000). 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. The weighted average fair value was impacted by the timing of transactions in the year alongside currency fluctuations between pound sterling and the US dollar.

IPG Holdings (UK) Limited

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

26 Share based payments (continued)

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 Stock options | 2022 Weighted average fair value (£) | 2021 No. of Stock options | 2021 Weighted average fair value (£) |
|---------------------------------------|---------------------------------|---|---------------------------------|---|
| Outstanding as at 1 January | 221,059 | £27.79 | 286,425 | £17.23 |
| Granted during the year | 81,985 | £26.73 | 31,196 | £21.27 |
| Transferred (to)/from a Group company | 27,343 | £27.33 | 10,533 | £17.18 |
| Cancelled during the year | (26,405) | £26.92 | (27,573) | £23.01 |
| Vested during the year | (96,602) | £26.08 | (79,522) | £23.01 |
| Outstanding at 31 December | 207,380 | £27.67 | 221,059 | £27.79 |

Compensation expense in connection with the restricted stock awards was £2,676,000 in 2022 (2021: £1,369,000). 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. The weighted average fair value was impacted by the timing of transactions in the year alongside currency fluctuations between pound sterling and the US dollar.

Other share based payment arrangements

In 2019, a subsidiary within the Group entered into a standalone equity settled share based payment agreement with two employees. These share based payments vested during the year. The vesting period was 3 years and was subject to the employees' continued employment and the achievement of certain performance objectives. The fair value of the share options was determined by The Interpublic Group of Companies, Inc. Corporate Development Department on the date the awards were granted. The Group recognised income of £1,804,000 during the year in respect of the agreement (2021: expense of £978,000), and the liability at 31 December 2022 was £nil (2021: £2,204,000).

In 2022, a subsidiary within the Group entered into a standalone equity settled share based payment agreement with two employees. The vesting period is 3 years and is subject to the employees' continued employment and the achievement of certain performance objectives. The fair value of the share options is determined by The Interpublic Group of Companies, Inc. Corporate Development Department on the date the awards were granted. The Group recognised an expense of £808,000 during the year in respect of the agreement (2021: £nil), and the liability at 31 December 2022 was £808,000 (2021: £nil).

IPG Holdings (UK) Limited

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

27 Post-employment benefits

Defined contributions scheme

The Group participates in a number of defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in an independently administered fund. The pension cost represents contributions payable by the Group to the fund and amounted to £19,473,000 (2021: £17,868,000). At 31 December 2022, £1,139,000 remained unpaid and accrued (2021: £1,574,000).

Defined benefit scheme

Twelve subsidiary companies in the consolidation, along with other companies in the IPG Group within the UK also participate in The Interpublic Pension Plan ("the Plan"), which is a defined benefit plan providing benefits based on members' length of service and pensionable earnings. These twelve subsidiary companies, along with other companies in the IPG Group within the UK, are unable to identify their share of the underlying assets and liabilities in the Plan and therefore account for their participation in the Plan as a defined contribution plan, with contributions payable being charged to the profit and loss account in the period to which they relate, in accordance with FRS 102. The liability of the defined benefit scheme is accounted for under FRS 102 in the financial statements of the Company's ultimate UK parent company, Interpublic Limited, in its financial statements for the year ended 31 December 2022.

On 1 November 2002, the defined benefit pension scheme was closed to new entrants. At the same time, the Group and the schemes member agencies established a defined contribution scheme to provide pension benefits to new employees.

The latest actuarial valuation of the Plan for funding purposes was carried out as at 31 March 2021 by a qualified actuary appointed by the Trustee of the Plan. The key financial assumptions used in the valuation were as follows:

| | 2022 | 2021 |
|---|-------|-------|
| Expected rate of salary increases | N/A | N/A |
| Expected rate of increase of pensions in payment: | | |
| - for service before 1 July 2007 | 3.05% | 3.25% |
| - for service after 1 July 2007 | 2.10% | 2.15% |
| Discount rate | 4.80% | 1.80% |
| Rate of inflation (RPI) | 3.15% | 3.45% |
| Rate of inflation (CPI) | 2.45% | 2.65% |

The mortality assumptions used were as follows:

| | 2022 Years | 2021 Years |
|--|---------------|---------------|
| Longevity at age 65 for current pensioners | | |
| – Men | 23.2 | 23.3 |
| – Women | 24.7 | 24.8 |
| Longevity at age 65 for future pensioners | | |
| – Men | 23.8 | 23.9 |
| – Women | 25.7 | 25.8 |

IPG Holdings (UK) Limited

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

27 Post-employment benefits (continued)

Defined benefit scheme (continued)

Effective 1 October 2016, the Plan was closed to future accrual and the salary link for both active and linked members was broken. As a consequence, contributions from both employers and active members, relating to the cost of ongoing accrual, ceased from this date.

As at 31 March 2021 the actuary calculated the funding deficit to be £61,000,000. In respect of this shortfall in funding, in accordance with the Recovery Plans in force over the period and with the Schedules of Contributions in force until 30 September 2026, the employers are contributing £541,667 per month. The twelve subsidiary companies within this consolidation are contributing £481,818 per month towards this total.

The cost of contributions to the Plan by the subsidiary companies within these consolidated financial statements amounted to £6,583,000 during the year (2021: 6,583,000). Interpublic Limited, an intermediary parent company and a wholly owned subsidiary of The Interpublic Group of Companies, Inc., is the sponsoring member of the Interpublic Pension Plan.

28 Business combinations

In the year ended 31 December 2022, the Group acquired one new business.

Mediabrand Korea Inc.

On 4 October 2022, the Group acquired the entire issued share capital of Mediabrand Korea Inc., which operates as a media and advertising agency. Consideration of £3,536,000 was paid in cash.

The acquisition method of accounting has been used for this business combination and intangible assets of £2,329,000 arising from the acquisition was attributable to the acquired goodwill and economies of scale expected from combining the operations into the Group. Management have estimated the useful life of the goodwill to be 10 years based on an assessment of historic and future expected financial results.

The following table summarises the consideration paid by the Group, the fair value of assets acquired, and liabilities assumed at the acquisition date.

Consideration at 31 December 2022

| | £000's |
|----------------------------|--------------|
| Cash consideration | 3,536 |
| Total consideration | 3,536 |

IPG Holdings (UK) Limited

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

28 Business combinations (continued)

Recognised amounts of identifiable assets acquired and liabilities assumed

| | Fair Value and book value £000's |
|--------------------------------|-------------------------------------|
| Tangible and intangible assets | 167 |
| Cash and cash equivalents | 13,577 |
| Trade and other receivables | 18,978 |
| Trade and other payables | (30,816) |
| Provisions | (699) |
| Total identifiable net assets | 1,207 |
| Goodwill | 2,329 |
| Total consideration | 3,536 |

The turnover from the acquired business included in the consolidated profit and loss account for 2022 was £1,186,000. It also contributed a profit of £214,000 over the same period.

The Group made no acquisitions during the year ended 31 December 2021.

29 Subsidiaries and related undertakings

Subsidiary financial statements audit exemptions:

The Group's UK subsidiary companies listed below are exempt from the requirements of the Companies Act 2006 relating to the audit of individual financial statements by virtue of section 479A.

| Name | Co. No. | Registered office | Share class(es) | Share class % |
|--|----------|---|-----------------|---------------|
| 101 Projects Limited (in liquidation) | 7483043 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| Acxiom European Holdings Limited | 04930108 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Acxiom Limited | 01182318 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Brooklyn Brothers Limited (The) | 6483331 | 135 Bishopsgate, London, EC2M 3AN | Ord A £0.01 | 100.00 |
| ChaseDesign Worldwide Limited | 1973547 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Claritas U.K. Limited (in liquidation) | 01933461 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| Complete Medical Group Worldwide Limited (in liquidation) | 2709932 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| Creation Communications Limited | 5619191 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| CSIB (No. 1) Limited | 7242304 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Double Helix Bio-Technology Development Limited (in liquidation) | 3069262 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |

IPG Holdings (UK) Limited

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

29 Subsidiaries and related undertakings (continued)

| Name | Co. No. | Registered office | Share class(es) | Share class % |
|--|----------|---|-----------------|---------------|
| Engels (No. 1) Limited | 515994 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| FBC (FutureBrand) Limited | 2658364 | 135 Bishopsgate, London, EC2M 3AN | Ord £1 | 100.00 |
| FCB Europe Limited | 3007253 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| FCB Health London Limited | 6367844 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| FCB Inferno Limited | 2586852 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Hedy Limited | 8585516 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Hello Elephant Limited | 9301267 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Honcho Agency Limited | 1993918 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Huge UK Limited | 4235088 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Hugo & Cat Limited | 4117164 | 135 Bishopsgate, London, EC2M 3AN | Ord £0.000001 | 100.00 |
| Interpublic GIS (UK) Limited | 2724363 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| IPG DXTRA Group Holdings Limited | 3389561 | 135 Bishopsgate, London, EC2M 3AN | Ord £1 | 100.00 |
| IPG DXTRA (UK) Limited | 2442501 | 135 Bishopsgate, London, EC2M 3AN | Ord £1 | 100.00 |
| IPG Health Medical Communications Limited | 2503062 | 19-21 King Edward Street, Macclesfield, Cheshire, SK10 1AQ | Ord £1 | 100.00 |
| IPG PFP General Partner Limited | SC412766 | Citypoint, 65 Haymarket Terrace, Edinburgh, Scotland, EH12 5HD | Ord £1 | 100.00 |
| IPG PFP Limited Partner Limited | SC412768 | Citypoint, 65 Haymarket Terrace, Edinburgh, Scotland, EH12 5HD | Ord £1 | 100.00 |
| ITB360 Limited (in liquidation) | 6568982 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £0.01 | 100.00 |
| ITB (Saturday) Limited (in liquidation) | 8811505 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord A / B £1 | 100.00 |
| IX Marketing Limited | 1983879 | The Reading Room, Wolverton Park Road, Wolverton, Milton Keynes, MK12 5FJ | Ord £1 | 100.00 |
| Jack Morton Worldwide Limited | 3189671 | 4th Floor, Foundry Building, 2 Smiths Square, London, W6 8AF | Ord £1 | 100.00 |
| Kinesso Limited | 11975808 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| KSO Solutions Limited | 14275008 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Lowe International Limited | 1709017 | C-Space, 37-45 City Road, London EC1Y 1AT | Ord £0.10 | 100.00 |
| Martin Agency Limited (The) (in liquidation) | 8684283 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| MC Live! Limited | 12484641 | Tower Wharf (5 th Floor), Cheese Lane, Bristol, BS2 0JJ | Ord £1 | 100.00 |
| McCann Manchester Limited | 1993425 | Bonis Hall, Prestbury, Macclesfield, Cheshire, SK10 4EF | Ord £1 | 100.00 |
| McCann Synergy Limited | 05907746 | Tower Wharf (5 th Floor), Cheese Lane, Bristol, BS2 0JJ | Ord £0.0001 | 100.00 |
| McCann-Erickson Advertising Limited | 1372305 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| McCann-Erickson Central Limited | 1983874 | McCann House, Highlands Road, Shirley, Solihull, West Midlands, B90 4WE | Ord £1 | 100.00 |
| McCann-Erickson EMEA Limited | 830956 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| McCann-Erickson Healthcare UK Limited | 687406 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| McCann-Erickson Network Limited | 1977043 | Bonis Hall, Prestbury, Macclesfield, Cheshire, SK10 4EF | Ord £1 | 100.00 |
| McCann-Erickson UK Group Limited | 3640484 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |

IPG Holdings (UK) Limited

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

29 Subsidiaries and related undertakings (continued)

| Name | Co. No. | Registered office | Share class(es) | Share class % |
|---|---------|---|--|---------------|
| Mediabrand EMEA Limited | 1206089 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Mediabrand International Limited | 3970701 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Mediabrand Limited | 773961 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Momentum Activating Demand Limited | 7949786 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| MRM Worldwide (UK) Limited | 2507164 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Mubaloo Limited | 6770774 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| MullenLowe Group Limited | 506057 | C-Space, 37-45 City Road, London EC1Y 1AT | Ord £1 | 100.00 |
| MullenLowe London Limited | 680779 | C-Space, 37-45 City Road, London EC1Y 1AT | Ord £1 Ord A £1 | 100.00 |
| MullenLowe Open Limited (in liquidation) | 3556415 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| MullenLowe Profero London Limited (in liquidation) | 7020571 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| MullenLowe Profero Performance Limited (in liquidation) | 7018892 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| Octagon Athlete Representation Limited | 1064273 | 135 Bishopsgate, London, EC2M 3AN | Ord £1 | 100.00 |
| Octagon Worldwide Limited | 2704128 | 135 Bishopsgate, London, EC2M 3AN | Ord £1 | 100.00 |
| Optimum4 Limited | 3541524 | West One, 100 Wellington St, Leeds, LS1 4LT | Ord £0.001 | 100.00 |
| Orion Trading EMEA Limited | 3404334 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| R&C PMK Limited | 6102678 | 135 Bishopsgate, London, EC2M 3AN | Ord £0.001 | 100.00 |
| R/GA Media Group Limited | 2366324 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Rapport Outdoor Limited | 2230412 | 16 Old Bailey, London, EC4M 7EG | Ord £1 | 100.00 |
| Salt Limited (in liquidation) | 3885565 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord A Ord B Ord C Growth £0.01 | 100.00 |
| Stickyeyes Limited | 4633595 | West One, 100 Wellington St, Leeds, LS1 4LT | Ord £0.001 | 100.00 |
| That Lot Creatives Limited | 8573144 | 135 Bishopsgate, London, EC2M 3AN | Ord £1 | 100.00 |
| Weber Shandwick International Limited (in liquidation) | 2258441 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £1 | 100.00 |
| Wellset Repro Limited | 3205960 | East Lodge House, 116 High St, Cranleigh, Surrey, GU6 8AJ | Ord A / B | 85.00 |
| Year9 Ltd | 9301204 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Zazzle Media Limited | 7592862 | West One, 100 Wellington St, Leeds, LS1 4LT | Ord £1 | 100.00 |

All the above subsidiaries are consolidated within these financial statements.

UK related undertakings not utilising S479A audit exemption

| Name | Co. No. | Registered office | Share class(es) | Share class % |
|---|----------|---|--------------------|---------------|
| MullenLowe Profero Limited | 03534827 | C-Space, 37-45 City Road, London, England, EC1Y 1AT | Ord £0.01 A / B | 25.00 |
| MullenLowe Profero Connect Limited (in liquidation) | 07018896 | 1 Radian Court, Knowlhill, Milton Keynes, MK5 8PJ | Ord £0.10 | 25.00 |

The above companies are associates or subsidiaries of associates and are not consolidated in these financial statements.

IPG Holdings (UK) Limited

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

29 Subsidiaries and related undertakings (continued)

Dormant subsidiaries and related undertakings (not utilising S479A)

| Name | Co. No. | Registered office | Share class(es) | Share class % |
|------------------------|---------|-----------------------------------|-----------------|---------------|
| IPG Studios UK Limited | 6519082 | 135 Bishopsgate, London, EC2M 3TP | Ord £1 | 100.00 |
| Mercado McCann Limited | 9363022 | 135 Bishopsgate, London, EC2M 3TP | Ord B £1 | 34.00 |

Foreign subsidiaries (not utilising S479A)

Foreign subsidiaries that are consolidated in these financial statements:

| Name | Country | Registered office | Share class(es) | Ult % |
|--|---------|---|-----------------|--------|
| Brand Connection Sp. Z.o.o. | Poland | Woloska 24, 02-675, Warsaw, Poland | ORD PLN50 | 100.00 |
| Craft Worldwide Sp. z.o.o. | Poland | Cybernetyki 19, 02-677, Warsaw, Poland | Ord PLN500 | 100.00 |
| FCB Estonia OU | Estonia | Liivalaia 22, Tallinn, 10118, Estonia | Ord €1 | 100.00 |
| Initiative Media Advertising S.A. | Greece | 89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens | Ord €3 | 99.98 |
| Initiative Media Warszawa Sp. Z.o.o. | Poland | Woloska 24, 02-675, Warsaw, Poland | Ord PLN150 | 100.00 |
| IPG Health Medical Communications Canada Limited | Canada | 200 Wellington Street West, Toronto, ON M5V 0N6, Canada | Ord NPV | 100.00 |
| IPG Mediabrands Communications S.A. | Greece | 89-91 Ethnikis Antistaseos St, 15231 Halandri, Athens | Ord €3 | 99.99 |
| Kinesso Belgium BV | Belgium | Ildefonse Vandammestraat 5-7D, 1560 Hoeilaart | Ord NPV | 100.00 |
| Magna Global Polska Sp. z.o.o. | Poland | ul. Domaniewska 39, 02-672, Warsaw, Poland | Ord PLN500 | 66.67 |
| Magna Ireland Media Limited | Ireland | 6th Floor, Iveagh Court, Harcourt Road, Dublin 2, Ireland | Ord A/C/ €1 | 50.00 |
| McCann-Erickson N.V. | Belgium | Avenue de Cortenbergh 100, 1000 Brussels, Belgium | Ord NPV | 100.00 |
| Interpublic Poland Sp. Z.o.o. | Poland | Cybernetyki 19, 02-677, Warsaw, Poland | Ord PLN500 | 100.00 |
| Mediabrands Belgium S.A. | Belgium | I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium | Ord NPV | 96.00 |
| Mediabrands Korea Inc. | Korea | 6th Floor, 31 Bongeunsa-ro 2-gil, Gangnam-gu, Seoul, 06123, Republic of Korea | Ord KRW 5000 | 100.00 |
| Orion Capital Belgium BVBA | Belgium | I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium | Ord NPV | 96.02 |
| Outdoor Services S.A. | Belgium | I Vandammestraat 5-7D, 1560 Hoeilaart, Belgium | Ord €56 | 96.00 |
| Reprise Media Sp. z.o.o. | Poland | Woloska 24, 02-675, Warsaw, Poland | Ord PLN50 | 100.00 |
| R/GA Digital Media Group SRL | Romania | Calea Floreasca Street No. 165, 8th Floor, District 1, Bucharest, Romania | Ord RON10 | 100.00 |
| U2 Media Sp. z.o.o. | Poland | Woloska 24, 02-675, Warsaw, Poland | Ord PLN500 | 100.00 |
| Universal McCann Sp. z.o.o. | Poland | Woloska 24, 02-675, Warsaw, Poland | Ord PLN500 | 100.00 |
| Weber Shandwick East Africa Limited | Kenya | c/o DeLyde Associates, Geomap Centre, Elgon Rd Upper Hill, PO Box 7914, City Square, 00200, Kenya | Ord KES10 | 99.00 |

IPG Holdings (UK) Limited

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

29 Subsidiaries and related undertakings (continued)

Other foreign entities

Foreign related undertakings that are owned by associates:

| Name | Country | Registered office | Share class(es) | Ult % |
|---|---------------|--|--------------------------|-------|
| Interpublic Legacy Company AB | Sweden | c/o Bratman Consulting AB, Lindrotsvagen 1, 139 60, Varmdo, Sweden | Ord SEK100 | 25.00 |
| Interpublic Group Sweden AB | Sweden | c/o Bratman Consulting AB, Lindrotsvagen 1, 139 60, Varmdo, Sweden | Ord SEK100 | 25.00 |
| Interpublic Worldgroup Sweden AB | Sweden | c/o Bratman Consulting AB, Lindrotsvagen 1, 139 60, Varmdo, Sweden | Ord SEK1,000 | 25.00 |
| IPG Mediabrands AB | Sweden | Grev Turegatan 11 A, 114 97, Stockholm, Sweden | Ord SEK1,000 | 25.00 |
| Kinesso Sweden AB | Sweden | Grev Turegatan 11 A, 114 97, Stockholm, Sweden | Ord SEK1 | 25.00 |
| Lowe & Partners/SMS Inc. | United States | 250 Hudson Street, New York, NY 10013, United States | Ord A USD1 Ord B USD1 | 15.40 |
| MullenLowe Profero HK Limited | Hong Kong | 38/F PCCW Tower, 979 King's Road, Quarry Bay, Hong Kong | Ord HKD NPV | 25.00 |
| Prime Public Relations i Sverige AB | Sweden | Box 38065, SE-100 64, Stockholm, Sweden | Ord SEK1 | 25.00 |
| Shanghai Blue Flying Fish Advertising Co. Ltd | China | Room A17, 6th Floor, East Building, H Zone, 666 East Beijing Road, Shanghai, China | Ord CNY1.00 | 25.00 |
| The Martin Agency, Inc. | United States | 1 Shockoe Plaza, Richmond, VA 23219, United States | Ord USD0.01 | 15.40 |
| United Minds Samhallsanalys AB | Sweden | Box 38065, SE-100 64, Stockholm, Sweden | Ord SEK100 | 25.00 |

Other qualifying undertakings:

| Name | Co. No. | Head office | Share class | Share class % |
|--|---------|--|-------------|---------------|
| IPG PFP Scottish Limited Partnership Limited | 9991 | Citypoint, 65 Haymarket Terrace, Edinburgh, Scotland, EH12 5HD | Partnership | 10.03 |

30 Events post statement of financial position

There are no material events post statement of financial position.

31 Ultimate parent undertaking and controlling party

The immediate parent undertaking is IPG Europe Limited, a company registered in England and Wales. Copies of its financial statements are available at 135 Bishopsgate, London, EC2M 3TP.

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

The Interpublic Group of Companies, Inc. is the parent undertaking of the largest and smallest group of undertakings to consolidate these consolidated financial statements at 31 December 2022. The consolidated financial statements for The Interpublic Group of Companies, Inc. can be obtained from 909 Third Avenue, New York, NY, 10022, USA.

32 Company information

The Company is registered in England and its registered office is 135 Bishopsgate, London, EC2M 3TP.